

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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B	A	R	A	N	G	A	Y		M	U	N	T	I	N	D	I	L	A	W				
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(Business Address: No. Street/City/Province)

RANDELL P. MANCOL

Contact Person

8658-4901

Company Telephone Number

0	6
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Month

3	0
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Day

Fiscal Year

SEC FORM 17-A

FORM TYPE

09	4 th Sunday
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Month

Day

Annual Meeting

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Secondary License Type, If Applicable

C	G	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

1,594

Total No. of Stockholders

Owning at Least One Board Lot

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

LCU

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

Certification

I, ATTY. JOSEPH JOEL R. CASTILLO, the Compliance Officer of **VALLEY GOLF & COUNTRY CLUB, INC.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number 13951 and with principal office at Don Celso S. Tuason Victoria Valley Antipolo City, on oath state:


- 1) That I have caused this Annual Report (SEC Form 17-A) for the year ended June 30, 2024 to be prepared on behalf of **VALLEY GOLF & COUNTRY CLUB, INC.**
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the company **VALLEY GOLF & COUNTRY CLUB, INC.** will comply with the requirements set forth in SEC Notice dated 12 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 20_____.


ATTY. JOSEPH JOEL R. CASTILLO
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME
ON OCT 08 2024 AT
TO BE HIS/HER _____

DOC. NO. 446
PAGE NO. 41
BOOK NO. 4
SERIES OF 2024


ATTY. ALBINO E. PARANAD
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
IBP NO. 3888017/12-05-2023
RPL NO. 53950
MCLE NO. VI-0015785/4-14-25
PTR NO. 9127927/1-2-24, ANTIPOL

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17 - A

**ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the Fiscal Year Ended June 30, 2024
2. SEC Identification No. 13951
3. BIR Tax Identification No. 000-649-197
4. Exact name of issuer as specified in its charter - VALLEY GOLF & COUNTRY CLUB, INC.
5. Province, Country or other jurisdiction of incorporation or organization - Antipolo, City, Philippines.
6. (SEC Use only) Industry Classification Code
7. Address of principal office - Don Celso S. Tuason Ave. Victoria Valley, Antipolo, City
8. Issuer's telephone number - 8658-4901 to 03
9. Former name, former address, and former fiscal year, if changed since last report -Not Applicable.
10. Securities registered pursuant to Sections 8 & 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of each class	Number of Shares of Ordinary Shares Outstanding and Subscribed
Common Shares	1,594 shares outstanding

11. Are any or all these securities listed on the Philippine Stock Exchange.
Yes _____ No X

12. Check whether the issuer:

(a) has filed all reports to be filed by Section 17 of the SRC and SRC Rule 17.1 there under or Section 11 of the RSA and RSA Rule 11(a)-1 there under and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports);

Yes No

(b) has been subject to such filing requirements for the past 90 days.

Yes No

13. The market value of each share of stock of Valley Golf as of June 30, 2024 is P5,000,000.00 plus P200,000 transfer fee.

The aggregate market value therefore of the 1,594 issued and outstanding shares of Valley Golf at P5,000,000.00 is P7,970,000,000.00

14. Valley Golf is not involved in insolvency/suspension of payments proceeding during the preceding five years; this is not applicable to us.

DOCUMENTS INCORPORATED BY REFERENCE

A. Annual report to security holders

The Annual Report to stockholders contains the President's and Treasurer's Report, the Financial Report of the Independent Auditors, the accomplishments of the present Board of Directors, the pictures of the present Board of Directors, the roster of Committee members and various pictures of the events of the preceding year. The financial report and its discussion are incorporated in Part II – Operational and Financial Information, whereas the information on the Directors is included in Part III – Control and Compensation Information.

B. Proxy Form

The proxy form attached is the form sent to all stockholders in connection with the stockholders' meeting and included therein are the matters to be voted upon by the stockholders.



VALLEY GOLF & COUNTRY CLUB, INC.
ANNUAL GENERAL MEETING
September 22, 2024 at 4:00 P.M.
Main Clubhouse, VGCCI

PROXY

No. 2024 - _____
 Account Number

I, _____, the undersigned member of **Valley Golf & Country Club, Inc.**, hereby name and appoint the following person to vote on the specified matters:

Name	Agenda Item
<p>_____ or in the absence and/or non-attendance of my PROXY the Chairman of the Meeting.</p>	1. To approve the minutes of the 2023 Annual stockholders' meeting.
	2. To approve the Company's 2024 Annual Report and Audited Financial Statements.
	3. To confirm and ratify all acts and resolutions of the Board of Directors & Management (July 1, 2023 to June 30, 2024 inclusive).
	4. To appoint External Auditors.
	5. To cast votes for person/s to the 2024-2025 Board of Directors.
	<p>Regular Directors</p> <ol style="list-style-type: none"> 1. Marvin A. Caparros 2. Michael T. Echavez 3. Ma. Cecilia Ng-Esguerra 4. Federico H. Feliciano 5. Dennis Ramon Guanio 6. Jose Ferdinand R. Guiang 7. Constantine L. Kohchet-Chua 8. Luis G. Quiogue 9. Rafael S. Raymundo 10. Atty. Rio Sesinando E. Venturanza <p>Independent Directors:</p> <ol style="list-style-type: none"> 1. Pablito M. Gregore 2. Ricky S. Libago 3. Romeo H. Robles 4. Ron Nelson P. See 5. Danilo S. Tolentino

as my proxy at the **ANNUAL GENERAL MEETING** of Valley Golf & Country Club, Inc., to be held on 24 September 22, 2024 at 4:00pm¹, and/or any postponements or adjournment(s) thereof, as fully and to all intents and purposes as I lawfully might or could do if present and voting in person.

Place/Date : _____

¹Stockholders may vote online from September 18, 2024 (starting at 8:00 a.m.) up to September 19, 2024 (5:00 p.m.). Voting by Proxyholders shall be on September 20, 2024 from 8:00 a.m. to 5:00 p.m.

Name and Account Number of Shareholder : _____

Signature : _____

Number of Shares : _____

Witness : _____

Instruction: The member executing this proxy may withhold the authority to vote for any nominee by lining through or striking out the name of the nominee.

VALIDATION OF PROXIES

Proxy form 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 13, 2024** which is consistent with the deadline provided under the Club's By-Laws. Validation of proxy forms is on **September 18, 2024 at 5:00 P.M.** **For partnerships, corporations, and associations, the proxies should be accompanied by a Secretary's Certificate on the appointment or designation of a proxy/representative and/or authorized signatories.**

LETTER OF INTENT AND DATA PRIVACY CONSENT

I _____, hereby declare and signify my intent to participate by remote communication and **exercise the right to vote in absentia** in the September 22, 2024, Annual Stockholders' Meeting of Valley Golf & Country Club, Inc.

By participating in the September 22, 2024, Annual Stockholders' Meeting of Valley Golf & Country Club, Inc. and in compliance with Republic Act No. 10173 (or the Data Privacy Act of 2012) and its Implementing Rules and Regulations (IRR) effective since September 8, 2016, I freely and voluntarily authorize Valley Golf & Country Club, Inc. to collect, record, organize, use, disclose and/or otherwise process any personal information submitted in connection with this declaration only for the purpose of allowing me to participate in the stockholders' meeting by remote communication and **vote in absentia**. I understand that by giving this consent, I am not waiving any of my rights other than as authorized herein under the Data Privacy Act of 2012 and other applicable laws.

Signature of Stockholders

Account No.

PART I - BUSINESS AND GENERAL INFORMATION

ITEM 1. BUSINESS

A.) DESCRIPTION OF BUSINESS.

1.) Business Development

Valley Golf & Country Club, Inc. is situated at the rolling hills of Antipolo, City, a private and non-profit club organized in 1958 by a group of golfers, well-known and influential businessmen headed by the late Don Celso S. Tuason. The property is about nine kilometers from EDSA and about seven kilometers from Antipolo. The site formerly owned by Hacienda Benito measures almost 210 hectares when it was originally purchased. On May 14, 1958, the original Articles of Incorporation was approved by SEC. At present the Club has an authorized capital stock of 1,800 shares at P 9,000 par value and 1,594 shares are issued and outstanding.

The original seven (7) Board of Directors were Celso S. Tuason, Aurelio Montinola, Sr., Ernest Kahn, Henry Belden, J. Antonio Araneta, Francisco Ortigas, Jr., and Jaime Velasquez. The course was opened for play on November 1961 and attracted a great traffic of players and aficionados. With this encouraging trend, the Club was expanded to accommodate another par-69, 18-hole course in the north in addition to its original south course in 1994.

Valley's greens are meticulously designed so that the golfer is challenged to use most, if not all, of his clubs in the bag. The terrain provides the contour which assures that no two shots will ever be alike. Some notable holes: the tight first, the picturesque Nos 4 and 10, the intriguing No. 16 and the short but tricky No. 18.

When play traffic increased at Valley, a nine-hole all-weather course with a par 36 layout spread over 50 hectares was added. Valley acquired from the adjoining property owners through barter arrangements several parcels of land, enabling it to expand the nine holes into an 18-hole complex now known as the North Course (formerly Executive Course). It exemplifies the finest the Philippines have to offer in international championship golf courses. Some notable holes: Hole No. 15 with its tee overlooking the entire golf course and a man-made terrace; and Hole No. 6 best known for its island green.

The North Clubhouse has been completed and was inaugurated last Nov. 1999. It is now fast becoming the favorite venue for tournaments and parties.

We also have Food & Beverage concessionaires in the Main Clubhouse and North Clubhouse offering a variety of menus and accept catering services for special events.

The following are the projects for Fiscal Year 2024:

1. On-going Zoysia Grass Infusion – Phase 2B	P	9,624,084.26
2. Road Re-blocking of Don Celso Tuason Ave		8,266,217.30
3. Sewerage Treatment Project		1,357,875.00
4. Carabao Grass Removal/Zoysia Infusion Ph-2		3,513,670.52
5. Tee Renovation Hole-18 at the North Course		312,588.53
6. Completed Automatic Fire Sprinkler System		3,835,117.08
7. Golf Cart Path Repair		3,742,049.70
8. Toilet Renovation at the Main Clubhouse		2,604,749.69
9. Landscaping at Valley Golf Signage		766,595.79
10. Valley Golf Signage		320,167.20

For the Fiscal Year 2024, the significant contracts are as follows:

1. Meralco Right of Way Agreement
2. Corporate Secretary Atty. Pedro Maniego
3. OIC-Club Operations Jose R. Vilchez Jr.
4. Golf Director Cyna Rodriguez
5. AMG Risk Management
6. Yukon Manpower Services Corp.
7. Four M's Spa and Wellness Center
8. Bigboy Construction Services
9. Annapolis Security Agency, Inc.
10. Kaka Builders Corp.

The projects for implementation for Fiscal Year 2025 are as follows:

ADMIN		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION	LEVEL	COST	REMARKS	
1 SMART TV- Board Room	1	60,000.00	TV for the Board Room	
GOLF AFFAIRS		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION	LEVEL	COST	REMARKS	
2 PCS COMPUTER	1	120,000.00	for Sports and Games	
Radio Base @ Registration	1	370,000.00		
Colored Printer with feeder and scanner	1	32,000.00	for Sports and Games	
GOLF COURSE MAINTENANCE		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION	LEVEL	COST	REMARKS	
Dissipator	1	3,000,000.00	for lightning	
Lightning Arresters	1	3,000,000.00	for lightning	
Zoysia Infusion Project Phase 2-B	1	10,850,000.00	cont. of the Zoysia Project 2B - Area is 53,859 sq. meters	

	Golf Cart Path Repair - North & South	1	2,000,000.00	outsource/ budget last year was at priority level 3 . For implementation in 2026
	Riprap lagoon #17 South Starter House/Dam	1	4,000,000.00	
	Lagoon Riprap Repair/Construction	1	2,000,000.00	
CLUBHOUSE & MEMBERSHIP		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION		LEVEL	COST	REMARKS
	Phase 1 Main Clubhouse major renovation - LOWER VERANDA	1	50,000,000.00	to be implemented for 2 years. 50% on year 1, 50% on year 2
	Coffee Lounge to be converted to airconditioned room	1	1,500,000.00	An aircon Temporary Coffee Lounge while the Main Clubhouse renovation is on-going
	Phase 2 Main Clubhouse major renovation (Founders Hall Extension)	2	25,000,000.00	2nd year implementation
	One (1) unit golf cart utility vehicle (water & ice shuttle)	1	500,000.00	To service water & ice at golf course for consumption of players
	Twelve (12) units industrial fans for Clubhouses	1	108,000.00	This will be used for club events
	Projector for venue rentals	1	150,000.00	Additional income on rentals during outside events
	One (1) unit wall mounted AC @ Mens Locker	1	160,000.00	
	INSTALLATION OF CARPET TILES @ LADIES LOCKER	1	200,000.00	Part of the renovation of ladies locker
	Fixtures & Furnitures at Ladies Locker	1	400,000.00	Part of the renovation of ladies locker
	One (1) unit Backpack Blower	1	40,000.00	for daily maintenance of the club, parking area, swimming pool
	Solar Panel at Main Clubhouse	1	5,000,000.00	for Main Clubhouse and Golf Cart Building
	Solar Panel at Golf Cart Parking	2	4,000,000.00	Phase 2 of Solar Panel project (for Golf Cart Parking)
	Rainbow Vacuum Cleaner heavy duty	1	150,000.00	for club's daily maintenance
	Sound System for Club events	1	500,000.00	to be used by the club during events

				instead of renting
	oNE (1) unit Floor mounted AC as backup	1	200,000.00	provision for replacement of defective unit
	2 units Radio- versa (Locker 1 NC/1SC)	1	60,000.00	
	Main Roof Panel Replacement (North Clubhouse)	1	1,500,000.00	Outsource -Roof Replacement as part of the North Clubhouse renovation
	Swimming Pool Locker Renovation	1	2,200,000.00	outsource
	Main and North Clubhouse Toilets	1	2,500,000.00	outsource
	2 UNITS COMPUTER	1	120,000.00	For Membership
	Drivers' Waiting Lounge & Security Office	1	250,000.00	outsource/most will be renovated by canteen concessionaire
	Repair and Improvement of Golf Course Drainages	1	10,000,000.00	
	Men's Locker Toilet enclosures	1	750,000.00	MC - Men's Locker Clubhouse Toilet Enclosures
	2 PCS TV (55 inches)	1	60,000.00	Provision to replace defective TVs used in the hallway/registration area (for ads)
SECURITY		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION		LEVEL	COST	REMARKS
	Laptop	1	60,000.00	for office
	Colored Printer with feeder & scanner	1	16,000.00	for office
	Upgrade CCTV Cameras	1	3,000,000.00	for CCTV monitor
	CCTV TV Monitor 2 pcs "65" inches	1	100,000.00	for CCTV monitor
	Drivers' Waiting Lounge & Security Office	1	500,000.00	outsource/ located at the motorpool canteen
ENGINEERING		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION		LEVEL	COST	REMARKS

	Rehabilitation of Turbine Pumps and/or purchase of new pumps for North and South	1	1,300,000.00	To help improve the efficiency of irrigation system and reduce electric consumption costs, as well as pump maintenance costs. It is critical that water filtration systems be installed before purchasing any new pumps.
	Enhancement of fairway lights using LED Flood light	1	360,000.00	Several Flood Lights in the fairway are due for replacement, Less frequent replacement means lower maintenance cost.
	Perimeter Fence - north & south	1	2,000,000.00	Outsource (2 years) - It helps to guard our course, maintaining safety and inhibiting access of would be intruders into our golf facilities. Also needed in case of typhoon.(when needed only)
	Road Reblocking and Repair along Ortigas and Sumulong Gate (including drainage)	1	6,000,000.00	50% on Year 1, 50% on Year 2 - Repair of damaged section of the road to prevent cracks and prolong the concrete pavement. (Remaining Works)
	Material Recovery Facility	1	1,000,000.00	outsource / required by DENR for waste management
	Centralized Grease Trap	1	467,500.00	Installation of grease traps is necessary to collect and reduce the amount of fats, oils and greases that enter the main sewers. Grease entering the main sewer system will over time create blockages, foul odors and pest infestation.
	CONTROLLERSHIP GROUP	PRIORITY	PROJECT	

ASSET TYPE / DESCRIPTION		LEVEL	COST	REMARKS
	Desktop Computer with CPU and Monitor and License	1	240,000	3 for accounting and 1 for logistics
	Colored Printer with feeder and scanner	1	32,000	for accounting and logistics
	POS Printer	1	15,000	for Registration
	Floor mounted 4hp aircon	1	156,000	for logistics
MIS				
		PRIORITY	PROJECT	
ASSET TYPE / DESCRIPTION		LEVEL	COST	REMARKS
	1 PC LAPTOP	1	60,000.00	for MIS office
	1 LOT Module for Golf Cart Storage/CMS	1	1,500,000.00	
	1 PC SCANNER (heavy duty-High Res)	1	60,000.00	High Resolution for office
	GRAND TOTAL		147,646,500.00	

2.) Bankruptcy, Receivership or Similar Proceedings

Valley Golf does not have any bankruptcy, receivership, or similar proceedings.

3.) Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets not in the ordinary course of business

Valley Golf does not have any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

4.) Business of Issuer

The main business of Valley Golf is golf and country club operations. Our main sources of income are monthly dues from the members and green fees from guests; they comprise 27% and 15% respectively of the gross income. Other revenue sources from processing of membership such as Transfer Fee and Service Charge comprise 14% of our revenue for the fiscal year 2024.

Valley Golf does not have foreign sales, distribution methods of products nor publicly announced new products.

International Opportunities - Being a member of Valley Golf & Country Club, Inc. allows the members the privilege of playing in foreign golf clubs like the Kelab Golf Negara Subang in Selangor, Malaysia; Singapore Island Golf and Country Club; and Royal Selangor Golf and Country Club in Kuala Lumpur, Malaysia.

The principal competitors near our area of operations are two privately owned golf courses, Forest Hills Golf and Country Club located in Cogo, Antipolo City and Eastridge Golf & Country Club in Binangonan and

one public course, Sun Valley Golf Course. These golf courses are relatively new and are still building up their membership base; whereas, Valley Golf having been in the business for 66 years old is already a proud Golf Club with its roster of respectable membership. Valley Golf's luscious greens and fairways are still the best in the area and very well maintained. The rainforest trees in our courses that have matured through the years have provided a canopy on the fairways and its majestic beauty is something that other golf courses cannot duplicate. The friendly atmosphere and the camaraderie of the entire membership and employees are what make our golf course unique. Eastridge has an 18-hole golf course and Forest Hills has a 36-hole golf course but Valley Golf's greens, fairways, trees, sand traps and meandering rivers will always make the difference. Each golf course may have its own unique characteristics, but Valley Golf's design and intriguing South Course is something that has always attracted the enthusiasm of golfers. The challenging contour of the courses will always make one's round of golf an enjoyable and unforgettable experience. Valley Golf's all weather South Course has already made its impact on the members and their guests.

Valley Golf has no branch or subsidiaries, so we do not have transactions with related parties. The other parties we usually transact with are the suppliers of office, grounds and motorpool supplies.

Valley Golf has an approved registration from BIR of its VAT and NON VAT activities. The Club keeps up to date its annual Municipal Business, Sanitary Permits and Real Property Taxes from the City Government of Antipolo and Cainta.

A governmental regulation which affected the Club was the implementation of the CTRP. Before the CTRP, the Club was exempted from the payment of income tax as per Sec. 27 of the NIRC. By reason of the CTRP, the Club is now subject to 32 % income tax effective Jan. 1998 and upon recent amendments from the BIR our tax rate is now 30%.

The Supreme Court issued a decision last August 13, 2019 that declared that Membership Dues, Assessments and fees of similar nature collected by Clubs which are organized and operated exclusively for pleasure, recreation, and other nonprofit purposes do not constitute as: a) "the income of recreational clubs from whatever source" that are subject to income tax; and b) part of the "gross receipts of recreational clubs" that are subject to VAT. The decision became final and executory last February 18, 2020. Valley Golf duly complied with the Supreme Court decision. As such, the related Input Vat on expenses, inventories, completed projects and additions to property and equipment that is use for maintenance, preservation and upkeep of the Club's general operations and facilities related to members are to form part of the recorded amount of expenses, inventory and Property and Equipment.

Being a golf course, we do not spend much on research and development since our major concern is the maintenance of the golf course. We sometimes test new products for our insecticides, fertilizers, sand, and grounds equipment, but these are either samples given for free or the amount involved is very minimal.

The Club strictly adheres to all environmental laws. Sources of water are from the running creeks along the fairways and fertilizers used are all environmentally friendly and not hazardous to health. The construction of the Sewerage Treatment Plant is completed in Fiscal Year 2024.

The Total number of employees of Valley Golf is 83. All are full time. We have 18 managers including the General Manager, Department Managers and Supervisors and 63 rank and file employees. The 65 rank and file are covered by a CBA which will expire in October 2025. The breakdown of the employees is as follows: Office of the GM – 1, Golf Affairs – 26, Clubhouse – 17, Controllers - 15, MIS – 4, Engineering –13, Administration/HR – 7. Our Internal Auditor is AMG Risk Management. When we started engaging MJ Carr Golf Management for the maintenance of the golf courses, the Grounds Department was abolished. Currently, our golf courses are being maintained by VMJ Evergreen Golf Maintenance and Construction Corporation. Our employees have not been on strike for the past three years nor are they threatening to strike. Supplemental benefits include free meals during overtime and holidays and special events in the Club, free coffee during break time and various gift items during Christmas seasons.

There are no major risks involved in the business of Valley Golf & Country Club.

The Club members' equity as of June 30, 2024, is P 323.73 Million. We do not issue unsecured bonds. Valley Golf has been in business for 66 years.

ITEM 2. DESCRIPTION OF PROPERTY

Seen from the air, the Main Clubhouse, which was designed by noted Filipino Architect Gabriel Formoso, takes on the unmistakable shape of a golf ball perched on a tee. The "golf ball" houses the Men's Locker Room, the "tee" houses the upper veranda, the golfers' lounge, and a viewing deck where one can enjoy the action on the 9th or 18th green.

Adjacent to the Main Clubhouse are two swimming pools with cabanas for men and women. The swimming pools, gazebos and cabanas were recently renovated to be at par with modern designs. The Club now has a state-of-the-art fully lit for night use driving range with amenities such as coffee shop and restaurant, sports bar, members' lounge, pro-shop and shower rooms. The driving range has two-level driving bays, all equipped with convex mirrors while the upper-level bays feature the revolutionary TMAX-GOLF motor less dispensers. Adequate parking near the Main Clubhouse is assured for as many as 200 cars.

The North Clubhouse is furnished with modern facilities, complete with restaurant, function rooms, locker rooms and offices. The restaurants are now being managed by concessionaires as part of innovations being introduced to the membership.

a.) Location and area of the properties.

Valley Golf & Country Club, Inc. is located along Don Celso S. Tuason Ave., with entry and exit on Ortigas Ave., Extn. and Sumulong Highway. Total land area is 1,222,971 sq. meters, part of which is in Antipolo City and another part in Cainta, Rizal.

b.) Description and condition of the properties.

All properties are registered in the name of Valley Golf Club, Inc. and none of the properties are mortgaged nor encumbered. The Club does not lease any of its land.

Valley Golf does not intend to acquire any properties in the next twelve (12) months.

ITEM 3. LEGAL PROCEEDINGS

The details of the legal Proceedings are provided in the Exhibit E.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

For the fiscal year ended June 30, 2024, the Annual Stockholders' Meeting was held on Sept. 24, 2023. Out of the 1,594 issued and subscribed shares, 1,014 shares were represented by proxy or present in person, and majority being in attendance, the President, as Presiding Chairman, declared a quorum.

At the ensuing election, the following were elected as Directors:

1. Mr. Eric R. Illescas	-	1,049 votes
2. Mr. Rafael S. Raymundo	-	1,022 votes
3. Mr. Jose Ferdinand R. Guiang	-	970 votes
4. Mr. Rio Seginando E. Venturanza	-	965 votes
5. Mr. Jose G. Razon	-	949 votes
6. Mr. Luis G. Quiogue	-	939 votes
7. Mr. Constantine L. Kohchet-Chua	-	835 votes
8. Mr. Ricky Libago	-	463 votes
9. Mr. Michael T. Echavez	-	202 votes

Matters discussed during the 2023 Annual Stockholders' Meeting include the ratification of the acts of the Board of Directors from July 1, 2022 to June 30, 2023, approval of the minutes of the annual meeting held on September 25, 2022, Financial Report of the Treasurer, President's Report, Amendments of the Articles of Incorporation and By-laws and the election of the external auditor. On the election of the External Auditor, the stockholders resolved to elect Sycip Gorres Velayo & Co. as the Club's External Auditor for the fiscal year ending June 30, 2024.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

ITEM 5. MARKET FOR REGISTRANTS COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS

1.) Market Information

Valley Golf & Country Club, Inc. does not market its shares in the stock exchange and all stockholders have pre-emptive rights on the sale of club shares. Total number of authorized capital stock is 1,800 at P 9,000.00 par value. Valley Golf is a non-profit club and does not issue any stock or cash dividends.

The market value of each share of stock of Valley Golf as of June 30, 2024 is P5,000,000.00 plus P200,000 transfer fee. Market prices were based on subscription rates and transactions processed in the Club.

2.) Holders

The total number of shares issued and outstanding as of June 30, 2024, is 1,594 shares. There is no individual or corporate stockholder who is the beneficial owner of at least five percent (5 %) of the total shares outstanding. The top twenty (20) shareholders are as follows:

	Stockholder	No. of Shares Owned	Amount subscribed	% Ownership	Citizenship
1	Fenestram Corporation	15	135,000.00	0.94%	FILIPINO
2	G7 Philippine Printing Corp.	15	135,000.00	0.94%	FILIPINO
3	Pae Ventures, Inc	6	54,000.00	0.38%	FILIPINO
4	Manila Electric Co.	5	45,000.00	0.31%	FILIPINO
5	Solid State Multi-Prod. Corp.	5	45,000.00	0.31%	FILIPINO
6	Squires Bingham Co., Inc.	5	45,000.00	0.31%	FILIPINO
7	Tres Primos Development Corp.	5	45,000.00	0.31%	FILIPINO
8	Co, Val Constantine L.	4	36,000.00	0.25%	FILIPINO
9	Madrigal, Vicente/Gerardo A.S.	4	36,000.00	0.25%	FILIPINO
10	Metropolitan Bank & Trust Co.	4	36,000.00	0.25%	FILIPINO
11	Philippine National Bank	4	36,000.00	0.25%	FILIPINO
12	Reliable Electric Co., Inc.	4	36,000.00	0.25%	FILIPINO
13	Cheok, Edward N.	3	27,000.00	0.19%	FILIPINO
14	Dee C. Chuan & Sons, Inc.	3	27,000.00	0.19%	FILIPINO
15	First Phil. Holding Corp.	3	27,000.00	0.19%	FILIPINO
16	Severo A. Tuason & Co.Inc.	3	27,000.00	0.19%	FILIPINO
17	Tuason, Severo J.	3	27,000.00	0.19%	FILIPINO
18	Tycangco, Steve Allen C.	3	27,000.00	0.19%	FILIPINO
19	Metropolitan Insurance Co.	2	18,000.00	0.13%	FILIPINO
20	Phil. Long Distance Tel Co.	2	18,000.00	0.13%	FILIPINO

There is no acquisition, business combination or other reorganization that may affect the amount and percentage of the present equity holdings of each director and nominee and of all directors and officers as a group nor are there any present commitments to such persons with respect to the issuance of shares.

3.) Dividends

Valley Golf is a non-profit club and does not declare any form of dividends. Income earnings are being used for maintenance of the golf courses and to improve services to the members.

4.) Recent sales of unregistered or exempt securities.

Valley Golf has not sold any unregistered or exempt securities during the present and previous fiscal years.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

1. PLAN OF OPERATION

OBJECTIVES:

- a. To have a well-planned improvement of Club facilities and services.
- b. Profitability and financial liquidity for operations and availability of funds for various projects.
- c. To ascertain that the ongoing processes for controlling operations throughout the organization are adequately designed and functioning in an effective manner.

ACTION PLAN:

Implementation of the priority capital expenditures for the year:

- a. To start the Renovation of the Main Clubhouse including its airconditioned facilities with a budget of P50 Million
- b. To continue Phase 2-B of the Zoysia infusion project this year with a budget of P 10.85 Million.
- c. Installation of a Rooftop Solar Panel System for the Main Clubhouse. The proposed budget is P 5 Million.
- d. Repair of Riprap in the Lagoon and Drainages Repair and Construction to be implemented this year.

2. MANAGEMENT DISCUSSION AND ANALYSIS

The results of operations for the Fiscal Year ending June 30, 2024 is reflected in the Audited Financial Reports. Gross Revenue from Operations amount to Php253.91 Million or an increase of P22.65 Million from last year's figure of P231.26 Million. Operating Expenses increased from P202.85 Million in 2023 to Php225.91 Million in 2024 or an increase of P23.06 Million or 11.37%. Excess of

revenue over expenses for the year amount to P34.59 Million or an increase of P5.30 Million from last year's figure of P29.29 Million.

Gross Revenues for the Fiscal Year 2024 amounted to P253.91 Million or an increase of P22.65 Million which is up by 9.79% from last year's figure of P231.26 Million. Likewise, revenues from Green Fees (P31.45 Million), Road Users' Fees (P17.99 Million), Membership Fee/Transfer Fee (15.92 Million) and Service Charge (P15 Million) have contributed significantly to the uptick in our revenues.

However, with more members and guests playing, the 100% opening of our facilities, rising cost of supplies, utilities, manpower and maintenance costs and the resumption of Club tournaments, our Expenses likewise increased by P23.06 Million for a total of P253.91 Million for Fiscal Year 2024. This is 11.37% up from last Fiscal Year's figure of P231.26 Million. Nevertheless, the substantial increase in the Club's operating cost can still be considered manageable considering the better than expected improvement in our revenues. The Board and Management will simply continue their policy and practice to prioritize expenses and defer expenditures on items that lack urgency and importance.

During the year, the Treasury was able to finance our major projects for the year including the Zoysia Infusion Project Phase 2, the Tee Renovations in the North Course, Completion of the Sewerage Treatment Plant, Automatic Fire Sprinkler System, Reblocking of the Don Celso Tuason Ave., Repair of the Golf Cart Path, Valley Signages with Landscaping, and the Toilet Renovation in the Main Clubhouse.

In the Audited Financial Reports our Current Ratio for Fiscal Year 2024 (this ratio represents the liquidity of the Club or the available current assets to settle the current liabilities) is 1.53 which is higher by 7.7% from 1.42 last year. The investment of funds in capex for the year is P43.47 Million and transfer from Construction in Progress to capex of P24.00 Million.

Cash flow wise our cash & cash equivalents and short-term investment as of June 30, 2023 is P130.52 Million. Our receivables from Members' Accounts increased by P8.52 Million which is the result of the increase in number of members being billed and increase in charges to account. Our total assets as of June 30, 2024 is P467.99 Million.

The market value of our shares of stock as of June 30, 2024 is P5 Million plus transfer fee of P200,000. Our keen business decisions, the continuing development of our golf courses and the upward trend of the golf clubs' market are contributing factors for our achievement. The Board is committed in its effort to maintain the steady increase in the market value of our shares of stock. The scheme to return the exclusivity of the Club but at the same time introducing alternative revenue sources to cushion the financial impact is another factor that contributed to the increase in market value of the shares. Since fiscal year 2022, the Club no longer accepts walk-in guests as part of the plan to retain the exclusivity of the Club and for safety protocol.

Valley Golf has no liquidity problems in its operations and projects and does not anticipate any liquidity problems in the future. As of June 30, 2024, the club has no any outstanding loans. All trade payables are paid based on the credit terms.

There are no seasonal aspects that had a material effect on the financial condition or results of operation.

There are no events that will trigger direct or contingent financial obligation that is material to Valley Golf. There is no anticipated default or acceleration of obligation.

There are no off-balance sheet transactions, arrangements, obligations or other relationships of the Club with unconsolidated entities or other persons created during the fiscal year.

There are no material commitments for capital expenditures.

There are no other trends, events or uncertainties that would have a material favorable or unfavorable impact on net sales or revenues.

There are no significant elements of income or loss that did not arise from Valley Golf's continuing operations.

The **FINANCIAL SOUNDNESS INDICATORS** are as follows:

1. **CURRENT RATIO** - represents the ratio of current assets against current liabilities. This ratio represents the liquidity of the Club or the available current assets to settle the current liabilities.

$$\text{Current Ratio} = \frac{\text{Current Assets}}{\text{Current Liabilities}}$$

	As of June 30, 2024	As of June 30, 2023
Current Assets	172,490,209.00	125,329,307.00
Current Liabilities	112,441,571.00	88,215,670.00
Current Ratio	1.53	1.42

This above ratio indicates that the Club's liquidity increased by 7.7% compared to last year. The significant items that affected the liquidity ratio are the increase in Cash and Cash Equivalent by P26.58 Million, Short-term investments increased by P21.53 Million. Trade and Other Receivables increased by P9.56 Million, an increase in Trade and Other Payables by P20.38 Million and an increase in Members' deposits and others by P4.16 Million.

2. **ACID TEST RATIO** – the ratio is an indicator of whether the Club has sufficient short-term assets to cover its short-term liabilities. This ratio is more useful in certain situations than the Current Ratio, also known as the working capital ratio, since it ignores assets such as inventory, which may be difficult to quickly liquidate.

$$\text{Acid Test Ratio} = \frac{\text{Current Assets Less Inventory}}{\text{Current Liabilities}}$$

	As of June 30, 2024	As of June 30, 2023
Current Assets less Inventory	169,154,837.00	122,653,468.00
Current Liabilities	112,441,571.00	88,215,670.00
Acid Test Ratio	1.50	1.39

The amount of Current Assets less Inventory for Fiscal year 2024 increased to P169.15 Million from P122.65 Million in 2023 or an increase of P46.50 Million, whereas the Current Liabilities increased by P24.23 Million. The increase in the ratio indicates that the Club is more liquid in FY 2024 than in FY 2023.

3. SOLVENCY RATIOS – are ratios that are calculated to judge the financial position of the Club from a long-term solvency point of view. These ratios measure the club's ability to satisfy its long-term obligations and are closely tracked by stockholders and investors to understand and appreciate the ability of the business to meet its long-term liabilities and help them to assess the long-term investment of their funds in the business.

a. LONG-TERM DEBT TO EQUITY RATIO – aims to determine the amount of long-term debt the Club has undertaken vis-à-vis the Equity and helps in finding leverage of the business. The ratio also helps in identifying how much long-term debt the Club has to raise compared to its equity contribution.

$$\text{Long-Term Debt to Equity Ratio} = \frac{\text{Long-Term Debt}}{\text{Total Equity}}$$

	As of June 30, 2024	As of June 30, 2023
Long-Term Liabilities	31,820,786.00	13,814,223.00
Total Members' Equity	323,726,621.00	290,056,751.00
Long Term Debt to Equity Ratio	.09	.05

The increase in the Long-Term Debt Ratio from .05 in FY 2023 to .09 in FY 2024 indicates the increase in the long-term debt by P18.01 Million in relation to the equity of the Club.

b. DEBT TO TOTAL ASSETS RATIO- this represents the ratio of total liabilities to total assets or the assets available to settle outstanding liabilities of the Club. This is used to assess the total leverage of the business. The higher the ratio, the higher the leverage and higher the financial risk on account of a heavy debt obligation on the part of the business.

$$\text{Debt to Total Assets Ratio} = \frac{\text{Total Liabilities}}{\text{Total Assets}}$$

	As of June 30, 2024	As of June 30, 2023
Total Liabilities	144,262,357.00	102,029,893.00
Total Assets	467,988,978.00	392,086,644.00
Debt to Total Assets Ratio	0.31	0.26

Liabilities for the year increased by P42.23 Million, while assets increased by P75.90 Million thereby increasing the ratio. The increase in assets is greater than the increase in liabilities, therefore there are more assets to settle the outstanding liabilities of the Club.

- c. **PROPRIETARY RATIO** – this ratio establishes between Stockholders’ funds and total assets of the business. It indicates the extent to which stockholders’ funds have been invested in the assets of the business.

$$\text{Proprietary Ratio} = \frac{\text{Total Members' Equity}}{\text{Total Assets}}$$

	As of June 30, 2024	As of June 30, 2023
Total Members’ Equity	323,726,621.00	290,056,751.00
Total Assets	467,988,978.00	392,086,644.00
Asset to Equity Ratio	0.69	0.74

The ratio decreased from 0.74 in FY 2023 to 0.69 in FY 2024, a higher proprietary ratio typically above 50% suggests that a significant portion of the Club’s assets are financed through equity. For the Fiscal year 2024, there were less the stockholders’ funds that were invested in the assets of the Club.

4. **DEBT TO EQUITY RATIO** - the ratio is used to evaluate a company’s financial leverage. It is a measure of the degree to which a company is financing its operation through debt versus wholly-owned funds. More specifically, it reflects the ability of shareholders equity to cover all outstanding debts in the event of a business downturn.

$$\text{Debt to Equity Ratio} = \frac{\text{Total Liabilities}}{\text{Total Members' Equity}}$$

	As of June 30, 2024	As of June 30, 2023
Total Liabilities	144,262,357.00	102,029,893.00
Total Members' Equity	323,726,621.00	290,056,751.00
Debt to Equity Ratio	0.45	0.35

This shows that in Fiscal Year 2024 the ratio increased and thus the total liabilities comprise a higher percentage of the total stockholders' equity. This resulted from the increase in Trade and other payables by P20.38 Million, Members Deposits by P4.16 Million, and Contract Liabilities by P17.50 Million, while Provision for probable claims decreased by P1.60 Million. On the other hand, the Retained Earnings increased due to Excess of Revenue over Expenses of P34.59 Million for Fiscal Year 2024.

5. **ASSET TO EQUITY RATIO** – measures the proportion of the Club's assets that has been funded by the Stockholders

$$\text{Asset to Equity Ratio} = \frac{\text{Total Assets}}{\text{Total Members' Equity}}$$

	As of June 30, 2024	As of June 30, 2023
Total Assets	467,988,978.00	392,086,644.00
Total Members' Equity	323,726,621.00	290,056,751.00
Asset to Equity Ratio	1.45	1.35

The Total Assets increased by P70.90 Million in Fiscal Year 2024 while the Stockholders' Equity increased by P33.67 Million thus the ratio increased, therefore more of the assets were funded by shareholders than funded by debt.

6. **INTEREST RATE COVERAGE RATIO** – measures the number of times a company can make interest payments on its debt with its earnings before interest and taxes. It is a debt ratio and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.

$$\text{Interest rate coverage ratio} = \frac{\text{Earnings Before Interest and Taxes}}{\text{Interest Expense}}$$

	As of June 30, 2024	As of June 30, 2023
EBIT	28,005,723.00	28,403,761.00
Interest Expense	675,334.00	523,353.00
Interest Rate Coverage Ratio	41.47	54.27

The ratio indicates that the Club can easily pay the interest on its outstanding debt with a ratio of 41.47.

7. **RETURN ON EQUITY** – is calculated by dividing net income by shareholders' equity. This is a profitability ratio that measures the ability of a firm to generate profits from its shareholders' investments in the company. The Return on Equity ratio shows how much profit each Peso of stockholders' equity generates.

$$\text{Return on Equity} = \frac{\text{Net Income (Loss)}}{\text{Total Members' Equity}}$$

	As of June 30, 2024	As of June 30, 2023
Net Income (Loss)	34,590,961.00	29,286,901.00
Total Members' Equity	323,726,621.00	290,056,751.00
Return on Equity	10.69%	10.10%

The operations for Fiscal Year 2024 resulted in a net income of P34.59 Million thus the Return on Equity Ratio is 10.59%. This is higher than the previous fiscal year. Each peso of Members' Equity generated an income of 10.69% in FY 2024.

8. **RETURN ON ASSETS (ROA)** - measures the amount of profit the company generates as a percentage of the value of its total assets.

$$\text{Return on Assets} = \frac{\text{Net Income/(Loss)}}{\text{Average Total Assets}}$$

	As of June 30, 2024	As of June 30, 2023
Net Income/ (Loss)	34,590,961.00	29,286,901.00
Average Total Assets	467,988,978.00	392,086,644.00
Return on Assets	7.39%	7.47%

Operations for Fiscal Year 2024 resulted in a net income of P34.59 Million as compared to net income of P29.29 Million in Fiscal year 2023 or an increase of P5.30 Million. The Total Assets increased by P75.90 Million this year compared to last year. The Return on Assets in FY 2024 is 7.39%, while last year is 7.47%.

9. **NET PROFIT MARGIN** – is a financial ratio used to calculate the percentage of profit a company produces from its total revenue. It measures the amount of net profit a company obtains per Peso of revenue gained.

$$\text{Net Profit Margin} = \frac{\text{Net Income/(Loss)}}{\text{Total Revenue}}$$

	As of June 30, 2024	As of June 30, 2023
Net Income/ (Loss)	34,590,961.00	29,286,901.00
Total Revenue	253,914,240.00	231,256,952.00
Net Profit Margin	13.62%	12.66%

Net income for the Fiscal Year 2024 is P34.59 Million with a Net profit Margin of 13.62% as compared to Fiscal Year 2023 Net profit margin of 12.66%. This year's profit margin is higher by 7.58%

10. OTHER RATIOS

EARNING PER SHARE (EPS) - this represents the net income per share of stock issued and outstanding and subscribed. The resulting number serves as an indicator of a company's profitability.

Earnings Per Share	=	<u>Net Income/(Loss)</u> <u>Common Shares Outstanding</u>	
		As of June 30, 2023	As of June 30, 2023
Net Income/ (Loss)		34,590,961.00	29,286,901.00
Common Shares Outstanding		1,594	1,594
Earnings Per Share		21,700.73	18,373.21

For the Fiscal Year ended June 30, 2024, the earnings per share is P21,700.73 as compared to Fiscal Year ended June 30, 2023 figure of P18,373.21 or higher by P3,327.52. Net income for the year is P 34,590,961.00 or an increase of P5,304,460.00 from the net income of P29,286,901.00 for the Fiscal Year ended June 30, 2023.

The following are the details of the operations of the Club for the Fiscal Year 2024

A. OPERATING RESULTS

1. Revenues – revenues increased from P231,256.952 in 2023 to P253,914,240 in 2024 or an increase of P22,657,288 or 9.80%.

Significant sources of the increase in revenue are Green Fees by P6,087,917, Service Charge by P7,319,906, Road Users Fee and other Assessments for Road Maintenance by P8,493,662, Concessionaires Fee and Proshop rental by P817,779, Miscellaneous Income by P2,382,340, and Golf cart and storage fees by P1,123,329.

Monthly Dues have minimal increase this year from P70,791,176 in 2023 to P70,940,126 in 2024. Green Fees increased due to increase in number of accompanied guests from 18,103 in FY 2023 to 20,139 in FY 2024 or an increase of 2,036 or 11.25%. Service Charge increased due to increase in rate of Initial Service Charge from P75,000 to P150,000 and Renewal Fee from P50,000 to P80,000. Transfer Fee decreased mainly due to decrease in number of transfers to third party from 74 in FY 2023 to 57 in FY 2024 and 1st degree transfers from 15 in FY 2023 to 14 in FY 2024. Road Users Fee increased due to the increase in the number of cars passing thru DCT Avenue and due to the improved and strict implementation of our Security. There are also increases in the

number of deliveries passing through vehicles. Assessment for Road Maintenance increased due to increase in the number of car stickers sold to residents and members upon stricter implementation of the no sticker no entry policy. Concessionaires Fees from the F & B Concessionaires and rental of Proshop increased because of the increase in sales of the restaurants that resulted from the increase in guests and easing up of restrictions in the dining activities. Another factor is the engagement of a new F & B Concessionaire in the North Clubhouse that offered Chinese menus for members and guests. Our Tee houses is now being operated by the Driving Range Concessionaire and resulted in the increase in sales due to variety of items being sold. The Tournament Fees, Self Insurance Fee and Service Fee from Guests increased due to the acceptance of more accompanied guests and private tournaments. The Swimming pool was recently inaugurated and opened for use of the members and their guests that resulted in the increase in the Swimming pool Fee. Miscellaneous Income increased due to increase in Venue Fee, Rental of Globe Tower, sales of gasoline and charged utilities to concessionaires, sale of scrap, illegally parked golf carts and surcharge.

2. Cost and Expenses - For the fiscal year 2024 the total cost of services and general and administrative expenses amount to P225,908,517 or an increase of P23,055,326 or 11.37% from previous year's figure of P202,853,191.

Personnel Expenses increased from P33,674,733 in 2023 to P36,159,642 in 2024 or an increase of P2,484,909 or 7.38%. Salaries and Wages increased by P1,427,226.89 because of the salary increases for the rank & file employees as per CBA Agreement and Wage Order and the annual salary increases for the Dept. Managers and Supervisors. Overtime pay increased by P80,484, Pag-Ibig Contribution increased by P40,150, SSS, PHIC & ECC increased by P394,446, Retirement Benefit Expense increased by P54,564, Vacation and Sick leave by P328,458. Meal Allowance increased by P10,894, 13th Month pay by P373,750, and Bonus and Gratuity Pay by P135,279. The following personnel expenses decreased for the year, Hazard Pay by P36,200, and Training and Seminar by P2,332.

Supplies increased from P16,179,541 in 2023 to 21,056,470 in 2024 or an increase of P4,876,929 or 30.14%. Repairs & Maintenance increased by P1,463,593, Gasoline and Oil Supplies increased by P309,496, Janitorial supplies decreased by P320,326, Uniforms increased by P50,593, Motorpool and Ground supplies decreased by P69,574 and Miscellaneous supplies decreased by P3,172,930. Stationeries and office supplies decreased by P885,279, Swimming pool supplies decreased by P128,636, Toilet and cleaning supplies increased by P224,194, Service supplies increased by P1,283,776, Medical and Dental supplies decreased by P14,214 and Linen supplies increased by P178,018,

Utilities increased from P18,331,521 in 2023 to P19,476,646 in 2024 or an increase of P1,145,125 or 6.25%. Electricity increased by P76,248, and Water by P1,076,259. Communication decreased by P29,053, and others by P21,797.

Outside Services increased from P60,644,643 in 2023 to P65,394,243 in 2024 or an increase of P4,749,600 or 7.83%. Legal Fees increased by P961,036, Audit Fees increased by P106,643, Security Services by P3,011,792, Laundry Services by P395,016, Maintenance Crew by P1,048,713, Internal Audit fee by P50,201, Golf Course Maintenance decreased by P1,825,920. Retainers Fee increase by P1,003,470, and Janitorial Services decreased by 1,351.

Sundries increased from P24,605,160 in 2023 to P26,943,083.54 in 2024 or an increase of P2,337,923 or 9.5%. Taxes and Licenses decreased by P654,453, Board, Committee and Stockholders Meeting increased by P650,165, Marketing Expenses increased by P174,895, Promotional and Industrial decreased by P462,647, Bank Charges decreased by P331,738 Self-insurance expense decreased by P68,088, Tournament Expenses increased by P3,038,213, Insurance increased by P80,795, Ads & Publication decreased by P35,166 and Miscellaneous decreased by P31,890. Loss on write-off decreased by P60,527. Transportation and Travel increased by P7,461 and Dues and Registration Fees increased by P30,903.

B. BALANCE SHEET ACCOUNTS

1. Cash and cash equivalents – increased from P82,410,206 in 2023 to P108,994,941 in 2024 or an increase of P26,584,735 or 32.26%. Increase resulted from Net cash generated from operating activities amounting to P79.81 Million which is higher by P7.59 Million from last year's P72.22 Million. Net cash flow used in investing activities amount to P53.23 Million due to investment in property and equipment of P43.47 Million and other noncurrent assets of P3.17 Million. Cash and Cash Equivalents and the beginning of the year is P51.15 Million add the Net increase in cash is P31.26 Million, Cash at the end of the year is P82.41 Million.
2. Short-term investments – short-term investments pertain to time deposits with maturities of more than three (3) months but less than one year and earn interest at the respective short-term placement rates. In 2024, the Club disposed the investments in UITF classified as financial assets at FVPL and trust fund amounting to P10,809,104 and P5,186,530 respectively and placed them in a peso-denominated short-term investments which earn higher interest rate. The investments amounted to P21,529,278 as at 2024.
3. Trade and other receivables – increased from P23,356,548 in 2023 to P32,914,560 in 2024 or an increase of P9,557,730 or 40.92%. Increase was due to increase in Members account by P8.52 Million and increase in Other Receivables by P0.93 Million.
4. Other current assets – decreased from P9,175,335 in 2023 to P9,051,3340 in 2024 or a decrease of P123,995 or 1.35%. The decrease resulted from decrease in Prepayments by P1,368,234, increase in Supplies inventory by P659,533, Advances to supplier by P219,455, and Creditable Withholding Tax by P365,251.

5. Property and equipment – increased from P255,476,745 in 2023 to P278,002,730 in 2024 or an increase of P22,525,985 or 8.82%. Additions for the Year 2024 includes on-going Zoysia Grass Infusion P9,624,084, Road re-blocking of Don Celso Tuason Ave. P8,266,217, Sewerage Treatment project P1,357,875, Zoysia Infusion Project Phase 2 P3,513,670, Tee Renovation at the North Course P312,589, completed automatic fire sprinkler system P3,835,117, Golf cart repair P3,742,050, Toilet renovation at the main clubhouse P2,604,750, Valley Golf signage P320,167, and Landscaping P766,596. The Accumulated Depreciation increased by P18,984,477.
6. Investment properties – went down from P85,616 in 2023 to P73,562 in 2023 or a decrease of P12,054 or 14.08%. Depreciation for the fiscal year 2024 for the investment properties is P12,054.
7. Deferred tax asset – deferred tax asset increased from P1,126,720 in 2023 to P8,256,368 in 2024. The deferred tax assets recognized from the advance collection of fee and other dues is P5,613,187, Retirement for Benefit Obligation P2,392,837, Past Service Cost P645,726, and deducted therein are the deferred tax liabilities from Rent Receivable P390,765 and Interest Income from accretion P4,617.
8. Other non-current assets – decreased from P5,084,160 in 2023 to P3,979,579 in 2024 or a decrease of P1,104,581 or 21.73%. Decrease is due to decrease in Refundable Deposits and Advances to suppliers and contractors. Computerization Project as at June 30, 2024 is P3,178,282, Refundable Deposit P749,297, and Advances to suppliers and contractors P52,000.
9. Trade and other payables – increased from P51,760,709 in 2023 to P72,139,604 in 2024 or an increase of P20,378,895 or 39.37%. Increase was due to increase in Trade Payable by P10,165,331, Accounts Payable Others by P321,261, Accrued and other expenses by P5, Due to organizations, lessors and cooperative by 9.83 Million, Due to Concessionaires by P1.99 Million, Vat Payable by P3.90 Million.
10. Members' Deposits and Credit Balances went up from P19,477,090 in 2023 to P23,637,412 in 2024 or an increase of P4,160,322 or 21.36%. The increase resulted from the increase in refundable cash deposits from members and Credit balances of former members.
11. Contract Liabilities increased from P9,709,296 in 2023 to P10,995,980 in 2024 or an increase of P1,286,684 or 13.25%. Increase was due to advance payments made by the members in 2024 to avail the discount and free green fee coupons in the amount of P660,400, increase in Right-of-way fees paid in advance by P857,282, decrease in green fee coupons by P334,200, Tournament deposit increased by P50,525, and other advance payments of the members for dues and fees, and for golf cart storage and locker rentals by P40,882 .

12. Retirement benefit obligation –increased from P8,266,671 in 2023 to P9,571,349 in 2024 or an increase of P1,304,678 or 15.78% due to increase in retirement benefit expense and remeasurement losses of the retirement plan as per actuarial valuation.
13. Other Noncurrent liabilities – increased from P5,547,552 in 2023 to P22,249,437 in 2024 or an increase of P16,701,885 in 2023 or 301.07% due to Right of way paid in advance in the amount of P16,215,610 and an increase in security deposit of P486,275.
14. Members' Equity – increased from P290,056,751 in 2023 to P323,726,621 in 2024 or an increase of P33,669,870 or 11.61% due to the increase in the accumulated excess of revenues over expenses by P34,590,961 and Other Comprehensive Income of P921,092.

ITEM 7. FINANCIAL STATEMENTS

Attached Reports :

1. Statement of Management Responsibility
2. Audited Financial Statements for 2024 and 2023
3. Schedules A – G under RSA Rule 68



STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS


The management of *Valley Golf & Country Club, Inc.* is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the year ended June 30, 2024 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Club's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Club or to cease operations, or has no realistic alternative to do so.

The Board of Directors is responsible for overseeing the Club's financial reporting process.

The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders or members.

SyCip, Gorres, Velayo & Co., the independent auditors appointed by the stockholders or members has audited the financial statements of Valley Golf & Country Club, Inc. in accordance with Philippine Standards on Auditing, and in their report to the stockholders or members, have expressed their opinion on the fairness of presentation upon completion of such audit.



JOSE G. RAZON
Chairman of the Board/President
TIN: 176-265-115




ERIC R. ILLESCAS
Chief Financial Officer/Treasurer
TIN: 104-016-565

Signed this _____ day of _____

SUBSCRIBED AND SWORN TO before me this OCT 04 2024 at ANTIPOLO CITY
Affiant exhibiting to me his/her Tax Identification Number as indicated above.

Doc. No. 371
Page No. 81
Book No. 6
Series of 2024


ATTY. ALBINO E. PARANADA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
IBP NO. 324941/12-05-2023
ROLL NO. 53950
MCLENO. VII-0015985/4-14-25
STR NO. 9127927/1-2-24 ANTIPOL

VALLEY GOLF AND COUNTRY CLUB, INC.
Don Celso S. Tuason Avenue, Antipolo City 1818, Philippines
Telephone: 86584901 to 03
www.valleygolf.com.ph
E-mail: info@valleygolf.com.ph

eldajugo@valleygolf.com.ph

From: eafs@bir.gov.ph
Sent: Saturday, 5 October 2024 8:41 am
To: INFO@VALLEYGOLF.COM.PH
Cc: ELDAJUGO@VALLEYGOLF.COM.PH
Subject: Your BIR AFS eSubmission uploads were received

Hi VALLEY GOLF AND COUNTRY CLUB, INC.,

Valid files

- EAFS000649197TCRTY062024-02.pdf
- EAFS000649197AFSTY062024.pdf
- EAFS000649197ITRTY062024.pdf
- EAFS000649197TCRTY062024-01.pdf
- EAFS000649197TCRTY062024-03.pdf

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- <None>

Transaction Code: **AFS-0-87JC8LJH0P22RVTNNMY1RZYTMOBF8G9B9J**
Submission Date/Time: **Oct 05, 2024 08:41 AM**
Company TIN: **000-649-197**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.

Certification

I, **ATTY. JOSEPH JOEL R. CASTILLO**, the Compliance Officer of **VALLEY GOLF & COUNTRY CLUB, INC.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number **13951** and with principal office at **Don Celso S. Tuason Victoria Valley Antipolo City**, on oath state:


- 1) That I have caused this **Annual Financial Statements (AFS) for the fiscal year ended June 30, 2024** to be prepared on behalf of **VALLEY GOLF & COUNTRY CLUB, INC.**
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the company **VALLEY GOLF & COUNTRY CLUB, INC.** will comply with the requirements set forth in SEC Notice dated 12 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 20_____.

SUBSCRIBED AND SWORN TO BEFORE ME
THIS _____ DAY OCT. 04 2024 AT
ANTIPOLO CITY AFFIANT EXHIBITING
TO ME HIS/HER _____


ATTY. JOSEPH JOEL R. CASTILLO
Affiant

DOC. NO. 400
PAGE NO. 81
BOOK NO. 6
SERIES OF 2024


ATTY. ALBINO E. PARANA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
IBP NO. 324941/12-05-2023
ROLL NO. 53950
MCLE NO. VII-0015985/4-14-25
PTR NO. 9127927/1-2-24, ANTIPOLO

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

1	3	9	5	1					
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COMPANY NAME

V	A	L	L	E	Y		G	O	L	F		&		C	O	U	N	T	R	Y		C	L	U	B	,		I	N	
C	.		(A		N	o	n	p	r	o	f	i	t		O	r	g	a	n	i	z	a	t	i	o	n)		

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

D	o	n		C	e	l	s	o		S	.		T	u	a	s	o	n		A	v	e	.	,		A	n	t	i	
p	o	l	o		C	i	t	y																						

Form Type	Department requiring the report	Secondary License Type, If Applicable
A A F S	C R M D	

COMPANY INFORMATION

Company's Email Address info@valleygolf.com.ph	Company's Telephone Number 8658-4901	Mobile Number 09214188187
No. of Stockholders 1,459	Annual Meeting (Month / Day) 4th Sunday of September	Fiscal Year (Month / Day) June 30

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person Pedro H. Maniego Jr.	Email Address info@valleygolf.com.ph	Telephone Number/s 8658-4901	Mobile Number 09298930398
---	--	--	-------------------------------------

CONTACT PERSON'S ADDRESS

Unit 14-G, The Address at Wack Wack, Greenhills East, Mandaluyong City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.
NOTE 2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.





STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ANNUAL INCOME TAX RETURNS

The Management of Valley Golf & Country Club, Inc. is responsible for all information and representations contained in the Annual Income Tax Return for the fiscal year ended June 30, 2024. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including but not limited, to the value added tax returns and/or percentage tax returns, withholding tax returns, documentary stamp tax returns and any all other tax returns.

In this regard, the Management affirms that the attached audited financial statements for the fiscal year ended June 30, 2024 and the accompanying Annual Income Tax Return are in accordance with the books and records of Valley Golf & Country Club, Inc. complete and correct in all material respects. Management likewise affirms that:

- a) The Annual Income Tax return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
b) Any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the club's books and records in accordance with the requirements of Revenue Regulations 8-2007 and other relevant issuances;
c) The Club has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

JOSE G. RAZON
Chairman of the Board/President
TIN 176-265-115

ERIC R. ILLESCAS
Chief Financial Officer/Treasurer
TIN 104-016-565

Signed this _____ day of _____

OCT 04 2024

SUBSCRIBED AND SWORN TO before me this _____ ANTIPOLO CITY
Affiant exhibiting to me his/her Tax Identification Number as indicated above.

Doc. No. 398
Page No. 51
Book No. 4
Series of 2024

ATTY. ALBINO E. PARANADA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024

VALLEY GOLF AND COUNTRY CLUB, INC.
Don Calsó S. Tuason Ave., Antipolo City 1870 Philippines
Telephone: 8658-4901 to 03
24941/12-05-2023
ROLL NO. 53950
MCLE NO. VII-0015985/4-14-25
STR. NO. 9127927/1-2-24, ANTIPOL



SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
egv.ph

INDEPENDENT AUDITOR'S REPORT

The Members and the Board of Directors
Valley Golf & Country Club, Inc.
Don Celso S. Tuason Ave.
Antipolo City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Valley Golf & Country Club, Inc. (a nonprofit organization) (the Club), which comprise the statements of financial position as at June 30, 2024 and 2023, and the statements of income, statements of comprehensive income, statements of changes in members' equity and statements of cash flows for each of the three years in the period ended June 30, 2024, and notes to the financial statements, including a material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Club as at June 30, 2024 and 2023, and its financial performance and its cash flows for each of the three years in the period ended June 30, 2024 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Club in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Club's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Club or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Club's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Club's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Club's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Club to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Report on the Supplementary Information Required Under Revenue Regulations 34-2020 and 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 34-2020 and 15-2010 in Note 27 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Valley Golf & Country Club, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Peter John R. Ventura

Partner

CPA Certificate No. 0113172

Tax Identification No. 301-106-741

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2021, November 10, 2021, valid until November 9, 2024

PTR No. 10082030, January 6, 2024, Makati City

September 5, 2024



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)
STATEMENTS OF FINANCIAL POSITION

	June 30	
	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱108,994,941	₱82,410,206
Short-term investments (Note 5)	21,529,278	–
Trade and other receivables (Note 6)	32,914,650	23,356,548
Financial assets at fair value through profit or loss (FVPL) (Note 10)	–	10,387,218
Other current assets (Note 7)	9,051,340	9,175,335
Total Current Assets	172,490,209	125,329,307
Noncurrent Assets		
Property and equipment (Note 8)	278,002,730	255,476,745
Investment properties (Note 9)	73,562	85,616
Trust fund (Note 10)	5,186,530	4,984,096
Deferred tax assets - net (Note 23)	8,256,368	1,126,720
Other noncurrent assets (Note 11)	3,979,579	5,084,160
Total Noncurrent Assets	295,498,769	266,757,337
TOTAL ASSETS	₱467,988,978	₱392,086,644
LIABILITIES AND MEMBERS' EQUITY		
Current Liabilities		
Trade and other payables (Note 12)	₱72,139,604	₱51,760,709
Members' deposits and others (Note 13)	23,637,412	19,477,090
Contract liabilities - current (Note 14)	10,995,980	9,709,296
Provision for probable claims (Note 15)	5,668,575	7,268,575
Total Current Liabilities	112,441,571	88,215,670
Noncurrent Liabilities		
Retirement benefit obligation (Note 25)	9,571,349	8,266,671
Contract liabilities - noncurrent (Note 14)	20,913,359	4,697,749
Security deposits (Notes 18 and 19)	1,336,078	849,803
Total Noncurrent Liabilities	31,820,786	13,814,223
Total Liabilities	144,262,357	102,029,893
Members' Equity		
Capital stock (Note 16)	14,346,000	14,346,000
Contributions in excess of par value	201,627,772	201,627,772
Accumulated excess of revenues over expenses	107,752,849	74,082,979
Total Members' Equity	323,726,621	290,056,751
TOTAL LIABILITIES AND MEMBERS' EQUITY	₱467,988,978	₱392,086,644

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF INCOME

	Years Ended June 30		
	2024	2023	2022
REVENUES			
Revenue from contracts with customers (Note 17)	P228,061,656	P206,976,023	P140,813,780
Rentals (Note 19)	23,714,557	22,701,459	20,986,983
Gain on change in fair value of financial assets at FVPL and trust fund	624,320	394,304	140,564
Gain on disposal of property and equipment (Note 8)	108,106	573,214	371,572
Interest income (Notes 4, 5, 10, and 19)	1,405,601	611,952	129,588
	253,914,240	231,256,952	162,442,487
COST AND EXPENSES			
Cost of services (Note 20)	195,008,061	177,725,539	132,701,080
General and administrative expenses (Note 21)	30,225,122	24,600,299	18,495,865
Interest expense (Notes 19, 25 and 26)	675,334	527,353	316,664
	225,908,517	202,853,191	151,513,609
EXCESS OF REVENUES OVER EXPENSES BEFORE INCOME TAXES	28,005,723	28,403,761	10,928,878
PROVISION FOR (BENEFIT FROM) INCOME TAXES (Note 23)	(6,585,238)	(883,140)	573,993
EXCESS OF REVENUES OVER EXPENSES	P34,590,961	P29,286,901	P10,354,885

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended June 30		
	2024	2023	2022
EXCESS OF REVENUES OVER EXPENSES	₱34,590,961	₱29,286,901	₱10,354,885
OTHER COMPREHENSIVE LOSS			
<i>Item not to be reclassified to profit or loss in subsequent periods:</i>			
Re-measurement losses on defined benefit obligation (Note 25)	(1,228,122)	(796,815)	(2,692,482)
Income tax effect	307,031	—	—
	(921,091)	(796,815)	(2,692,482)
TOTAL COMPREHENSIVE INCOME	₱33,669,870	₱28,490,086	₱7,662,403

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF CHANGES IN MEMBERS' EQUITY

	Years Ended June 30		
	2024	2023	2022
CAPITAL STOCK (Note 16)	₱14,346,000	₱14,346,000	₱14,346,000
CONTRIBUTIONS IN EXCESS OF PAR VALUE	201,627,772	201,627,772	201,627,772
ACCUMULATED EXCESS OF REVENUES OVER EXPENSES			
Balances at beginning of year	74,082,979	45,592,893	37,930,490
Excess of revenues over expenses	34,590,961	29,286,901	10,354,885
Other comprehensive loss	(921,091)	(796,815)	(2,692,482)
Total comprehensive income	33,669,870	28,490,086	7,662,403
Balance at end of year	107,752,849	74,082,979	45,592,893
TOTAL MEMBERS' EQUITY	₱323,726,621	₱290,056,751	₱261,566,665

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF CASH FLOWS

	Years Ended June 30		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Excess of revenues over expenses before income taxes	P28,005,723	P28,403,761	P10,928,878
Adjustments for:			
Depreciation and amortization (Notes 8, 9 and 11)	21,208,125	20,967,046	23,417,865
Movements in:			
Provision for probable claims (Note 15)	(1,600,000)	1,600,000	-
Retirement benefit obligation	(586,370)	(656,062)	(806,027)
Interest income (Notes 4, 5, 10 and 19)	(1,405,601)	(611,952)	(129,588)
Interest expense (Note 19, 25 and 26)	675,334	527,353	316,664
Gain on change in fair value of financial assets at FVPL and trust fund (Note 10)	(624,320)	(394,304)	(140,564)
Gain on disposal of property and equipment (Notes 8 and 17)	(108,106)	(573,214)	(371,572)
Loss on derecognition of property and equipment (Note 8 and 21)	-	131,371	-
Operating income before working capital changes	45,564,785	49,393,999	33,215,656
Decrease (increase) in:			
Trade and other receivables	(9,540,841)	(9,411,993)	(128,414)
Other current assets	(113,384)	(471,304)	(1,300,269)
Increase (decrease) in:			
Trade and other payables	20,370,756	27,968,154	7,785,696
Members' deposits and others	4,156,053	1,239,387	2,088,752
Contract liabilities	17,502,294	3,000,460	3,596,814
Security deposits	500,000	-	-
Net cash generated from operations	78,439,663	71,718,703	45,258,235
Interest received	1,374,615	514,947	114,910
Interest paid	-	(15,853)	(35,549)
Net cash flows from operating activities	79,814,278	72,217,797	45,337,596
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of:			
Property and equipment (Note 8)	(43,470,880)	(38,119,519)	(45,872,069)
Short-term investments (Note 5)	(21,529,278)	-	-
Trust fund invested in time deposits (Note 10)	(5,186,530)	-	-
Software cost (Note 11)	(2,009,217)	-	-
Proceeds from disposals of:			
Financial assets at FVPL (Note 10)	10,809,104	-	-
Trust fund invested in UITF (Note 10)	5,186,530	-	-
Decrease (increase) in: other noncurrent assets (Note 11)	2,821,621	(3,171,621)	(641,857)
Proceeds from disposal of property and equipment (Note 8)	149,107	573,214	371,572
Net cash flows used in investing activities	(53,229,543)	(40,717,926)	(46,142,354)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of short-term borrowing (Note 26)	-	(236,946)	(457,454)
Proceeds from availment of short-term borrowing (Note 26)	-	-	694,400
Net cash flows from (used in) financing activities	-	(236,946)	236,946
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	26,584,735	31,262,925	(567,812)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	82,410,206	51,147,281	51,715,093
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P108,994,941	P82,410,206	P51,147,281

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Valley Golf & Country Club, Inc. (the Club) was organized in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on May 14, 1958 as a nonprofit organization. On July 17, 1963, the SEC granted the Club a secondary license to sell its securities to the public.

The primary purpose of the Club is to foster and promote the game of golf and operate and maintain a golf course and country club and, generally, to do and perform all such acts and things, and exercise such powers as are ordinarily done, performed and exercised by social and athletic clubs and associations.

Prior to 2012, the Club is exempt from payment of income tax on income received from social, recreational, and athletic activities on a nonprofit basis provided that no part of the Club's income shall inure to the benefit of any of its members, trustees and officers. Under Section 30 (E) of the Tax Reform Act of 1997, an organization organized for recreational, sports and athletic activities shall be exempt from payment of income tax on income received from aforementioned activities.

On August 3, 2012, the Bureau of Internal Revenue (BIR) issued Revenue Memorandum Circular (RMC) No. 35-2012 clarifying that clubs organized and operated exclusively for pleasure, recreation and other non-profit purposes are subject to income tax and value-added tax (VAT) on their income from whatever source, including but not limited to membership fees, assessment dues, rental income, and service fees.

On August 13, 2019, the Supreme Court declared that membership fees, assessment dues, and fees of similar nature collected by Clubs which are organized and operated exclusively for pleasure, recreation, and other nonprofit purposes do not constitute as: (a) "the income of recreational clubs from whatever source" that are "subject to income tax"; and (b) part of the "gross receipts of recreational clubs" that are "subject to VAT". Accordingly, the Club did not collect the related output VAT for membership fees, assessment dues, and fees of similar nature.

The registered office of the Club, which is also its principal place of business, is located at Don Celso S. Tuason Avc., Antipolo City.

The Club's Board of Directors (BOD) approved the issuance of the financial statements as at June 30, 2024 and 2023 and for each of the three years in the period ended June 30, 2024 on September 5, 2024.

2. Material Accounting Policy Information

Basis of Preparation

The financial statements of the Club have been prepared on a historical cost basis, except for the financial assets at FVPL and trust fund which are measured at fair value. The financial statements are presented in Philippine peso (₱), which is the Club's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.



Statement of Compliance

The financial statements of the Club have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Club has adopted the following amendments to existing standards starting July 1, 2023. The Club has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these pronouncements did not have any impact on the financial statements of the Club.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:
 - Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
 - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments have had an impact on the Club's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Club's financial statements.

- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 12, *International Tax Reform – Pillar Two Model Rules*

Standards Issued but Not yet Effective

Pronouncements issued but not yet effective are listed below. The Club does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Club intends to adopt the following pronouncements when they become effective.

Effective beginning on or after July 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Effective beginning on or after July 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*



Financial Assets

Initial Recognition and Measurement of Financial Assets

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost and FVPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Club's business model for managing the financial assets. With the exception of trade receivables that do not contain a significant financing component the Club initially measures a financial asset at its fair value plus, in the case of financial assets not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Club has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Club's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

The Club's financial assets are in the nature of financial assets at amortized cost and financial assets at FVPL.

Subsequent Measurement of Financial Assets

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortized cost

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in the statement of income when the asset is derecognized, modified or impaired.

The Club's financial assets at amortized cost includes cash and cash equivalents, short-term investments, trade and other receivables, trust fund invested in time deposits, and refundable deposit presented in "Other noncurrent assets" in the statements of financial position (see Notes 4, 5, 6, 10 and 11).

Financial assets at FVPL

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of income.

The Club's financial assets at FVPL includes its investments in unit investment trust fund (UITF) (see Note 10).



Impairment of Financial Assets

The Club recognizes an allowance for expected credit losses (ECLs) for all financial asset not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Club expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash in bank and cash equivalents, financial assets at FVPL, and trust fund, the Club applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Club's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Club considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

For trade and other receivables, the Club applies a simplified approach in calculating ECLs. Therefore, the Club does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Club has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Definition of default

The Club considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Club, in full (without taking into account any collaterals held by the Club).

Irrespective of the above analysis, the Club considers that default has occurred when a financial asset is more than 120 days past due unless the Club has reasonable and supportable information to demonstrate that a more conservative default criterion is more appropriate.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Club compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Club considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Club's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Club's core operations.



Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a) significant financial difficulty of the issuer or the borrower;
- b) a breach of contract, such as a default or past due event;
- c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- e) the disappearance of an active market for that financial asset because of financial difficulties.

The Club implements a policy on its receivables, wherein members in the delinquent list or those with accounts that are past due for a certain period are reported to the BOD. The respective shares of the members or of the juridical entities they represent shall be ordered sold by the BOD, through an auction, to satisfy the claims of the Club.

Write-off policy

The Club writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Club's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized the statement of income.

Financial Liabilities

Initial Recognition and Measurement of Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivative designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in case of loans borrowings and payables, net of directly attributable transaction costs.

The Club's financial liabilities are in the nature of amortized cost. The Club has no financial liabilities at FVPL and derivative instruments as at June 30, 2024 and 2023.

Subsequent Measurement - Loans and borrowings and Payables

This is the category most relevant to the Club. After initial recognition, loans and borrowings and payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of income when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of income.

The Club's financial liabilities at amortized cost includes trade and other payables excluding statutory payables, members' deposit and others, provisions for probable claims and security deposits (see Notes 12, 13, 15, 18 and 19).



Fair Value Measurement

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Club.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Club uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Club determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Club has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Property and Equipment

Property and equipment, except for land, are stated at cost less accumulated depreciation and any impairment losses, if any. Land is stated at cost less any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable taxes, and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when the recognition criteria are met. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance and overhaul costs, are normally charged to the statement of income in the period when the costs are incurred.



Depreciation is computed on a straight-line basis over the following estimated useful lives of the assets:

<u>Category</u>	<u>Number of Years</u>
Land improvements	3-50
Building and structures	5-50
Ground tools and services machinery and equipment	3-10
Furniture, fixtures and equipment	3-10
Transportation equipment	5

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Depreciation is computed when the construction is completed.

The useful lives and methods of depreciation of property and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of income in the year the asset is derecognized.

Investment Properties

Except for land, investment property is stated at cost less accumulated depreciation and impairment in value for building. The cost of the investment property comprises its purchase price and other direct costs. Depreciation on the building is computed on a straight-line basis over the estimated useful life of 20 years. Land is stated at cost less any impairment in value.

Transfers are made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction of development. Transfers are made from investment property when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. These transfers are recorded using the carrying amount of the investment property at the date of the change in use.

Gains or losses resulting from the sale of an investment property are recognized in the statement of income.

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the statement of income in the year of retirement or disposal.

Computer Software

Computer software included as part of "Other noncurrent assets" is initially recognized at cost. Following initial recognition, computer software is carried at cost, less accumulated amortization and any accumulated impairment in value.

Computer software is amortized on a straight-line basis over its estimated useful economic life of three (3) years to five (5) years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization commences when the computer software is available for use. The period and method of amortization for the computer software are reviewed at each end of the reporting period. Changes in the estimated useful life is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization



expense is recognized in the statement of income in the expense category consistent with the function of the computer software.

Impairment of Property and Equipment, Investment Properties and Computer Software

The Club assesses at each reporting date whether there is an indication that a nonfinancial asset may be impaired. If any such indication exists, the Club makes a formal estimate of recoverable amount. The nonfinancial asset's estimated recoverable amount is the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other nonfinancial assets or group of nonfinancial assets, in which case the recoverable amount is assessed as part of the cash generating unit to which it belongs. Where the carrying amount of the nonfinancial asset exceeds its estimated recoverable amount, the nonfinancial asset is considered impaired and is written down to its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the nonfinancial asset. Fair value less costs to sell is the amount obtainable from the sale of the nonfinancial asset or cash-generating unit in an arm's-length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the nonfinancial asset.

Impairment losses are recognized in the statement of income in those expense categories consistent with the function of the impaired nonfinancial asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the nonfinancial asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its estimated recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of income.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Club expects to be entitled in exchange for those goods or services. The Club has generally concluded that it is the principal in its revenue arrangements, except for the concessionaire services, because it typically controls the goods or services before transferring them to the customer.

The following are the Club's performance obligations:

Membership Dues

Membership dues pertains to monthly member's dues and administration fee charged to the Club's members and past Club presidents, respectively. Revenues are recognized over time when membership dues are due and demandable, net of any discount. Any advance payments are recorded under "Contract liabilities" account in the statement of financial position.

(i) *Variable Consideration*

- a. Discount on annual dues are provided to the members when they pay the annual dues in advance. The discount is equivalent to one-month membership dues and is presented as a reduction to the revenue recognized.



- b. Discount on prompt payments are provided to members when they pay their account balance in full within one month after billing. To estimate the variable consideration for the expected discount on prompt payments, the Club applies the most likely amount.

Sports and Recreation

Sports and recreation pertain to fees charged for use of the Club's golf and swimming pool facilities. This also includes the service fee charged for every play of golf. Revenues are recognized overtime when the related services have been rendered.

Assessment for Road Maintenance

Assessment for road maintenance is income generated from the use of the Club's main road, Don Celso S. Tuason Avenue. Revenues are recognized overtime when the related services have been rendered.

Corporate Services

Corporate services pertain to fees charged by the Club for processing members transactions. This includes transfer fees and service charge on playing guests. Transfer fees are transaction fees for transfers of members shares of stocks. Service charges on playing guests are transaction fees or cash requirements in order to process the Club's playing rights to outside individuals. Revenues are recognized overtime when the related services have been rendered.

Concession Fees

Concession fees pertains to a fee charged by the Club to its concessionaires in exchange for the right granted to the later to render food and beverage services and sale of goods to its members and guests. The amount of the commission income is based on the terms of the concessionaires' agreements. The Club acts as an agent on its concession agreements since it does not have control over the specified goods or services that will be delivered by the concessionaires to the Club's members and guests. Revenues are recognized at a point in time when the concessionaire has delivered the goods to the members and guests and the related services have been rendered.

Revenue from Special Events

Revenue from special events pertains to fees charged for golf tournaments and Club's social events. Revenue is recognized overtime upon occurrence of the event.

Patronage Fees

Patronage fees are consumables that members are entitled to for the consumption of food provided by the Club's concessionaire. Revenue are recognized at a point in time upon determination of the expired and unconsumed portion of the minimum required purchase of food and beverage, subject to the Club's policy. Any advance payments are recorded under "Contract liabilities" account in the statement of financial position.

Surcharge on Past Due Accounts

Surcharge on past due accounts are penalties charged to members with delinquent accounts for over 45 days from the cut-off date of the statement of account until the account is paid in full. Revenues are recognized at a point in time upon collection of the amount charged to the member for delayed payment.

Contract Balances

Receivables

A receivable represents the Club's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).



Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Club performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Club has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Club transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Club performs under the contract.

Leases

Determination of Whether an Arrangement Contains a Lease

The Club assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Club as a Lessor

Leases in which the Club does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income is accounted for on a straight-line basis over the lease terms and is included in the statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Retirement Benefit Obligation

Defined Benefit Plan

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the financial reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Re-measurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in statement of income.



Re-measurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Re-measurements are not reclassified to statement of income in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Club, nor can they be paid directly to the Club. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Club's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Taxes

Current Income Tax

Current income tax assets and liabilities for the current and the prior period are measured at the amount expected to be recovered from or paid to the taxation authority. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each financial reporting period.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or loss.

Deferred tax assets are recognized for all deductible temporary differences, and the carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and the carryforward benefits of unused tax credits and unused tax losses can be utilized except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or loss.

The carrying amount of deferred tax assets is reviewed at each end of reporting period and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each end of reporting period and are recognized to the extent that it has become probable that sufficient future taxable income will allow the deferred tax asset to be recovered.



Deferred tax assets and liabilities are measured at the income tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on income tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. Deferred tax relating to items recognized directly in equity is recognized in equity and not in the statement of income.

Value-added Tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

For the non-VAT registered activities, the amount of VAT passed on from its purchase of goods or service is recognized as part of the cost of goods/asset acquired or as part of expense item, as applicable.

Provisions

Provisions are recognized when the Club has a present obligation (legal and constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are made by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Where the Club expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of income, net of any reimbursement.

Events After the Reporting Date

Post year-end events that provide additional information about the Club's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Accounting Judgments, Estimates, and Assumptions

The preparation and fair presentation of the accompanying financial statements in compliance with PFRSs requires management to make judgments and estimates that affect the amounts reported in the financial statements and the accompanying notes. The judgments and estimates used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Future event may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimate are reflected in the financial statements as they become reasonably determinable. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.



Judgments

In the process of applying the Club's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognized in the financial statements:

Revenue from contracts with customers

The Club applied the following judgement that significantly affect the determination of the amount of revenue from contracts with customers:

- *Principal versus agent considerations*

The Club enters into contracts with its concessionaires to perform, on their behalf, sale of goods and services to its members. The Club determined that it does not control the goods before they are transferred to customers. The following factors indicate that the Club does not control the goods before they are being transferred to customers. Therefore, the Club determined that it is an agent in these contracts.

- The Club is not primarily responsible for fulfilling the promise to provide the goods or services.
- The Club's revenue is in the form of a fixed commission income as established in the concession contract with the concessionaires.
- The Club does not have inventory risk before or after the goods has been transferred to the customer.
- The Club has no discretion in establishing the price for the goods and services.

Operating Lease - Club as Lessor

The Club has entered into commercial property leases on its investment properties. The Club has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

Rental income pertaining to these leases amounted to ₱23,714,557, ₱22,701,459, and ₱20,986,983 in 2024, 2023 and 2022, respectively (see Note 19).

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimation of Provision for ECLs of Trade and Other Receivables

The Club uses a provision matrix to calculate ECLs for its trade and other receivables. The provision rates are based on days past due of each member that have similar loss pattern. The provision matrix is initially based on the Club's historical observed default rates. The Club calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions expected to deteriorate over the next year which can lead to an increased number of defaults in its members, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Club's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.



Receivables from members that are considered as delinquent for a certain period and the amount due the Club has exceeded the credit limit of members as maybe fixed by the BOD from time to time shall be reported to the BOD and their shares of the juridical entities they represent shall thereafter be ordered sold by the BOD at auction to satisfy the claims of the Club as stated in the By-laws. It shall be absolutely prohibited to auction the share of a member whose overdue/delinquent account does not exceed such member's credit limit. As approved by the BOD, the members' credit limit shall be fixed at ₱50,000. A member may pay the overdue account at any time before the auction sale.

The carrying value of trade and other receivables amounted to ₱32,914,650 and ₱23,356,548 net allowance for ECL of ₱1,613,395 and ₱1,725,845 as at June 30, 2024 and 2023, respectively (see Note 6).

Estimation of Useful Lives of Property and Equipment and Investment Properties

The Club estimates the useful lives of property and equipment and investment properties excluding land, based on the period over which the Club's property and equipment and investment properties are expected to be available for use. The estimated useful lives of property and equipment and investment properties are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets. In addition, the Club's estimation of the useful lives of property and equipment and investment properties are based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible that the future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above.

As at June 30, 2024 and 2023, there were no changes made in the estimated useful lives of the Club's property and equipment and investment properties. The carrying amount of property and equipment amounted to ₱268,673,267 and ₱246,147,282 as at June 30, 2024 and 2023, respectively (see Note 8). The carrying amount of investment properties amounted to nil and ₱12,054 as at June 30, 2024 and 2023, respectively (see Note 9).

Retirement Benefit Costs

The cost of defined benefit pension plans and the present value of the pension obligation are determined using actuarial valuation. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, turnover rate and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the market yields on Philippine government bonds with terms consistent with the expected employee benefit payout as at end of the reporting periods.

The mortality rate is based on publicly available mortality tables and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates for the Philippines.

Retirement benefit obligation amounted to ₱9,571,349 and ₱8,266,671 as at June 30, 2024 and 2023, respectively (see Note 25).

Assessing Recoverability of Deferred Tax Assets

The Club reviews the carrying amounts of deferred tax assets at each reporting date and reduced the amounts to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Club can generate sufficient taxable profit to allow all or part of its deferred taxable assets to be utilized.



The Club's deferred tax assets amounted to ₱8,651,750 and ₱1,498,560 as at June 30, 2024 and 2023, respectively (see Note 23).

Temporary deductible differences for which no deferred tax asset was recognized amounted to ₱14,453,402 and ₱10,459,972 as at June 30, 2024 and 2023, respectively (see Note 23).

Provisions and Contingencies

The Club is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with its counsel handling the defense in these matters and is based upon an analysis of potential results. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Club's financial position and results of operations. It is possible, however, that the future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

The Club has provision for probable claims amounting to ₱5,668,575 and ₱7,268,575 as at June 30, 2024 and 2023, respectively (see Note 15).

4. Cash and Cash Equivalents

	2024	2023
Cash on hand	₱145,703	₱185,000
Cash in banks	76,098,721	70,081,957
Cash equivalents	32,750,517	12,143,249
	₱108,994,941	₱82,410,206

Cash on hand consists of fund for daily operating expenses and undeposited collections. Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short term deposits made for varying periods of up to three (3) months and earns interest at the respective short-term deposit rates.

Interest income earned amounted to ₱1,024,951, ₱598,227 and ₱115,863 in 2024, 2023 and 2022, respectively.

5. Short-term investments

Short-term investments amounted to ₱21,529,278 and nil as at June 30, 2024 and 2023. Short-term investments pertain to time deposits with maturities of more than three (3) months but less than one year and earn interest at the respective short-term placement rates.

The peso-denominated short-term investments earn an interest at a rate of 5.50% per annum in 2024 and have maturity of 119-120 days.

Interest income from short-term investments earned amounted to ₱366,925 in 2024 and nil in 2023 and 2022.



6. Trade and Other Receivables

	2024	2023
Members	₱25,649,740	₱17,134,348
Others	8,878,305	7,948,045
	34,528,045	25,082,393
Less allowance for ECLs	1,613,395	1,725,845
	₱32,914,650	₱23,356,548

Receivables from members, which are due 30 days after billing date, are noninterest-bearing and constitute a lien on the members' shares.

Other receivables consist mainly of the share of the concessionaires and maintenance provider for the security services and electricity of the access roads around the Club, advances made to officers and employees and receivables from concessionaires and various organizations which are settled within 30-90 days' term.

The movement in allowance for ECLs are as follows:

	2024	2023
Balances at beginning of year	₱1,725,845	₱1,725,845
Reversal (Note 21)	(112,450)	-
Balances at end of year	₱1,613,395	₱1,725,845

7. Other Current Assets

	2024	2023
Supplies inventories at NRV	₱3,647,381	₱2,728,410
Less allowance for inventory obsolescence	312,009	52,571
	3,335,372	2,675,839
Prepayments	2,781,437	4,149,671
Creditable withholding tax (CWT)	1,075,967	710,716
Advances to supplier	1,858,564	1,639,109
	₱9,051,340	₱9,175,335

Supplies inventories include gasoline and oil stocks, grounds materials, office, shop and maintenance supplies and construction materials. Cost of inventories valued at NRV amounted to ₱312,009 and ₱52,571 as at June 30, 2024 and 2023, respectively.

The movements in the allowance for inventory obsolescence are as follows:

	2024	2023
Balances at beginning of year	₱52,571	₱-
Provision during the year (Note 21)	259,438	52,571
Balances at end of year	₱312,009	₱52,571

Prepayments pertain to prepaid taxes and licenses, prepaid medical expenses and prepaid insurance premiums.



CWTs are amounts withheld from income subject to expanded withholding taxes. CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWTs which are claimed against the income tax due, represents excess of the tax payable and carried over in the succeeding period for the same purpose.

Advances on purchases pertain to the Club's advances on materials to be used for golf tournaments.



8. Property and Equipment

	2024							Total
	Land	Land Improvements	Building and Structures	Ground Tools and Service Machinery and Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Construction In Progress	
Cost:								
Balances at beginning of year	₱9,329,463	₱325,588,901	₱115,993,183	₱47,471,883	₱5,062,628	₱35,625,870	₱4,577,251	₱543,649,179
Additions	-	-	-	3,099,754	-	9,035,936	31,335,190	43,470,880
Disposals	-	-	-	(1,424,569)	(125,137)	(410,712)	-	(1,960,418)
Transfers	-	17,331,994	6,672,666	-	-	-	(24,004,660)	-
Balances at end of year	9,329,463	342,920,895	122,665,849	49,147,068	4,937,491	44,251,094	11,907,781	585,159,641
Accumulated depreciation:								
Balances at beginning of year	-	178,444,366	42,350,215	34,729,356	5,062,415	27,586,082	-	288,172,434
Depreciation (Notes 20 and 21)	-	7,767,227	4,611,053	4,163,283	213	4,362,118	-	20,903,894
Disposals	-	-	-	(1,383,568)	(125,137)	(410,712)	-	(1,919,417)
Balances at end of year	-	186,211,593	46,961,268	37,509,071	4,937,491	31,537,488	-	307,156,911
Net book values	₱9,329,463	₱156,709,302	₱75,704,581	₱11,637,997	₱-	₱12,713,606	₱11,907,781	₱278,002,730

	2023							Total
	Land	Land Improvements	Building and Structures	Ground Tools and Service Machinery and Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Construction In Progress	
Cost:								
Balances at beginning of year	₱9,400,307	₱319,593,027	₱68,129,272	₱43,059,450	₱5,239,708	₱31,083,817	₱32,884,836	₱509,390,417
Additions	-	-	679,427	6,501,181	-	6,000,000	24,938,911	38,119,519
Disposals	(70,844)	(66,138)	-	(2,088,748)	(177,080)	(1,457,947)	-	(3,860,757)
Transfers	-	6,062,012	47,184,484	-	-	-	(53,246,496)	-
Balances at end of year	9,329,463	325,588,901	115,993,183	47,471,883	5,062,628	35,625,870	4,577,251	543,649,179
Accumulated depreciation:								
Balances at beginning of year	-	168,894,624	39,806,380	32,270,754	5,239,495	25,053,962	-	271,265,215
Depreciation (Notes 20 and 21)	-	9,615,880	2,543,835	4,486,823	-	3,990,067	-	20,636,605
Disposals	-	(66,138)	-	(2,028,221)	(177,080)	(1,457,947)	-	(3,729,386)
Balances at end of year	-	178,444,366	42,350,215	34,729,356	5,062,415	27,586,082	-	288,172,434
Net book values	₱9,329,463	₱147,144,535	₱73,642,968	₱12,742,527	₱213	₱8,039,788	₱4,577,251	₱255,476,745



The Club opened an auction sale of various fixed assets. The Club disposed various property and equipment for ₱149,107, ₱573,214, and ₱371,572 which resulted to a gain on disposal of ₱108,106, ₱573,214, and ₱371,572 presented in statements of income in 2024, 2023, and 2022, respectively. In 2023, the Club also derecognized various property and equipment which resulted to a loss on derecognition amounted to ₱131,371 (see Note 21).

The cost of fully depreciated property and equipment still used in operations amounted to ₱166,345,354 and ₱152,539,011 as at June 30, 2024 and 2023, respectively.

9. Investment Properties

	2024		
	Building	Land	Total
Cost:			
Balances at beginning and end of year	₱53,718,366	₱73,562	₱53,791,928
Accumulated depreciation:			
Balances at beginning of year	53,706,312	–	53,706,312
Depreciation (Notes 20 and 21)	12,054	–	12,054
Balances at end of year	53,718,366	–	53,718,366
Net book values	₱–	₱73,562	₱73,562

	2023		
	Building	Land	Total
Cost:			
Balances at beginning and end of year	₱53,718,366	₱73,562	₱53,791,928
Accumulated depreciation:			
Balances at beginning of year	53,668,048	–	53,668,048
Depreciation (Notes 20 and 21)	38,264	–	38,264
Balances at end of year	53,706,312	–	53,706,312
Net book values	₱12,054	₱73,562	₱85,616

Based on the appraisal report submitted by Top Consult, Inc., independent appraiser, dated July 1, 2024, the fair value of the land with aggregate land area of 9,407 sqm. and building with total floor area of 2,271 sqm., amounted to ₱100,268,100 and ₱26,642,000, respectively.

Based on the appraisal report submitted by Top Consult, Inc., independent appraiser, dated July 1, 2023, the fair value of the land with aggregate land area of 9,407 sqm. and building with total floor area of 2,271 sqm., amounted to ₱95,685,900 and ₱27,972,000, respectively.

The market value of the investment properties as of 2024 and 2023 were valued using the market approach for land and cost approach for building. Market approach consider the prices for transactions of identical or similar assets that have occurred recently in the market. Cost approach an estimate is made on the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence

Rental income earned from investment property amounted to ₱334,109, ₱305,404 and ₱305,404 in 2024, 2023 and 2022 (see Note 19). Direct expenses related to investment properties consist mainly of depreciation amounting to ₱12,054, ₱38,264 and ₱90,685 in 2024, 2023 and 2022, respectively. No indirect expenses incurred related to investment properties in 2024, 2023 and 2022.



10. Trust Fund and Financial Assets at FVPL

Pursuant to the resolution passed by the members on September 12, 1982 and as provided for in the Club's by laws, the trust fund committee is empowered to invest the Valley Golf Trust Fund, which in no case shall be less than the original amount of ₱3,500,000, in leading universal banks in the Philippines.

The members' resolution further states that all proceeds from future sale of shares and real property, including all amortizations due on the sale of shares previously sold, shall accrue to the trust fund and that 85% of the interest income of the fund shall be made available for the maintenance and repair of the golf course. The remaining 15% of said interest income shall accrue to and form part of the fund.

On May 21, 1989, the members' resolution was amended stating that, "the proceeds of the sale of any real property of the Club or shares of stock to be used for capital expenditure and other infrastructure project shall not form part of the Valley Golf Trust Fund. However, any excess thereof shall form part of the Valley Golf Trust Fund".

On February 19, 2021, the Club invested a total of ₱14,799,569 in UITF. The investment consists of the Club's trust fund, originally invested in time deposits, amounting to ₱4,799,569 and additional investment amounting to ₱10,000,000.

The Club's financial assets at FVPL as at June 30, 2024 and 2023 are as follows:

	2024	2023
<i>Current asset</i>		
Financial assets at FVPL	₱-	₱10,387,218
<i>Noncurrent asset</i>		
Trust fund	5,186,530	4,984,096
	₱5,186,530	₱15,371,314

Movement in financial assets at FVPL are as follows:

	2024	2023
Beginning balance	₱10,387,218	₱10,120,765
Changes in fair value	421,886	266,453
Disposals	(10,809,104)	-
Ending balance	₱-	₱10,387,218

Movements in trust fund invested in UITF are as follows:

	2024	2023
Beginning balance	₱4,984,096	₱4,856,245
Changes in fair value	202,434	127,851
Disposal	(5,186,530)	-
Ending balance	₱-	₱4,984,096

On May 12, 2024, the Club disposed the investments in UITF classified as financial assets at FVPL and trust fund amounting to ₱10,809,104 and ₱5,186,530, respectively.



Movement in trust fund invested in time deposits is as follows:

	2024
Beginning balance	P-
Placement	5,186,530
Ending balance	P5,186,530

On May 21, 2024, the Club placed an investment in a peso-denominated short-term investments which earn an interest at a rate of 5.50% per annum and have maturity of 120 days. This was classified as trust fund.

The valuation gains due to changes in fair value as of June 30, 2024 and 2023 are allocated as follows:

	2024	2023
Beginning balance	P571,745	P177,441
Changes in fair value during the year:		
Financial assets at FVPL	421,886	266,453
Trust fund	202,434	127,851
	624,320	394,304
Ending balance	P1,196,065	P571,745

Interest income earned for the trust fund amounted to nil in 2024 and 2023 and P6,345 in 2022.

11. Other Noncurrent Assets

	2024	2023
Computer software	P3,178,282	P1,461,242
Refundable deposit	749,297	1,425,516
Advances to suppliers and contractors	52,000	2,197,402
	P3,979,579	P5,084,160

Refundable deposit pertains to deposits to utility companies.

Advances to suppliers and contractors relate to purchase of various equipment and advance payments on upcoming construction projects.

The movement of computer software is as follows:

	2024	2023
Cost:		
Balance at beginning and end of year	P4,538,503	P4,188,503
Additions	2,009,217	350,000
Balance at end of year	6,547,720	4,538,503
Accumulated amortization:		
Balance at beginning of year	3,077,261	2,785,084
Amortization (Notes 20 and 21)	292,177	292,177
Balance at end of year	3,369,438	3,077,261
Net book value	P3,178,282	P1,461,242



12. Trade and Other Payables

	2024	2023
Trade	₱24,288,708	₱14,123,377
Organizations and cooperative	32,680,368	17,297,531
VAT payable	5,801,396	4,723,062
Accrued expenses	4,293,571	9,652,000
Concessionaires	3,922,185	4,490,102
Others	1,153,376	1,474,637
	₱72,139,604	₱51,760,709

Trade payables are unsecured, noninterest-bearing and are payable to suppliers within 30 days.

Accrued expenses are obligations on the basis of normal credit terms and do not bear interest. These pertain to accruals made for outside services, utilities and other various accruals. These are normally settled within the next financial year.

Organizations and cooperative include payments for loans and advances by the employees to be remitted to the association, and payables to golf associations and other organizations. These are normally settled within the next financial year.

Concessionaires pertains to collections received by the Club for and on behalf of the concessionaires.

Other payables mainly consist of withholding tax payables and tournament deposits.

13. Members' Deposits and Others

	2024	2023
Cash deposits	₱17,040,450	₱13,060,450
Due to former members	6,332,408	6,151,781
Security deposit	264,554	264,859
	₱23,637,412	₱19,477,090

Cash deposit pertains to deposits made by playing guests. Any unpaid liabilities will be deducted from this account and the excess will be refunded upon resignation of the playing guest.

Due to former members consist mainly of proceeds from auction sale of shares, payable to former members and other advance payments made by them.

Security deposit pertains to various deposits received by the Club from its concessionaires and lessee and is to be refunded at the end of their respective agreements.



14. Contract Liabilities

	2024	2023
Membership dues paid in advance (Note 17)	₱9,119,400	₱8,459,000
Right-of-way fees paid in advance	1,396,416	539,134
Green fee coupons	54,479	388,679
Tournament deposit	282,714	232,189
Others	142,971	90,294
	₱10,995,980	₱9,709,296

Membership dues paid in advance represents advance collection of monthly membership dues which are applied in the next financial year.

Right-of-way fees paid in advance represents advance collection on the long-term agreements with various companies and individuals for the use of the Club's road. The deferred income on these advance collections is recognized as follows:

	2024	2023
Right-of-way fees paid in advance	₱22,309,775	₱5,236,883
Less current portion	1,396,416	539,134
Noncurrent portion	₱20,913,359	₱4,697,749

Green fee coupons are issued to Freeport Elite Resorts, Inc. which operates a driving range facility within the Club at a discounted price. The coupons are issued at different prices. These coupons are then sold to Korean guests of the Club also at a discounted price.

Tournament deposits pertain to advance payments of the Club's members made for an upcoming golf tournament.

Others pertains to the advance payments of the members for dues and fees, and for golf cart storage and locker rentals.

15. Provision for Probable Claims

Movements in this account are as follows:

	2024	2023
Balances at beginning of year	₱7,268,575	₱5,668,575
Addition	-	1,600,000
Payments	(1,600,000)	-
Balances at end of year	₱5,668,575	₱7,268,575

Provision for probable claims pertains to the estimated liability to resolve various probable claims against the Club. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of these claims.

On July 21, 2023, the Club paid ₱1,600,000 to the heirs of a former stockholder for the full and final settlement of the case filed by the former stockholder against the Club.



16. Capital Stock

Details of the Club's common shares as of June 30, 2024 and 2023 are as follows:

	Shares	Amount
Common shares - ₱9,000 par value		
Authorized shares	1,800	₱16,200,000
Issued	1,594	14,346,000

17. Revenue from Contracts with Customers

The table below presents the disaggregation of the Club's revenue from contracts with customers:

	2024	2023	2022
Nature of services			
Membership dues	₱70,940,126	₱70,791,176	₱57,423,318
Sports and recreation	39,508,414	33,147,816	19,459,569
Assessment for road maintenance	36,829,374	28,335,713	23,706,765
Corporate services	35,576,613	30,919,171	22,561,454
Revenue from special events	23,212,387	25,192,101	2,364,767
Concessionaires' fee (Note 18)	8,210,940	7,393,161	3,493,824
Patronage fees	3,196,635	3,540,265	3,952,245
Surcharge	695,056	864,988	768,108
Others	9,892,111	6,791,632	7,083,730
	₱228,061,656	₱206,976,023	₱140,813,780
	2024	2023	2022
Timing of revenue recognition			
Services transferred overtime	₱215,959,025	₱195,177,609	₱132,599,603
Goods transferred at a point in time	12,102,631	11,798,414	8,214,177
	₱228,061,656	₱206,976,023	₱140,813,780

Membership dues and assessments are collected by the Club from its members primarily to cover expenses related to the maintenance and, for that matter, are utilized for improvements in the Club's facilities. The collection of these dues and assessments does not arise from any sale of goods or services but are imposed to cover and defray necessary expenses related to the maintenance of, and improvements in, the Club's facilities and as such, no part of the Club's income inures to the benefit of any of its members.

Member's dues paid in advance by its existing members amounted to ₱9,119,400 and ₱8,459,000 as at June 30, 2024 and 2023, respectively. Members' dues paid in advance is considered as a contract liability of the Club to its members.

Others pertains to income earned by the Club from corkage, commission on art display and sale of scraps.



18. Concessionaires' Fees

	2023	2023	2022
Food and beverage services	₱6,360,151	₱5,875,815	₱2,266,505
Retail services	1,728,701	1,517,346	1,227,319
Spa and massage services	122,088	-	-
	₱8,210,940	₱7,393,161	₱3,493,824

Concession agreements entered into by the Club are shown below:

Food and Beverage Services

- a) Doturak International Group, Inc. (DIGI), a local food concessionaire, and the Club entered into a concession agreement whereby DIGI manages the food and beverage operations of the Club at the Tee House. The agreement provides that the concessionaire shall pay a basic minimum rental of ₱40,000 or 10% of the gross sales per month plus VAT, whichever is higher. The agreement is for a period of five (5) years starting January 1, 2021 (the "Initial Term") renewable for another two (2) years at the option of DIGI (the "Extended Term"). The agreement may be renewed or extended at the end of the initial and extended terms as the parties may mutually agree upon. Upon execution of the agreement, DIGI agrees to provide for a ₱240,000 refundable security deposit. The deposit was included under "Security deposits" in the statements of financial position in 2024 and 2023.

The concessionaire fee recognized from DIGI amounted to ₱1,228,338, ₱994,571 and ₱501,191 in 2024, 2023 and 2022, respectively.

- b) Golf Kitchen OPC (GKO), a local food concessionaire, and the Club entered into a concession agreement whereby GKO manages the food and beverage operations of the Club located at the Main Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 5% of its monthly gross sales exclusive of VAT during the period of pandemic. After the COVID-19 pandemic, once the gross sale reaches ₱2,000,000, GKO shall pay 10% of the gross sales per month exclusive of VAT. The agreement is for a period of three (3) years from November 1, 2021 until October 31, 2024 subject to renewal upon mutual agreement of both parties. Upon signing of the contract, GKO shall be required to remit refundable security deposit in the amount of ₱500,000. The deposit was included under "Security deposits" in the statements of financial position 2024 and 2023.

The concessionaire fee recognized from GKO amounted to ₱2,239,245, ₱2,419,996 and ₱780,574 in 2024, 2023 and 2022, respectively.

- c) New Mandarin Sky Food Group, Inc. (NMSFGI), a local food concessionaire, and the Club entered into a concession agreement whereby NMSFGI manages the food and beverage operations of the Club located at the North Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 10% of its monthly gross sales exclusive of VAT. The agreement is for a period of five (5) years from October 1, 2022 until September 30, 2027 subject to renewal upon mutual agreement of both parties. Upon signing of the contract, NMSFGI shall remit a security deposit amounting to ₱500,000 which is refundable not later than 30 days from the termination of the contract. The deposit was included under "Security deposits" and "Trade and other payables" in the statements of financial position 2024 and 2023, respectively.

The concessionaire fee recognized from NMSFGI amounted to ₱2,892,568, ₱2,461,248 and nil in 2024, 2023 and 2022, respectively.



- d) Jay-j's Food Management, Inc. (JFMI), a local food concessionaire and the Club entered into a concession agreement whereby JFMI manages the food and beverage operations of the Club located at the North Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 7% plus VAT of the monthly gross sales including special functions contracted for the members and guest and to purchase one (1) share of stock. The share of stock is pledged to the Club which serves as a security deposit to answer for any damages or expenses incurred. The agreement is for a period of three (3) years from August 1, 2016 up to July 31, 2019. The contract was further extended until July 31, 2020. On July 18, 2020, the BOD approved the contract extension for three (3) months after the end of the community quarantine. In December 2020, the contract was expanded, on a temporary basis, to include the Main Clubhouse starting January 1, 2021 until such time a new concessionaire for the main clubhouse is engaged. On May 28, 2022, the BOD approved the recommendation of the House Committee not to renew JFMI's contract as a concessionaire at the North Clubhouse. On May 31, 2022, the BOD released a formal notice of termination for the main clubhouse concession effective July 31, 2022.

The concessionaire fee recognized from JFMI amounted to nil in 2024 and 2023 and P984,740 in 2022, respectively.

Retail Shop

Pacsport Phils, Inc. was awarded the concession to operate a retail sales outlet, inside the Clubhouse to serve the members, guests and dependents, exclusively. In consideration for operating the outlet, the Club charges a basic minimum monthly concession fee of P65,000 or 15% of their gross sales per month inclusive of VAT, whichever is higher. The agreement is for a period of two (2) years from March 15, 2016 up to May 14, 2018.

On July 9, 2018, the contract was renewed and shall be effective for a period of two (2) years, starting from March 15, 2018 up to May 14, 2020. The contract provides that the concessionaire shall pay a fee of P70,000 or 15% of their gross sales per month inclusive of value added tax, whichever is higher. The agreement was extended on January 1, 2021 until December 31, 2023 with the same terms, subject to renewal upon mutual agreement of both parties. The agreement was further extended on January 1, 2024 until December 31, 2026.

The concessionaire fees from Pacsport Phils, Inc. amounted to P1,728,701, P1,517,346 and P1,227,319 in 2024, 2023 and 2022, respectively.

Spa and Massage Services

Four M's Spa and Wellness Center was awarded the concession to operate a spa and massage outlet inside the Clubhouse to serve the members, guests and dependents, exclusively. The agreement provides that the concessionaire shall pay a fee of 10% of their gross sales per month exclusive of VAT. The agreement is for a period of three (3) years from 2023 to 2026.

The concessionaire fees from Four M's Spa amounted to P122,088 in 2024 and nil in 2023 and 2022.



19. Rentals

	2024	2023	2022
Golf cart rental	₱13,651,838	₱13,034,934	₱14,900,957
Golf cart storage	6,467,614	5,961,189	3,789,831
Venue and room fee	1,369,889	1,563,304	414,361
Locker rental	1,030,364	1,023,725	920,084
Driving range	423,822	506,646	505,961
Communication cell site (Note 9)	334,109	305,404	305,404
Pull-cart rental	—	—	385
Others	436,921	306,257	150,000
	₱23,714,557	₱22,701,459	₱20,986,983

Golf carts, pull carts, and lockers pertain to rental fees charged to members and guests. The Club provides for pull carts to its members and guests in exchange for a rental fee for every play of golf. However, the players may opt to rent a golf cart instead, thus, the pull cart fee will be waived. Rentals of golf carts and lockers are for the use of the golf carts provided by the Club for its members. Rentals of lockers are for the use of the Club's locker rooms.

Golf cart storage pertains to rental fees charged to members for keeping the golf carts in reserve within the Club's premises.

On September 16, 2016, the Club entered into a Build-Lease-Transfer agreement with a third party to construct a Double Deck Driving Range with amenities located at the north course. The agreement includes a lease term of fifteen (15) years which commenced on July 8, 2017. The lessee shall pay a monthly lease of ₱25,000, inclusive of VAT, subject to a 10% escalation starting on the third (3rd) year. As part of the agreement, the lessee shall pay ₱450,000 representing one (1) year advance rental and six (6) months security deposits.

The future minimum rental commitment under this operating lease as at June 30, 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Within one (1) year	₱474,525	₱431,387	₱392,169
More than one (1) year but not more than five (5) years	2,422,499	2,202,272	2,002,066
More than five (5) years	2,529,594	3,224,346	3,855,939
	₱5,426,618	₱5,858,005	₱6,250,174

The excess of principal amount of the refundable security deposits over its fair value, at inception date of operating lease, is presented under "Security deposits" in the statements of financial position amounting to ₱96,078 and ₱109,803 as at June 30, 2024 and 2023, respectively. The current portion under "Trade and other payables" amounted to ₱73,201 and ₱82,350 as of June 30, 2024 and 2023, respectively. Straight-line amortization of deferred rent amounted to ₱13,725, ₱13,725, ₱7,380 in 2024, 2023, and 2022, respectively.

Interest expense from the amortization of security deposit amounted to ₱12,408, ₱12,209, and ₱11,638 in 2024, 2023 and 2022, respectively.



The Club leases the north clubhouse's rooftop to a local telecommunications company to be used as a cell site under certain conditions. Monthly rental amounts to ₱15,000, subject to a 4.5% escalation starting on the fourth (4) year. The lease period is from October 1, 2007 to September 30, 2017, renewable for a period to be mutually agreed upon by the parties. The contract was renewed in 2017 for a period of 10 years which took effectivity on October 1, 2017 and expiring on September 30, 2027. The lessee shall pay ₱23,197, inclusive of VAT, subject to a 4.5% escalation starting on the second year of the new lease period.

The future minimum lease commitment under this operating lease as at June 30, 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Within one (1) year	₱305,404	₱305,404	₱305,404
More than one (1) year but not more than five (5) years	687,159	992,563	1,297,967
	₱992,563	₱1,297,967	₱1,603,371

Others pertain to rental fees from the Club's housing and employee's canteen.

On March 31, 2022, the Club entered into a memorandum of conformity (MOC) with Globe Telecom Inc for the lease of Club's premises to be used as a cell sit under certain conditions. Monthly rental amounts to ₱25,000. The lease period is for a period of 10 years from January 1, 2022 to December 31, 2032 renewable for another 10 years.

The future minimum lease commitment under this operating lease as at June 30, 2024 are as follows:

	2024	2023	2022
Within one (1) year	₱267,857	₱267,857	₱300,000
More than one (1) year but not more than five (5) years	1,339,286	1,339,286	1,500,000
More than five (5) years	401,786	669,643	1,050,000
	₱2,008,929	₱2,276,786	₱2,850,000

20. Cost of Services

	2024	2023	2022
Outside services	₱60,103,238	₱57,386,637	₱43,131,926
Personnel cost (Note 22)	26,749,137	24,194,357	21,069,000
Club events	23,412,479	20,576,874	1,394,951
Depreciation and amortization (Notes 8, 9, and 11)	20,728,997	20,648,776	23,061,566
Supplies	19,415,045	15,173,055	19,027,951
Utilities	18,681,444	17,555,083	12,809,010
Repairs and maintenance	7,157,395	5,693,752	4,236,571
Taxes and licenses	3,337,258	3,337,258	3,337,258
Others	15,423,068	13,159,747	4,632,847
	₱195,008,061	₱177,725,539	₱132,701,080

Outside services pertains to retainer fees, legal fees, maintenance crews, and audit fees.



Club events pertains to the costs incurred in relation to the Don Celso Tuason tournaments, and Grand Raffle.

Others pertain to provision for tournament expenses, insurance, ads and publication, promotional and industrial expenses, parking fee, and other miscellaneous expenses.

21. Administrative Expenses

	2024	2023	2022
Personnel costs (Note 22)	₱9,410,505	₱9,480,376	₱8,677,336
Outside services	5,291,005	3,258,007	2,328,376
Taxes and licenses	2,866,341	3,532,653	1,601,703
Board members' meetings	2,252,560	1,641,252	829,297
Supplies	1,641,425	1,006,486	1,014,950
Bank charges	931,523	1,120,870	756,105
Utilities	795,202	776,439	615,451
Depreciation and amortization (Notes 8, 9, and 11)	479,128	318,270	356,299
Provision for inventory obsolescence (Note 7)	259,438	52,571	—
Marketing	699,385	841,889	190,643
Provision for (reversal of) ECL (Note 6)	(112,450)	—	614,492
Loss on derecognition of property and equipment (Note 8)	—	131,371	—
Sundries	5,711,060	2,440,115	1,511,213
	₱30,225,122	₱24,600,299	₱18,495,865

Sundries consist mainly of advertising expenses, prompt payment discounts, insurance and net expenses incurred during tournaments.

22. Personnel Costs

	2024	2023	2022
Cost of services (Note 20):			
Salaries and wages	₱20,603,395	₱18,835,048	₱16,146,963
Employee benefits	5,149,158	4,285,235	3,967,935
Service cost (Note 25)	996,584	1,074,074	954,102
	26,749,137	24,194,357	21,069,000
General and administrative (Note 21):			
Salaries and wages	7,769,919	7,863,206	6,843,837
Employee benefits	1,391,440	1,348,652	1,594,974
Service cost (Note 25)	249,146	268,518	238,525
	9,410,505	9,480,376	8,677,336
	₱36,159,642	₱33,674,733	₱29,746,336



23. Income Taxes

The composition of provision for (benefit from) income taxes is:

	2024	2023	2022
Current	₱237,379	₱834,224	₱170,312
Deferred	(6,822,617)	(1,717,364)	403,681
	(₱6,585,238)	(₱883,140)	₱573,993

- a. The Club's provision for current income tax pertains to MCIT in 2024 and 2022 and RCIT in 2023.
b. The reconciliation of income computed at the statutory tax rates to provision for income tax as shown in the statements of income is as follows:

	2024	2023	2022
Income tax at the statutory rate	₱7,001,431	₱7,100,940	₱2,732,220
Income tax effects of:			
Nontaxable revenues	(27,669,806)	(28,950,694)	(19,215,588)
Nondeductible expenses	13,688,632	21,680,010	16,909,614
Movement of unrecognized deferred tax assets	898,554	(465,263)	211,854
Interest income subject to final tax	(504,049)	(248,133)	(64,107)
	(₱6,585,238)	(₱883,140)	₱573,993

- c. The components of the recognized net deferred tax assets are as follows:

	2024	2023
Deferred tax assets:		
Advance collections on fees and other dues	₱5,613,187	₱1,331,795
Retirement benefit obligation	2,392,837	–
Past service cost	645,726	–
Allowance for ECLs	–	153,623
Allowance for inventory obsolescence	–	13,142
	8,651,750	1,498,560
Deferred tax liabilities:		
Rent receivable	390,765	367,552
Interest income from accretion	4,617	4,288
	395,382	371,840
	₱8,256,368	₱1,126,720

The reconciliation of the net deferred tax assets (liabilities) is as follows:

	2024	2023
Balances at beginning of year	₱1,126,720	(₱177,111)
Benefit from deferred tax during the year recognized in:		
Profit or loss	6,822,617	1,717,364
OCI	307,031	–
Application of MCIT	–	(413,533)
Balances at end of year	₱8,256,368	₱1,126,720



No deferred tax assets from the following deductible temporary difference were recognized as it is not probable that sufficient taxable profit will be available to allow the benefit of the deferred tax assets to be utilized:

	2024	2023
NOLCO	P12,290,619	P-
Allowance for ECLs	1,613,395	-
Allowance for inventory losses	312,009	-
MCIT	237,379	-
Retirement benefit obligation	-	P8,266,671
Unrecognized past service cost	-	2,193,301
	P14,453,402	P10,459,972

As at June 30, 2024, the movement in the Club's NOLCO which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable years, as follows:

Year Incurred	Availment Period	As at June 30, 2023	Addition	Applied	As at June 30, 2024
2024	2025-2028	P-	P12,290,619	P-	P12,290,619

As at June 30, 2024, the movement in excess of MCIT over RCIT that can be claimed as deductions from future taxable liabilities, are as follows:

Year Incurred	Availment Period	As at June 30, 2023	Addition	Applied	As at June 30, 2024
2024	2025-2028	P-	P237,379	P-	P237,379

On June 20, 2023, the Bureau of Internal Revenue issued Revenue Memorandum Circular (RMC) No. 69-2023 reverting the Minimum Corporate Income Tax (MCIT) rate to 2% of gross income effective July 1, 2023 pursuant to Republic Act (RA) No. 11534, otherwise known as the "Corporate Recovery and Tax Incentives for Enterprises (CREATE)" Act. MCIT rate was previously reduced from 2% to 1% effective July 1, 2020 to June 30, 2023 upon the effectivity of CREATE Act in 2021.

Consequently, the Company recognized MCIT using the effective rate of 2% in 2024 in accordance with RMC 69-2023.

24. Related Party Transactions

Related parties include members of key management personnel including directors and officers of the Club and close members of the family and companies associated with these individuals. In considering each possible related entity relationship, attention is directed to the substance of the relationship and not merely the legal form. Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.



A summary of major account balances with related parties follows:

Key Management Personnel Compensation

Compensation of key management personnel which represent short-term and retirement benefits are as follows:

	2024	2023	2022
Short-term benefits	₱3,723,903	₱3,636,362	₱3,226,557
Retirement benefits	857,068	876,469	1,627,171
	₱4,580,971	₱4,512,831	₱4,853,728

Key management personnel include the officers and managers of the Club.

Complimentary Club Coupons and House Guests Privileges

Complimentary green fee coupons are given to the BOD and certain officers for distribution to prospective members and certain guests and friends of the Club. The outstanding green fee coupons for each fiscal year are as follows:

	2024	2023	2022
Beginning balance	2,682	2,100	120
Additions during the year	5,000	5,000	4,440
Issuances during the year	(4,441)	(4,418)	(2,460)
Ending balance	3,241	2,682	2,100

On January 16, 2021, these green fee rates are changed ranging from ₱1,700 to ₱2,500 during weekdays, and ₱2,850 to ₱4,200 during weekends and holidays.

On January 16, 2024, these green fee rates are changed ranging from ₱1,000 to ₱4,500 during weekdays, and ₱1,600 to ₱5,500 during weekends and holidays.

The Club also authorizes certain Club officers to entertain houseguests and use the Club's facilities free-of-charge.

25. Retirement Benefit Obligation

The Club has a funded, non-contributory, defined benefit retirement plan covering all its qualified officers and employees. Under the plan, qualified officers and employees are entitled to receive pension benefits on a lump sum basis when they reach the retirement age of 60. With the consent of the Club, an employee may elect to retire early provided he has rendered at least 20 years of credited service or at least 15 years of credited service and at least 50 years old. The projected unit credit cost method was used to determine the retirement benefit costs and obligation. The Club's retirement fund is being held in trust by a trustee bank.

The following tables summarize the components of the retirement benefit cost recognized in the statement of income and the retirement benefit obligation recognized in the statement of financial position for the retirement plan.



Defined benefit cost expense recognized in the statements of income:

	2024	2023	2022
Service cost	₱1,245,730	₱1,342,592	₱1,192,627
Net interest expense:			
Interest cost on benefit obligation	1,691,249	1,701,201	1,144,456
Interest income on plan assets	(1,028,323)	(1,189,701)	(863,341)
	₱1,908,656	₱1,854,092	₱1,473,742

Re-measurement losses (gains) on defined benefit obligation recognized under OCI in the statements of comprehensive income:

	2024	2023	2022
Actuarial losses (gains):			
Experience adjustments	₱1,647,152	(₱51,565)	₱2,489,236
Changes in financial assumptions	(823,969)	595,399	(2,128,165)
Changes in demographic assumptions	(55,686)	81,325	744,246
	767,497	625,159	1,105,317
Return on plan assets excluding the amount included in net interest cost	460,625	171,656	1,587,165
Re-measurement losses on defined benefit obligation	₱1,228,122	₱796,815	₱2,692,482

Cumulative re-measurement effect recognized in OCI included in the accumulated excess of revenues over expenses:

	2024	2023
Balances at beginning of year	₱2,461,815	₱1,665,000
Re-measurement losses on defined benefit obligation – net of tax	921,091	796,815
Total amount recognized in OCI	₱3,382,906	₱2,461,815

Movements in retirement benefit obligation in 2024 and 2023 are as follows:

	2024	2023
Balances at beginning of year	₱8,266,671	₱7,614,418
Retirement benefit expense	1,908,656	1,854,092
Contributions paid	(1,832,100)	(1,998,654)
Remeasurement losses recognized in OCI	1,228,122	796,815
Balance at end of year	₱9,571,349	₱8,266,671



Changes in the present value of defined benefit obligation as follows:

	2024	2023
Balances at beginning of year	P27,190,494	P25,814,891
Benefits paid from plan assets	(6,614,694)	(2,293,349)
Interest cost	1,691,249	1,701,201
Current service cost	1,245,730	1,342,592
Net actuarial loss (gain) due to:		
Experience adjustments on plan liabilities	1,647,152	(51,565)
Changes in financial assumptions	(823,969)	595,399
Changes in demographic assumptions	(55,686)	81,325
Balances at end of year	P24,280,276	P27,190,494

Changes in the fair value of plan assets are as follows:

	2024	2023
Balances at beginning of year	P18,923,823	P18,200,473
Interest income on retirement plan assets	1,028,323	1,189,701
Actual contributions	1,832,100	1,998,654
Actual return excluding amount included in net interest cost	(460,625)	(171,656)
Benefits paid	(6,614,694)	(2,293,349)
Balances at end of year	P14,708,927	P18,923,823

Retirement obligation as reported in the statement of financial position:

	2024	2023
Present value of benefit obligation	P24,280,276	P27,190,494
Fair value of retirement plan assets at end of year	(14,708,927)	(18,923,823)
	P9,571,349	P8,266,671

The major categories of plan assets are as follows:

	2024	2023
Deposit in banks	P1,770,735	P3,130,259
Investment in government securities	5,776,253	7,156,135
Investment in shares of stock	2,947,009	3,404,754
Other securities and debt instruments	2,865,744	3,833,988
Unit investment in trust fund	1,247,742	1,231,224
Accrued interest receivable	140,996	158,245
Other receivables	-	73,717
Accrued trust fees and other payables	(39,552)	(64,499)
	P14,708,927	P18,923,823

Deposit in banks includes regular savings.

Investments in government securities consist of retail treasury bonds that bear interest ranging from 2.625% to 8.625% in 2024 and 2023 and will mature on various dates starting August 2023 to October 2037.



Investments in shares of stock consists of listed shares in the Philippines Stock Exchange carried at fair value.

Other securities and debt instruments pertain to 'due from Bangko Sentral ng Pilipinas' and 'time certificate of deposit'.

Other receivable pertains to 'dividends receivable' and 'due from brokers'.

The principal actuarial assumptions used in determining retirement benefit obligations for the Club's retirement plan are as follows:

	2024	2023
Discount rate	6.73%	6.22%
Future salary increases	4.00%	4.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at the end of the reporting period, assuming all other assumptions were held constant:

	Increase (decrease)	Effect on defined benefit obligation
2024		
Discount rates	+1%	(P1,492,303)
	-1%	1,659,614
Salary increase rate	+1%	P1,688,504
	-1%	(1,543,482)
2023		
Discount rates	+1%	(P1,555,769)
	-1%	1,737,482
Salary increase rate	+1%	P1,758,831
	-1%	(1,601,752)

Shown below is the maturity profile of the undiscounted benefit payments:

	2024	2023
Year 1	P1,908,520	P6,454,000
Year 2	3,441,705	1,767,768
Year 3	2,627,202	3,292,978
Year 4	3,033,479	2,495,440
Year 5	498,097	2,900,269
Year 6 - 10	22,915,107	15,818,211

The average duration of the defined benefit obligation is 6.5 years and 6.1 years as at June 30, 2024 and 2023, respectively.

The Club's latest actuarial valuation report was as of June 30, 2024.



26. Financial Instruments

Financial Risk Management Objectives and Policies

The Club's principal financial liabilities comprise of trade and other payables, members' deposit and others, and short-term borrowing. The main purpose of these financial liabilities is to raise finance for the Club's operations. The Club has various financial assets such as cash and cash equivalents and trade and other receivables and refundable deposit, which arise directly from its operations. The Club also has short-term investments, investments in financial assets at FVPL and trust fund.

The main risks arising from the Club's financial instruments are credit risk and liquidity risk. The BOD reviews and approves the policies for managing each of these risks and they are summarized below.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Club manages credit risk by establishing credit limits at the level of the individual borrower, corporate relationship and industry sector. Also, the Club transacts only with recognized third parties.

In addition, receivables balances are monitored on an ongoing basis with the result that the Club's exposure to bad debts is not significant. Provision for ECL/impairment losses on receivables will also be made if the situation so warrants subject to the BOD's review and approval.

The following table represents the Club's maximum exposure to credit risk:

	2024	2023
Cash in banks and cash equivalents	₱108,849,238	₱82,225,206
Short-term investments	21,529,278	–
Trade and other receivables	32,914,650	23,356,548
Financial assets at FVPL	–	10,387,218
Trust fund	5,186,530	4,984,096
Refundable deposit	749,297	1,425,516
	₱169,228,993	₱122,378,584

Impairment of financial assets

The Club's financial assets that are subject to the ECL model:

- cash and cash equivalents
- short-term investments
- trade and other receivables
- trust fund
- financial assets at FVPL
- refundable deposit

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of trade and other receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

While cash and cash equivalents, short-term investments, trust fund, financial assets at FVPL and refundable deposit are also subject to the impairment requirements of PFRS 9, the identified impairment loss were immaterial.



Trade and other receivables

Below is the information about the credit risk exposure on the Club's trade and other receivables using a provision matrix:

2024	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	0.0004%	0.0019%	0.0096%	0.0409%	0.0271%	100%	
Estimated total gross carrying amount at default	₱16,664,323	₱5,457,999	₱2,483,228	₱2,744,926	₱5,567,218	₱1,610,351	₱34,528,045
Expected credit loss	₱74	₱104	₱238	₱1,122	₱1,506	₱1,610,351	₱1,613,395

2023	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	1.2459%	2.8839%	3.0676%	4.4100%	4.8436%	100%	
Estimated total gross carrying amount at default	₱9,784,365	₱6,203,456	₱4,904,098	₱771,335	₱2,289,449	₱1,129,690	₱25,082,393
Expected credit loss	₱121,908	₱178,901	₱150,438	₱34,016	₱110,892	₱1,129,690	₱1,725,845

Liquidity risk

Liquidity risk is defined as the risk that the Club may not be able to settle or meet its obligations as they fall due. The Club monitors and maintains a level of cash deemed adequate by the management to finance the Club's operations and mitigate the effects of fluctuations in cash flows.

The table below summarizes the maturity profile of the Club's financial liabilities as at June 30, 2024 and 2023, based on contractual undiscounted cash flows. The table also analyses the maturity profile of the Club's financial assets in order to provide a complete view of the Club's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

	2024					Total
	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	
<i>Financial liabilities</i>						
Trade and other payables:						
Trade payables	₱18,721,365	₱-	₱290,011	₱35,694	₱5,241,638	₱24,288,708
Accrued expenses	-	764,828	177,390	232,482	3,118,871	4,293,571
Others*	37,402,318	-	-	-	-	37,402,318
Members deposits and others	23,637,412	-	-	-	-	23,637,412
Provisions for probable claims	-	-	-	-	5,668,575	5,668,575
Security deposits	-	-	-	-	1,390,000	1,390,000
	₱79,761,095	₱764,828	₱467,401	₱268,176	₱15,419,084	₱96,680,584
<i>Financial assets</i>						
Cash and cash equivalents	₱76,244,424	₱684,353	₱1,108,311	₱30,957,853	₱-	₱108,994,941
Short-term deposits	21,529,278	-	-	-	-	21,529,278
Trade and other receivables:						
Trade receivables	7,079,976	17,065,685	-	-	-	24,145,661
Others	3,712,530	5,056,459	-	-	-	8,768,989
Trust fund	-	-	-	-	5,186,530	5,186,530
Refundable deposits	-	-	-	-	749,297	749,297
	₱108,566,208	₱22,806,497	₱1,108,311	₱30,957,853	₱5,935,827	₱169,374,696

*Excludes statutory liabilities amounting to ₱6,155,007



	2023					Total
	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	
<i>Financial liabilities</i>						
Trade and other payables:						
Trade payables	₱4,029,118	₱10,094,259	₱-	₱-	₱-	₱14,123,377
Accrued expenses	-	5,666,906	2,787,885	1,183,007	14,202	9,652,000
Others*	22,983,485	-	-	-	-	22,983,485
Members deposits and others	19,477,090	-	-	-	-	19,477,090
Provisions for probable claims	-	1,600,000	-	-	5,668,575	7,268,575
Security deposits	-	-	-	-	890,000	890,000
	₱46,489,693	₱17,361,165	₱2,787,885	₱1,183,007	₱6,572,777	₱74,394,527
<i>Financial assets</i>						
Cash and cash equivalents	₱70,266,957	₱683,821	₱1,084,218	₱10,375,210	₱-	₱82,410,206
Trade and other receivables:						
Trade receivables	3,188,414	12,459,383	-	-	-	15,647,797
Others	4,481,122	3,227,629	-	-	-	7,708,751
FVPL	10,387,218	-	-	-	-	10,387,218
Trust fund	-	-	-	-	4,984,096	4,984,096
Refundable deposits	-	-	-	-	1,425,516	1,425,516
	₱88,323,711	₱16,370,833	₱1,084,218	₱10,375,210	₱6,409,612	₱122,563,584

*Excludes statutory liabilities amounting to ₱5,001,847

In November 2021, the Club entered into a one year Loan Agreement with Metrobank Trust Company with a principal amount of ₱694,400 for the acquisition of a transportation equipment for use as shuttle and emergence vehicle of the Club. The loan bears an interest of 7.27% per annum.

As at June 30, 2024 and 2023, the Club made payments on short term borrowing amounted to nil and ₱236,946, respectively. Interest expense from the Loan Agreement amounted to nil, ₱3,644, ₱23,911, in 2024, 2023 and 2022, respectively.

Fair Value Measurements

The following provides the fair value measurement hierarchy of the Club's assets and liabilities as at June 30, 2024 and 2023:

	Date of Valuation	Fair Value Measurement			
		Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets for which fair values are disclosed					
<i>Investment Properties</i>	2024	₱126,910,100	₱-	₱-	₱126,910,100
	2023	₱123,657,900	₱-	₱-	₱123,657,900
Assets measured at fair value					
<i>Financial assets at FVPL</i>	2024	₱-	₱-	₱-	₱-
	2023	₱10,387,218	₱10,387,218	₱-	₱-
<i>Trust Fund invested in UITF</i>	2024	₱-	₱-	₱-	₱-
	2023	₱4,984,096	₱4,984,096	₱-	₱-

Significant unobservable inputs for fair value measurement of the Club's investment properties include sales listing of currently executed transactions involving similar items within the immediate vicinity of the property. The fair value of the investment properties is adjusted considering the location, size and physical attributes of the property.



Description of significant unobservable inputs to valuation:

Assets	Valuation Technique	Significant Unobservable Input	Range of Input	Sensitivity of the Input to Fair Value
Investment properties	Market approach and cost approach	Price per area	Various	Increase (decrease) in price per area would increase (decrease) the fair value

There are no changes in the valuation techniques used for assets classified under Level 3 category. During the years ended June 30, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Cash and cash equivalents, short-term investments, trade and other receivables, trust fund invested in time deposits, refundable deposits, trade and other payables, security deposits and members' deposit and others

The carrying values of cash and cash equivalents, trade and other receivables, trade and other payables, and members' deposit and others, and short-term borrowing, approximate their fair values due to the relatively short-term maturity of these financial instruments.

Financial Assets at FVPL and Trust Fund invested in UITF

The carrying values of financial assets at FVPL and trust fund are measured at fair value and is computed based on net asset value per unit.

Capital Management

The primary objective of the Club's capital management policy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize members' value. The club manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Club is not subject to externally imposed capital requirements.

The Club considers total member's equity as capital.

	2024	2023
Capital stock	₱14,346,000	₱14,346,000
Contributions in excess of par value	201,627,772	201,627,772
Accumulated excess of revenues over costs and expenses	107,752,849	74,082,979
	₱323,726,621	₱290,056,751

No changes were made in the objectives, policies or processes for the years ended June 30, 2024 and 2023.

27. Supplementary Information under Revenue Regulations (RR) 34-2020 and 15-2010

RR 34-2020

The Club is not covered by the requirements and procedures for related party transactions provided by RR 34-2020 which prescribes the guidelines and procedures for the submission of BJR Form 1709 Related Party Transactions Form, transfer pricing documentation and other supporting documents.

RR 15-2010

On November 25, 2010, the BIR issued RR 15-2010 prescribing the manner of compliance in connection with the preparation and submission of financial statements accompanying the tax returns. It includes provisions for additional disclosure requirements in the notes to the financial statements,



particularly on taxes, duties and licenses paid or accrued during the year. The Club reported and/or paid the following types of taxes in 2023:

a. VAT

The NIRC of 1997 provides for the imposition of VAT on sales of goods and services. Accordingly, the Club's sales are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. Starting May 2024, the Club opted not to charge output VAT on the sales of concessionaires.

Details of the Club's net sales/receipts, output VAT and input VAT accounts are as follows:

i. Net Sales/Receipts and Output VAT declared in the Club's VAT returns

	Net Sales/ Receipts	Output VAT
Taxable sales:		
Sales of services	₱186,379,106	₱22,365,493
Exempt sales	20,883,564	-
	₱207,262,670	₱22,365,493

ii. Input VAT

Balance at July 1, 2023	₱-
Current year's domestic purchases/payments for:	
Domestic purchases of services	10,265,876
Goods other than for resale or manufacture	3,419,374
	13,685,250
Input vat allocable to exempt sales	(1,849,209)
<u>Applied against output tax</u>	(11,836,041)
Balance at June 30, 2024	₱-

b. Withholding Taxes

Expanded withholding taxes	₱3,187,399
Withholding taxes on compensation and benefits	767,166
	₱3,954,565

c. Other Taxes and Licenses

Real estate taxes	₱3,933,240
Business permits	2,229,744
Others	40,615
	₱6,203,599

d. Tax Assessments

On July 9, 2024, the Club received the Preliminary Assessment Notice for the deficiency of Income tax, VAT, Expanded withholding tax, and Documentary Stamp tax. On July 16, 2024, the Club submitted and presented the position paper on the justifications and arguments against the deficiency taxes. On August 14, 2024, the Club received the Final Assessment Notice (FAN) for the deficiency tax liabilities.



On May 7, 2024, the Club received a Notice of Discrepancy (NOD) from BIR in relation to the Letter of Authority dated December 1, 2021, covering income taxes and value-added taxes for the period July 1, 2019 to June 30, 2020. The Club submitted and presented the supporting documents and schedules in response to the discrepancies received from BIR.





Sycip Gorres Velayo & Co. Tel: (632) 8891 0307
6760 Ayala Avenue Fax: (632) 8819 0872
1226 Makati City sgv.ph
Philippines

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Members and the Board of Directors
Valley Golf & Country Club, Inc.
Don Celso S. Tuason Ave.
Antipolo City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Valley Golf & Country Club, Inc. (a nonprofit organization) (the Club) as at June 30, 2024 and 2023 and for each of the three years in the period ended June 30, 2024, and have issued our report thereon dated September 5, 2024. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Club's management. These schedules are presented for the purpose of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Peter John R. Ventura

Peter John R. Ventura
Partner

CPA Certificate No. 0113172

Tax Identification No. 301-106-741

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2021, November 10, 2021, valid until November 9, 2024

PTR No. 10082030, January 6, 2024, Makati City

September 5, 2024



VALLEY GOLF & COUNTRY CLUB, INC.

INDEX TO SUPPLEMENTARY SCHEDULES

UNDER REVISED SRC RULE 68

JUNE 30, 2024

Schedule	Title	Page
A	Financial Assets	S-1
B	Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)	Not Applicable
C	Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements	Not Applicable
D	Long Term Debt	Not Applicable
E	Indebtedness to Related Parties (Long-Term Loans from Related Companies)	Not Applicable
F	Guarantee Securities of Other Issuers	Not Applicable
G	Capital Stock	S-7

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule A. Financial Assets

Name of Issuing Entity and Association of Each Issue	Number of Share or Principal Amount of Bonds and Notes	Amount in the Statement of Financial Position	Income Received and Accrued
Loans and Receivables			
A. Cash in banks			
Metropolitan Bank & Trust Company (MBTC)	₱-	₱27,067,701	₱1,106
Rizal Commercial Banking Corporation		10,944,353	24,808
BDO Unibank Inc.	-	20,612,387	14,580
Security Bank & Trust Company (SBTC)	-	15,025,781	5,753
Bank of Philippine Islands (BPI)	-	2,448,499	927
B. Cash equivalents			
MBTC	684,353	684,353	12,898
SBTC	1,106,737	1,108,311	11,784
BPI	30,957,853	30,957,853	953,095
C. Short-term investments			
BDO	21,460,285	21,529,278	366,925
D. Trade and other receivables			
Receivables from members	-	24,145,662	-
Receivables from concessionaires	-	2,845,510	-
Others	-	5,923,478	-
E. Trust fund			
	-	5,186,530	-
F. Refundable deposits			
	-	749,297	-
	₱54,209,228	₱169,228,993	₱1,391,876

VALLEY GOLF & COUNTRY CLUB, INC.

SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J

PURSUANT TO REVISED SRC RULE 68

JUNE 30, 2024

Schedule B. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)

Name and designation of debtor	Beginning balance	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Ending balance
			- Not applicable -				

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements

<u>Name and designation of debtor</u>	<u>Beginning balances</u>	<u>Additions</u>	<u>Amounts collected</u>	<u>Amounts written off</u>	<u>Current</u>	<u>Noncurrent</u>	<u>Ending balances</u>
			- Not applicable -				

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule D. Long Term Debt

<u>Title of issue and type of obligation</u>	<u>Amount authorized by indenture</u>	<u>Amounts shown under caption 'Current portion' in related statements of financial position</u>	<u>Amount shown under caption 'Non-current portion' in related statements of financial position</u>
	- Not applicable -	.	.

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

<u>Name of related party</u>	<u>Balance at beginning of period</u>	<u>Balance at end of period</u>
	- Not applicable -	

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule F. Guarantees of Securities of Other Issuers

Name of issuing entity of securities guaranteed by the Group for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by a person for which statement is filed	Nature of guarantee
- Not applicable -				

VALLEY GOLF & COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
PURSUANT TO REVISED SRC RULE 68
JUNE 30, 2024

Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related statements of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	No. of shares held by		
				Related parties	Directors, Officers, and employees	Others
Common shares	1,800	1,594	–	–	11	1,583

Schedule A. Marketable Securities.(Current Marketable Equity Securities & Other Short-term Cash Investments)
 June 30, 2024

Name of Issuing entity and association of each issue (1)	Number of shares or principal amount of bonds and notes	Amount in the Statement of Financial Position (2)	Income received and accrued
A. Cash in Banks			
Metropolitan Bank & Trust Company		₱27,067,701.00	₱1,106.00
Rizal Commercial Banking Corporation		10,944,353.00	24,808.00
BDO Unibank Inc.		20,612,387.00	14,580.00
Security Bank & Trust Company		15,025,781.00	5,753.00
Bank of Philippine Islands		2,448,499.00	927.00
B. Cash Equivalents			
Metropolitan Bank & Trust Company	684,353.00	684,353.00	12,898.00
Security Bank & Trust Company	1,106,737	1,108,311.00	11,784.00
Bank of Philippine Islands	30,957,853	30,957,853.00	953,095.00
C. Short-term investments			
BDO Unibank Inc.	21,460,285	21,529,278	366,925
D. Trade and Other Receivables			
Receivables from Members - net		24,145,662.00	
Receivables from Concessionaires		2,845,510.00	
Others - net		5,923,478.00	
E. Trust Fund			
		5,186,530.00	
F. Refundable Deposits			
		749,297.00	
TOTAL		54,209,228.00	1,391,876.00

Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements
 June 30, 2024

Name and designation of debtor	Beginning Balances	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Ending Balances
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Schedule D. Long Term Debt
June 30, 2024

Title of issue and type of obligation (1)	Amount authorized by indeture	Amount shown under caption "Current portion of long-term debt" in related balance sheet (2)	Amount shown under caption "Long term debt in related balance sheet (3)
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N.A.

N.A.

N.A.

N.A.

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
 June 30, 2024

Name of Related Party (1)	Balance at beginning of period	Balance at end of period (2)
N.A.	N.A	N.A

Schedule F. Guarantees of Securities of Other issuers (1)
 June 30, 2024

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding (2)	Amount owned by person for which statement is filed	Nature of guarantee (3)
N.A	N.A.	N.A.	N.A.	N.A.

Schedule G. Capital Stock (1)
 June 30, 2024

Title of issue (2)	Number of Shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Related Parties	Directors, officers and employees	Others
Common share	1,800	1,594	0	0	11	1,583

(B) INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

1. External Audit Fees and Services

a. Audit and Audit-Related Fees

1. The audit of Valley Golf's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years.

Fiscal Year 2024 – Sycip Gorres Velayo & Co.

Fiscal Year 2023 - Sycip Gorres Velayo & Co.

2. Other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the registrant's financial statements. Valley Golf hereby describes the nature of the services comprising the fees disclosed under this category:

FY 2024-Sycip Gorres Velayo & Co.

Professional Fees-

Regular Audit P530,000.00

Out of Pocket Expenses 79,500.00

Vat 73,140.00

Total P682,640.00

FY 2023-Sycip Gorres Velayo & Co.

Professional Fees-

Regular Audit P484,000.00

Out of Pocket Expenses 45,715.00

Vat 57,085.80

Total P532,500.80

Nature of services:

1. Conducted audit of the financial statements of the Company in accordance with Philippines Standards on Auditing and to express an opinion whether the financial statements present fairly, in all material aspects, the financial position, financial performance and cash flows of the Company in accordance with PFRSs.
 2. Reviewed the processes and procedures, the internal control over financial reporting.
 3. Evaluated the overall presentation, structure and content of the financial statements, including disclosures.
- b. Under the caption "Tax Fees", the aggregate fees billed in each of the last two (2) fiscal years for professional services rendered by the external auditor for tax accounting, compliance, advice, planning and any other form of services. Valley Golf hereby describes the nature of the services comprising the fees disclosed under this category.

Income Tax Preparation Fiscal Year 2024 - Sycip Gorres Velayo & Co.	
Professional Fees- Special Audit	P120,000.00
Out of Pocket Expenses	18,000.00
Vat	<u>16,560.00</u>
Total	P154,560.00

Income Tax Preparation Fiscal Year 2023 - Sycip Gorres Velayo & Co.	
Professional Fees- Special Audit	P115,000.00
Out of Pocket Expenses	17,250.00
Vat	<u>15,870.00</u>
Total	P148,120.00

Nature of services:

1. Computation of Income Tax Due and other supporting computations
2. Preparation of Annual Income Tax Return
3. Give advice on specific taxes, which may indicate areas of risk and possible exposure and the means by which such risk may be mitigated.

There are no other services provided by the external auditor other than the services mentioned under items (a) & (b) above.

- c. The Audit Committee's approval policies and procedures for the above services.

Selection of external auditor shall comprise of the following procedure:

1. Advertisement or invitation will be sent to the public.
2. A letter of intent shall be submitted to Internal Auditor by all the prospective external audit firms
3. The Internal Auditor will determine the eligibility of the prospective external audit firms thru their company background, familiarity of operations, and prestige.
4. The audit committee will hold an interview with the prospective audit firms.
5. Sealed audit fee proposals will be submitted to Internal Auditor on such date, time, and place specified in the invitation. Proposals received after the deadline will be invalid.
6. The Audit Committee will publicly open all the proposals at the same time, date, and place as specified in the invitation.
7. A review on all proposals and result of the interview shall be evaluated by the Audit Committee. The recommendation shall have a majority vote of the Audit Committee.

8. The Board of Directors may approve or reject the recommendation of the Audit Committee. Once approved by the BOD, it will then be included in the annual stockholders meeting for final approval.
9. This process will be repeated every 5 years or as need arises.
 - A meeting is held with the Audit and Finance Committees to discuss, evaluate and review the work, observations and recommendations of the External Auditors.
 - If necessary, revision and/or creation of internal control policies and procedures including the target timeline of implementation are then made and submitted to the Board of Directors for its approval.

ITEM 8. CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Since June 30, 2013 up to FY ending 2024, the financial statements of Valley Golf & Country Club, Inc. were audited by Sycip Gorres Velayo & Co. The handling partner for the Fiscal Year ending June 30, 2024 is Mr. Peter John R. Ventura

The regular changes of external auditor as well as the handling partners is in compliance with Revised Securities Regulation Code Rule 68, No. 3, B, (ix), (2019) on Rotation of external Auditors and partners at least every five (5) years, and has been reflected in a current report submitted to the SEC

There are no disagreements with Sycip Gorres Velayo & Co on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

PART III - CONTROL AND COMPENSATION INFORMATION

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

Incumbent Board of Directors, Executive Officers and Significant Employees of Valley Golf & Country Club, Inc.

Name	Age	Citizenship	Position	Term of Office as Director/ Period Served
Jose G. Razon	68	Filipino	President	2023 - Present
Jose Ferdinand R. Guiang	59	Filipino	Vice-President	2023 - Present
Eric R. Illescas	67	Filipino	Treasurer	2023 - Present
Luis G. Quiogue	69	Filipino	Asst. Treasurer	2023 - Present
Michael Echavez*	59	Filipino	Director	2023 - Present
Constantine L. Kohchet-Chua	57	Filipino	Director	2023 - Present
Ricky Libago*	59	Filipino	Director	2023 - Present
Rafael S. Raymundo	59	Filipino	Director	2023 - Present
Rio Sesanando E. Venturanza	64	Filipino	Director	2023 - Present
Pedro H. Maniego Jr.	74	Filipino	Corporate Secretary	2023 - Present
Ricardo Fernandez	72	Filipino	Compliance Officer	2023 - Present

Jose Vilchez Jr.	72	Filipino	General Manager	N.A.
Randell P. Mancol	41	Filipino	Division Manager	N.A.
* Independent Director				

President Jose G. Razon is a graduate of Bachelor of Science in Mining Engineering from the University of the Philippines. Pres. Razon is currently the Executive Vice President /Corporate Secretary of Razons Food Corporation. Pres. Jose G. Razon has been a member of the Club since January 2006 as Playing Guest Member and Proprietary Member since April 2013.

Vice President Jose Ferdinand R. Guiang is a graduate of AB Economics from the Far Eastern University. Mr. Guiang is currently the President of JFG Construction and Trading Corp., President of Pharmazel, Inc., President of Genesis Homes Realty, Inc. and former Independent Director of Sta. Lucia Land. Mr. Jose Ferdinand Guiang has been a member of the Club since May 2008.

Treasurer Eric R. Illescas graduated with a degree in Bachelor of Science in Mining Engineering and Civil Engineering at the Mapua Institute of Technology. Dir. Illescas is currently the CEO and President of ASPEN Construction & Development Corp., President and CEO of Illescas Realty and Dev Corp., President and CEO of Asdod Inc., and Chairman of Moriah Restaurants Corporation. Dir. Illescas has been a club member since April 2008.

Asst. Treasurer Luis G. Quiogue is a graduate of AB Economics from the Ateneo de Manila University. Dir. Quiogue is currently the Vice President of Ramcar Group of Companies. Asst. Treasurer Luis Quiogue has been a member of the Club since March 2002 as Playing Guest Member and Proprietary Member since March 2014

Dir. Michael Echavez is a graduate of BS Mechanical Engineering from De La Salle University Manila. Dir. Echavez is currently the Managing Partner of AmaziGrace Global Manpower, Inc. Dir. Michael Echavez has been a member of the Club since January 2002 as Playing Guest Member and Proprietary Member since April 2008.

Dir. Constantine L. Kohchet-Chua is a graduate of Bachelor of Science in Business Administration and Accountancy from the University of the Philippines, and he is a CPA. Dir. Kohchet-Chua is currently the General Manager of K.C. Bros. Industrial Corp. Dir. Constantine L. Kohchet-Chua has been a member of the Club since Jan. 8, 2011, and is currently the Chairman of the House and Engineering Committees. Dir. Kohchet-Chua has been a member of the Club since January 2011.

Dir. Ricky Libago graduated with a degree in BS Sanitary Engineering from National University and BS. Civil Engineering from Xavier University Ateneo de Cagayan. Dir. Libago is currently the President of The Architectural Centre Club, Inc. Dir. Libago has been a club member since October 2019.

Dir. Rafael S. Raymundo is a graduate of Bachelor of Science in Management from San Beda University. Dir. Raymundo is currently the President of Service One Corporation. Dir. Rafael S. Raymundo has been a member of the Club since September 2004 as Playing Guest Member and Proprietary Member since May 2009.

Dir. Rio Sesinando E. Venturanza graduated with a degree in Bachelor of Laws and Bachelor of Arts in Economics from the University of the Philippines. Atty. Venturanza is currently a Partner of Tan Venturanza Valdez Law Offices, Director of

Palm Concepcion Power Corporation, Maugat Holdings Inc, Blue Panel Equities & Dev. Inc., T&V Realty Corporation and U.P. Law Class 82 Foundation Inc. He is also the Corporate Secretary of Sta Clara International Corporation, Meridian Securities Inc., Professional Parking & Management Corp. and ParkSecure Management Corp. Atty. Rio Sasinando E. Venturanza has been a member of the Club since July 2000 as Corporate Representative and Proprietary Member since February 2011.

Atty. Pedro H. Maniego Jr. is the Corporate Secretary of Valley Golf & Country Club. He was born on August 16, 1949 in Baliwag, Bulacan. He is now 74 years old. Atty. Maniego is currently the Chairman of the Institute of Corporate Directors (Philippines), Of- Counsel at Dime and Eviota Law Firm, an independent director of Armscor Global Defense Inc., and Senior Policy Advisor of the Institute for Climate and Sustainable Cities. He serves as Trustee of the Justice Reform Initiative, Adviser of the UP Engineering Research and Development Foundation and Chairman Emeritus of the Energy Lawyers Association of the Philippines. He is a graduate of Bachelor of Science in Industrial Engineering and Juris Doctor in 2004 at the University of the Philippines. Atty. Maniego has been a Proprietary member of Valley Golf since 2013.

Atty. Ricardo Fernandez is the Compliance Officer of Valley Golf & Country club. He was born on July 13, 1952, in Manila. He is now 72 years old. He is a former Managing Partner at Fernandez & Kasilag, Villanueva Law Officers. He was appointed by the Board of Directors as Compliance Officer on October 21, 2023.

The directors are independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors. There are no other directors other than the above mentioned names.

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers or persons nominated or chosen by the registrant to become directors or executive officers.

During the past five (5) years there was no bankruptcy petition filed by or against any business of which the directors, any nominee for election as director and executive officers is a general partner or executive officer either at the time of bankruptcy or within two years prior to that time.

There is no conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses against the directors, any nominee for election as director and executive officers.

None of the directors, any nominee for election as director and executive officers is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities.

None of the directors, any nominee for election as director and executive officers was found by a domestic or foreign court of competent jurisdiction, the Commission of comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a

securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

SIGNIFICANT EMPLOYEES

Mr. Jose R. Vilchez, Jr. serves as the General Manager of Valley Golf. He holds a Bachelor of Science degree in Commerce, majoring in Management from San Sebastian College. Initially engaged as a consultant for the DCT Tournament and Golf Operations at Valley Golf in February 2024, Mr. Vilchez was later appointed as the Officer-in-Charge for Club Operations in May 2024. During the Special Board Meeting held in Valley Golf on August 13, 2024, he was appointed as the General Manager effective August 5, 2024. With a rich background in golf management, Mr. Vilchez has previously held positions as a Golf Consultant for Subic International Golf Club-SBMA, General Manager at Camp John Hay in Baguio City, and as Club Manager and Golf Director at Valley Golf. In 1999, he also took on the role of President at Valley Golf.

Ms. Rosanna Arguelles was the Head of the Controllershship Division until her retirement on October 9, 2023. After retirement, she continued working as a consultant for Valley Golf while transferring the process to the new Controller until June 2024.

Mr. Randell P. Mancol was hired in January 2024 as the new Head of the Controllershship Division of Valley Golf. He was born on October 9, 1982. He is a graduate of Bachelor of Science in Accountancy in Philippine School of Business Administration. He passed the CPA licensure exam in 2005. He is currently taking up Juris Doctor at the MLQU School of Law. He previously worked as Finance Manager in the League of Cities of the Philippines.

Ms. Rachel Ann M. Cajalne was born in Baliuag, Bulacan on June 11, 1994. She is a graduate of Bachelor of Science in Accountancy at the Institute of Creative Computer Technology in 2015 . She started working as an Internal Audit Assistant for Valley Golf and Country Club, Inc. in 2018. She was promoted to the Finance & Accounting Manager position of Valley Golf in October 2023.

These are the General Manager, Division Manager Controller, and Finance and Accounting Manager. and are considered the key personnel of the Club. The division and department managers as well as supervisors were previously given a yearly increase in salaries at a maximum of 7.5%. But in 2010, instead of giving annual increases, managers and supervisors were given performance bonuses - percentage from the audited net income. They also receive Christmas bonuses. All duties and responsibilities are ensured to be rotated to other supervisors within the department so there will be no monopoly of knowledge. The friendly atmosphere between management and supervisors and the benefits that the employees receive are factors that contribute to the sense of loyalty of the employees.

ITEM 10. EXECUTIVE COMPENSATION

Executive Compensation General

The President, Vice-President, Treasurer, Asst. Treasurer and all members of the Board are not paid any compensation of whatever kind since election to the Board up to the present.

As Corporate Secretary, Atty. Pedro H. Maniego Jr. receives Twenty-Five Thousand Pesos (Php 25,000.00) per month plus two (2) green fee coupons per onsite appearance and one (1) green fee coupon per online appearance as compensation for performing his duties as such during the Special Board Meetings and for serving as an adviser to several Committees during Committee meetings.

SUMMARY COMPENSATION TABLE

Name	Position	Fiscal Year	Salary/month	13 th month	Bonus
Jose Vilchez Jr.	General Manager*	2024	184,210.53*	76,754.38	76,754.38
Randell P. Mancol	Division Manager Controller	2024	95,000.00	89,534.24	27,755.61
Rachel Anne Cajalne	F & A Manager	2023 2024	35,400.00 38,170.00	35,400.00 38,170.00	10,974.00 11,832.27

*Mr. Jose Vilchez Jr. was earning P120,000 per month when he was the OIC for Club Operations from May 2024 until August 4, 2024. He was appointed as General Manager effective August 5, 2024.

Compensation of Directors

Valley Golf & Country Club's directors have not been and still are not compensated, directly or indirectly for any services provided as such pursuant to Article IV, Section 2 of the By-laws.

Employment contracts and termination of employment and change-in-control arrangements

The Board of Directors is composed of nine (9) members. Every year at the annual stockholders' meeting, nine (9) directors (seven [7] regular and two [2] independent) are elected for a term of one (1) year. No director can serve consecutively for more than five (5) years.

The Club has no compensatory plan or arrangement with its directors and General Manager resulting from resignation, retirement or any other termination of their relationship with the company, or from a change in control of the company or a change of responsibilities following a change in control.

Warrants and Options Outstanding: Repricing

There are no warrants or options held by the company's CEO, the executive officers, and all officers and directors as a group.

Family Relationships

As of the filing of this report, management is not aware of any relationship (up to the fourth civil degree), either by consanguinity or affinity among the directors, executive officers or members nominated to be directors.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

1. There is no person or any group of persons who is the owner on record or the beneficial owner, directly or indirectly of more than five percent (5%) of the Club's voting securities.
2. All members of the Board are the owners on record of one share each which qualifies them for directorship. There is no director who is the beneficial owner of other shares of stocks.

3.

Title of Class	Name of Beneficial Owner	Amount/Nature of Beneficial Ownership	Citizenship	Percent of Class
Ordinary	Jose G. Razon	1 share	Filipino	Negligible
Ordinary	Jose Ferdinand R. Guiang	1 share	Filipino	Negligible
Ordinary	Eric R. Illescas	1 share	Filipino	Negligible
Ordinary	Luis G. Quiogue	1 share	Filipino	Negligible
Ordinary	Michael Echavez*	1 share	Filipino	Negligible
Ordinary	Constantine L. Kohchet-Chua	1 share	Filipino	Negligible
Ordinary	Ricky Libago*	1 share	Filipino	Negligible
Ordinary	Rafael S. Raymundo	1 share	Filipino	Negligible
Ordinary	Rio Sesinando E. Venturanza	1 share	Filipino	Negligible
Ordinary	Pedro H. Maniego Jr.	1 share	Filipino	Negligible
	*Independent Directors			

4. The Club is not aware of the existence of any voting trust holders of any proportion of the existing authorized capital stock.
5. There is no arrangement, which may result in a change in management control of registrant since the beginning of the last fiscal year.

ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In line with the policy of Valley Golf of transparency and avoidance of conflict-of-interest situations by its directors/officers as provided in the By-Laws it is hereby disclosed that the contract for the construction of the 2-storey Golf Cart Garage of Valley Golf was awarded to Sagada Construction Development Corp. last Dec. 21, 2021. The President of Sagada Construction Development Corp. is Mr. Vergilio Bucat a member of the Grounds Committee. The total cost of the contract is P21,832,000. The project was bid out and all procedures of the

procurement policy was followed by the Bids and Awards Committee. Sagada Construction Development Corp. submitted the lowest bid and complied with the requirements of the BAC.

Other than the disclosure stated above, Valley Golf does not have any transactions with or involving a company or any of its subsidiaries in which a director, executive officer, or stockholder owns ten percent (10%) or more of the total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

Valley Golf did not have transactions with promoters.

Valley Golf does not have a parent company or a subsidiary company.

PART IV – CORPORATE GOVERNANCE

ITEM 13 – CORPORATE GOVERNANCE

(a.) The evaluation system established by the company to measure or determine the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance.

1. Initially, the Club adopted the Corporate Governance Self-Rating System Form.
2. In compliance with SEC Memorandum Circular No. 12 Series of 2021, the Club submitted last June 27, 2024 the Annual Corporate Governance Report for the period Jan. – Dec. 2023.
3. The members of the Board of Directors prepare monthly reports to the Board for discussion and evaluation in the monthly Board Meetings. The members of the Board have a Self-Assessment Form.
4. Valley Golf has a Business Plan and Annual Budget. Management conducts a monthly review of compliance with the action plan. Every month a Management Report is submitted during the Board Meeting which contains the status report of the business plan and the comparative financial statement against the budget to reflect the variances. Included also is a monthly highlight of the financial report with detailed explanations on the variances of the actual figures as compared to the budget.

(b.) Measures being undertaken by the company to fully comply with the adopted leading practices on good corporate governance.

1. The Audit Committee and the Finance Committee meet with the External Auditors regarding the annual examination of the financial statements of the Club and the operations of the Club.
2. The Club has a Membership Handbook and a Personnel Manual that contain policies, procedures and implementing guidelines on dealing with members and employees.
3. The President submits a monthly Management Report to the Board of Directors.
4. The Board of Directors had appointed the members of the Nomination Committee, Compensation and Remuneration Committee, Ethics Committee, Corporate Governance Committee

and Audit Committee to comply with their respective duties and responsibilities as provided for in the Manual of Good Corporate Governance.

5. The Board of Directors had appointed an External Auditor and hired Internal Auditors in compliance with the Manual of Good Corporate Governance.
6. The Club's annual report is disseminated to all members to inform them of the results of the operations of the Club and the activities of the Board for the fiscal year.
7. The Board of Directors has created several committees to ensure compliance with the Club's Code of Corporate Governance. Among the committees created are the Management Committee, House Committee, Membership Committee, Finance Committee, Sports and Games Committee, Nomination Committee, Grounds & Engineering Committee, Administration Committee, Legal Committee, Real Estate Committee, Security Committee and Election Committee.
8. During the Fiscal year 2024, the following Members of the Board of Directors and Compliance Officer attended the Seminar on Corporate Governance:

The following are the trainings attended by the Directors:

The following Members of the Board of Directors attended the Webinar on Corporate Governance Orientation Program held on February 23 – 24, 2022 via Zoom conducted by the Institute of Corporate Directors:

1. Dir. Constantine L. Kohchet-Chua
2. Dir. Rafael S. Raymundo
3. Dir. Jose G. Razon

Dir. Eric Illescas attended the Basics of Corporate Governance Seminar conducted by the Ateneo de Manila Graduate School of Business Center for Continuing Education held on October 13, 2024.

Dir. Ricky Libago attended the 2022 Annual Corporate Governance: Fostering Good Corporate Governance in the New Normal Seminar conducted by Center for Training and Development Inc. held on December 6, 2022, via Zoom online.

Atty. Rio Seginando E. Venturanza attended the Webinar on the New Code of Corporate Governance for Public Companies and Registered Issuers on January 12, 2021 via Zoom at the Center for Global Best Practices Foundation.

Dir. Jose Ferdinand F. Guiang attended the Seminar on Corporate Governance held on December 5, 2019 conducted by SGV at the Makati Shangri-La, Ayala Center, Makati City.

Dir. Michael T. Echavez attended the seminar on Code of Ethics & Good Governance on October 9, 2013 at the Philippine Institute of Certified Public Accountants, Training Room, PICPA Bldg. 700 Shaw Blvd. Mandaluyong City, Philippines. The seminar was conducted by

Mr. Giovanni Antonio C. Alingog, President of PICPA Western Metro Manila Chapter.

Dir. Luis G. Quiogue and Atty. Ricardo Fernandez attended the Seminar on the Corporate Governance Orientation Program on July 17, 2024 via Zoom conducted by the Ateneo de Manila Graduate School of Business.

Atty. Pedro H. Maniego Jr. conducts Corporate Governance Orientation Programs. He attended Seminar on the Corporate Governance in Navigating ESG and Cyber as Exposure to Corporate Directors held on April 17, 2024 conducted by the Institute of Corporate Directors

(c.) Any deviation from the company's Manual of Corporate Governance. It shall include a disclosure of the name and position of the person/s involved, and the sanction/s imposed on said individual

There is no deviation from the Manual of Corporate Governance of Valley Golf & Country Club, Inc.

(d) Any plan to improve corporate governance of the company

In compliance with SEC Memorandum Circular No. 24 Series of 2019, requiring the submission of the Revised Manual on Corporate Governance, the Board of Directors approved on July 22, 2020, the new Manual of Corporate Governance of Valley Golf and was submitted electronically on July 25, 2020.

In compliance with SEC Memorandum Circular No. 19 Series of 2020, the Amended Manual of Corporate Governance signed by the Chairman of the Board and Compliance Officer was submitted electronically on September 25, 2020.

PART V - EXHIBITS AND SCHEDULES

ITEM 14. EXHIBITS AND REPORTS ON SEC FORM 17-C

1. Exhibits

- A. Amended Articles of Incorporation – 15 pages
- B. Amended By-Laws – 15 pages
- C. Annual Report to Security Holders – 77 pages
- D. Minutes of the September 24, 2023 Stockholders' Meeting
- E. Details of the Legal Proceedings

Valley Golf does not have Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession, Instruments defining rights

of security holders, voting trust agreement, subsidiaries, power of attorney or other reports mentioned.

2. Reports on SEC Form 17 – C and Form 17 - Q

- a. On September 27, 2023, Valley Golf submitted the Current Report 17-C on the election of the Board of Directors, Board Members who ceased to hold their positions, and appointment of the Vice-President and Treasurer by the Board of Directors in the organizational meeting on September 24, 2023.
- b. On September 27, 2023, Valley Golf submitted the Current Report 17-C on the appointment of Sycip Gorres Velayo & Co. as Valley Golf's External Auditors or Independent Accountants during the September 24, 2023 Stockholders' meeting.
- c. On September 27, 2023, Valley Golf submitted the Current Report 17-C on the proposed amendments of the Articles of Incorporation and By-laws presented during the September 24, 2023 Stockholders' meeting.
- d. On October 4, 2023, Valley Golf submitted the Current Report 17-C on the resignation of the Corporate Secretary effective September 30, 2023 and the election of the new President during the BOD organizational meeting held on September 30, 2023.
- e. On October 14, 2023, Valley Golf submitted the Current Report 17-C on the election of the new Assistant Treasurer and Corporate Secretary during the BOD special meeting held on October 12, 2023.
- f. On October 17, 2023 Valley Golf submitted the Current Report 17-C on the termination of the Internal Audit Head effective October 12, 2024.
- g. On October 26, 2024, Valley Golf submitted the Current Report 17-C on the appointment of the new Compliance Officer by the BOD during its regular meeting held on October 21, 2023.
- h. On November 13, 2023, Valley Golf submitted 17-Q for the quarterly report for the first quarter.
- i. On January 9, 2024, Valley Golf submitted the Current Report 17-C on the members of the Audit, Compensation, and Corporate Governance Committees.
- j. On January 24, 2024, Valley Golf submitted the Current Report 17-C on the resignation of the Internal Audit Assistant.
- k. On January 24, 2024, Valley Golf submitted the Current Report 17-C on the resignation of the Internal Audit Assistant.
- l. On February 13, 2024, Valley Golf submitted 17-Q for the quarterly report for the second quarter.
- m. On February 24, 2024, Valley Golf submitted the Current Report 17-C on the resignation of the General Manager effective February 24, 2024.
- n. On May 15, 2024, Valley Golf submitted 17-Q for the quarterly report for the third quarter.
- o. On May 29, 2024, Valley Golf submitted the Current Report 17-C on the engagement of AMG Risk Management and Consultancy as Internal Auditor effective June 1, 2024.
- p. On July 3, 2024, Valley Golf submitted the Current Report 17-C on the appointment of Atty. Joseph Joel R. Castillo, Atty. Wendell V. Dimaculangan, and Atty. Rodegelio Panaguicon as members of

the Committee on Elections for the Sep. 22, 2024 Stockholders Meeting and Election of the Board of Directors.

- q. On July 3, 2024, Valley Golf submitted the Current Report 17-C on the members of the Nomination Committee.
- r. On July 24, 2024, Valley Golf submitted the Current Report 17-C on the Mr. Jose Basilio Leonardo serving as member of the Audit Committee until July 20, 2024.
- s. On July 24, 2024, Valley Golf submitted the Current Report 17-C on the resignation of Atty. Marcus Antonius T. Andaya as member of the Nomination Committee and the appointment of Atty. Francis Aguilar as new member.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Antipolo on _____

VALLEY GOLF & COUNTRY CLUB, INC.

By:



JOSE G. RAZON
Principal Executive Officer/
President



ERIC R. ILLESCAS
Principal Financial Officer/
Treasurer



ATTY. PEDRO H. MANIEGO JR
Corporate Secretary



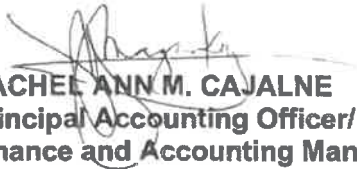
JOSE R. VILCHEZ JR.
General Manager



ATTY. JOSEPH JOEL R. CASTILLO
Compliance Officer



RANDELL P. MANCOL
Comptroller/Head Controller's
Division



RACHEL ANN M. CAJALNE
Principal Accounting Officer/
Finance and Accounting Manager

OCT 08 2024

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2024 affiants exhibiting to me their valid ID's, as follows:

Name

Jose G. Razon	TIN. 176-265-115
Eric R. Illescas	TIN. 104-016-565
Pedro H. Maniego Jr.	TIN. 130-488-850
Joseph Joel R. Castillo	TIN. 204-792-064
Jose R. Vilchez Jr.	TIN. 108-166-778
Randell P. Mancol	PRC ID No. 115859
Rachel Ann M. Cajalne	UMID CRN 0111-5613531-0

Doc. No. 175 ;
 Page No. 34 ;
 Book No. 7 ;
 Series of 2024

Alf
ATTY. ALBINO E. PARANADA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
IBP NO. 324941/12-09-2023
ROLL NO. 53950
MCLE NO. VII-0015985/4-14-23
PTR NO. 9127927/1-2-24, ANTIPOL



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 13951

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

VALLEY GOLF & COUNTRY CLUB, INC.
[Amending Article IV by extending the term of its existence thereof.]

copy annexed, adopted on July 29, 2006 by a majority vote of the Board of Directors and on November 18, 2007 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 29th day of April, Two Thousand Eight.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department



COVER SHEET

1 3 9 5 1

S.E.C. Registration Number

V A L L E Y G O L F & C O U N T R Y
C L U B I N C

(Company's Full Name)

D O N C E L S O S T U A S O N A V E N U E
V I C T O R I A V A L L E Y A N T I P O L O C I T Y

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

TESS GAN

Contact Person

634-5692/93

Company Telephone Number

0 6

Month

3 0

Day

Fiscal Year

Amended Articles of
Incorporation

FORM TYPE

0 9

Month

4th Sun.

Day

Annual Meeting

Second License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

4-17-08

STAMPS

Remarks = pls. use black ink for scanning purposes

AMENDED
ARTICLES OF INCORPORATION
OF
**VALLEY GOLF & COUNTRY CLUB,
INC.**
(Amended as of September 10, 1989)
(Formerly Valley Golf Club, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. That the name of said corporation shall be “**VALLEY GOLF & COUNTRY CLUB, INC.**” (As amended on September 10, 1989).

SECOND. That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To foster and promote the game of golf and operate and maintain a golf course and country club.

SECONDARY PURPOSE

To buy, lease or otherwise acquire, own, hold and dispose of, such real and personal property as may be necessary, advantageous or convenient in the conduct of its business; to develop, improve, and subdivide any properties owned by the corporation; and, generally, to do and perform all such acts and things, and to

exercise such powers as are ordinarily done, performed and exercised by social and athletic clubs and associations.

THIRD. That the place where the principal office of the corporation is to be established or located is Antipolo, Rizal, Philippines.

FOURTH. That the term for which said corporation is to exist for another **FIFTY (50) YEARS** from May 15, 2008. (as amended on November 18, 2007).

FIFTH. That the names, residence and nationality of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Celso Tuason	Filipino	Wilson St., San Juan, Rizal
Aurelio Montinola, Sr.	Filipino	Mahogany Rd., Forbes Park Makati, Rizal
Ernest Kahn	Filipino	Russell Ave., Pasay City
Henry Belden	American	13 th St., New Manila, Q. C.
J. Antonio Araneta	Filipino	Mckinley Rd., Forbes Park Makati, Rizal

SIXTH. That the number of Directors of said corporation shall be nine (9) and the names and residences of the Directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Celso Tuason	Filipino	Wilson St., San Juan, Rizal
Aurelio Montinola, Sr.	Filipino	Mahogany Rd. Forbes Park, Makati, Rizal
Ernest Kahn	Filipino	Russell Ave., Pasay City
Henry Belden	American	13 th St., New Manila, Q. C.

J. Antonio Araneta	Filipino	Mckinley Rd., Forbes Park, Makati, Rizal
Francisco Ortigas, Jr.	Filipino	R. Alunan St., Manila
Jaime Velasquez	Filipino	Easy St., San Juan, Rizal

SEVENTH. That the capital stock of said corporation is Sixteen Million Two Hundred Thousand Pesos (PhP16,200,000.00) divided into One Thousand Eight Hundred (1,800) shares of the par value of Nine Thousand Pesos (PhP9,000) each. (as amended on September 13, 1981).

Said shares of stock shall be owned by and the interest thereof accrue only to the registered owner thereof, who, aside from his rights as shareholder, may in addition, and subject to such rules and regulations as may be promulgated by, and to screening and approval of the Board of Directors, be issued a regular membership card that would entitle him to all the rights and privileges that are extended to all holders of regular membership cards for the use and enjoyment of the facilities and premises of the Club.

Any person who owns or buys a share in the company must apply for membership within thirty (30) days from date of registration of sale. This condition shall appear in the stock certificates.

EIGHTH. That the amount of said capital stock which has been actually subscribed is ONE MILLION PESOS (PhP1,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names.

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Aguinaldo, Francisco R.	Quezon City	1	P10,000.00
Aguirre, Tomas B.	Pasay City	1	10,000.00
Alafris, Arturo A.	Pasay City	1	10,000.00
Araneta, J. Antonio	Makati, Rizal	1	10,000.00
Araneta, Luis M.	Manila	1	10,000.00
Babat, Chester	Quezon City	1	10,000.00
Balcoff, Charles I.	Manila	1	10,000.00
Barredo, Manuel	Manila	1	10,000.00
Bautista, Constantino	Quezon City	1	10,000.00
Belden, Henry	Quezon City	1	10,000.00
Bennett, Henry E.	San Juan, Rizal	1	10,000.00
Brias, Enrique	Makati, Rizal	1	10,000.00
Brias, Jaime	Manila	1	10,000.00
Cacho, Francisco	Mandaluyong, Rizal	1	10,000.00
Cacho, Jose A.	Manila	1	10,000.00
Chua, Antonio Roxas	Manila	1	10,000.00
Cojuangco, Pedro	Manila	1	10,000.00
Consunji, Ricardo	Mandaluyong, Rizal	1	10,000.00
Cortes, Jose Ma.	Quezon City	1	10,000.00
Cortes, Felix	Quezon City	1	10,000.00
Cruz, Bienvenido	Pasay City	1	10,000.00
Cu Unjieng, Benito	Manila	1	10,000.00
Damperre, Alfonso R. de	Manila	1	10,000.00
Diaz, Pompeyo	Manila	1	10,000.00
Feria, Jose	Manila	1	10,000.00
Fernandez, Jose	Manila	1	10,000.00
Frieder, Robert	Quezon City	1	10,000.00
Gabaldon, Isauro	Manila	1	10,000.00
Gamboa, Regino D.	Manila	1	10,000.00
Gonzales, Antonio	Quezon City	1	10,000.00
Gonzales, Rafael	Quezon City	1	10,000.00
Guerrero, Oscar E.	S. Juan, Rizal	1	10,000.00
Halling, F. R.	Makati, Rizal	1	10,000.00
Huang, Frank	S. Juan, Rizal	1	10,000.00
Jalbuena, L. P.	Pasay City	1	10,000.00
Kahn, Ernest	Pasay City	1	10,000.00
Klar, Jose	Quezon City	1	10,000.00
Liboro, Andres	Quezon City	1	10,000.00
Licaros, Gregorio, Sr.	Manila	1	10,000.00
Licaros, Gregorio, B. Jr.	Manila	1	10,000.00
Lim, P. L.	S. Juan, Rizal	1	10,000.00
Lim, Peter	Makati, Rizal	1	10,000.00
Locsin, Jose	Manila	1	10,000.00
Lopa, Manuel	Pasay City	1	10,000.00
Lopez, Honrado C.	Manila	1	10,000.00
Lovell, G. H.	Pasig, Rizal	1	10,000.00
Luz, Alfredo J.	Manila	1	10,000.00
Madrigal, Antonio P.	Quezon City	1	10,000.00
Madrigal, Jose P.	Quezon City	1	10,000.00
Manahan, Constantino P.	Quezon City	1	10,000.00
Manglapus, Raul	San Juan, Rizal	1	10,000.00
Manotoc, Ricardo S.	Quezon City	1	10,000.00

Matilla, Faustino	Quezon City	1	10,000.00
Miranda, Antonio	Pasay City	1	10,000.00
Montinola, Aurelio Sr.	Makati, Rizal	1	10,000.00
Montinola, Aurelio Jr.	Makati, Rizal	1	10,000.00
Montinola, Sergio	Bacolod City	1	10,000.00
Nathan, Karl	Quezon City	1	10,000.00
Norton, J. E.	Quezon City	1	10,000.00
Olives, Sebastian	Quezon City	1	10,000.00
Ortigas, Eduardo	Quezon City	1	10,000.00
Ortigas, Francisco	Manila	1	10,000.00
Ortigas, Rafael	Manila	1	10,000.00
Perez Rubio, Miguel	Makati, Rizal	1	10,000.00
Picazo, Evaristo	Makati, Rizal	1	10,000.00
Picornell, Santiago	Manila	1	10,000.00
Preysler, J. B.	Makati, Rizal	1	10,000.00
Quirino, Carlos	Manila	1	10,000.00
Recto, Alfonso	Makati, Rizal	1	10,000.00
Reyes, Narciso Jr.	Manila	1	10,000.00
Reyes, Victor	Manila	1	10,000.00
Roco, Fernando S.	Quezon City	1	10,000.00
Roxas, Antonio	Pasay City	1	10,000.00
Roxas, Eduardo	Makati, Rizal	1	10,000.00
Rufino, Ernesto D.	Pasay City	1	10,000.00
Santayana, Luis S.	Makati, Rizal	1	10,000.00
Soriano, Andres	Pasay City	1	10,000.00
Soriano, Andres Jr.	Makati, Rizal	1	10,000.00
Soriano, Jose Maria	Pasay City	1	10,000.00
Sycip, Washington	Makati, Rizal	1	10,000.00
Tuason, Celso A.	San Juan, Rizal	1	10,000.00
Tuason, Juan E.	Manila	1	10,000.00
Tuason, Severo A.	Manila	1	10,000.00
Unson, Miguel R.	Pasay City	1	10,000.00
Uy, James	Makati, Rizal	1	10,000.00
Velasquez, Jaime	San Juan, Rizal	1	10,000.00
Velayo, Alfredo	Makati, Rizal	1	10,000.00
Vellguth, Alfred C.	Parañaque, Rizal	1	10,000.00
Villa-Abrille, Alfredo	Makati, Rizal	1	10,000.00
Villareal, Fernando Sr.	Quezon City	1	10,000.00
Wilkinson, Gerald	Quezon City	1	10,000.00
Wilson, Calude M., Jr.	Mandaluyong City	1	10,000.00
Young, Walter Au	San Juan, Rizal	1	10,000.00
Ysmael, Carlos	Quezon City	1	10,000.00
Ysmael, Felipe	Quezon City	1	10,000.00
Yu Kho Siong	Manila	1	10,000.00
Yu Kho Thai	Pasay City	1	10,000.00
Yujuico, Alejandro S.	Quezon City	1	10,000.00
Yujuico, Jesus S.	Quezon City	1	10,000.00
Zulueta, Cesar de	Makati City	1	10,000.00
		<u>100</u>	<u>P1,000,000</u>

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names.

<u>Name</u>	<u>Residence</u>	<u>Amount Subscribed</u>
Aguinaldo, Francisco R.	Quezon City	P 3,500.00
Aguirre, Tomas B.	Pasay City	3,500.00
Alafris, Arturo A.	Pasay City	3,500.00
Araneta, J. Antonio	Makati, Rizal	3,500.00
Araneta, Luis Ma.	Manila	3,500.00
Balcoff, Chester	Quezon City	3,500.00
Blacoff, Charles T.	Manila	3,500.00
Barredo, Manuel	Manila	3,500.00
Bautista, Constantino	Quezon City	3,500.00
Belden, Henry	Quezon City	3,500.00
Bennett, Henry E.	San Juan, Rizal	3,500.00
Brias, Enrique	Makati, Rizal	3,500.00
Brias, Jaime	Manila	3,500.00
Cacho, Francisco	Mandaluyong, Rizal	3,500.00
Cacho, Jose A.	Manila	3,500.00
Chua, Antonio Roxas	Manila	3,500.00
Cojuangco, Pedro	Manila	3,500.00
Consunji, Ricardo	Mandaluyong, Rizal	3,500.00
Cortes, Jose Ma.	Quezon City	3,500.00
Cortes, Felix	Quezon City	3,500.00
Cruz, Bienvenido	Pasay City	3,500.00
Cu Unjieng, Benito	Manila	3,500.00
Damperre, Alfonso R.de	Manila	3,500.00
Diaz, Pompeyo	Manila	3,500.00
Feria, Jose	Manila	3,500.00
Fernandez, Jose	Manila	3,500.00
Frieder, Robert	Quezon City	3,500.00
Gabaldon, Isauro	Manila	3,500.00
Gamboa, Regino D.	Manila	3,500.00
Gonzales, Rafael	Quezon City	3,500.00
Guerrero, Oscar E.	S. Juan, Rizal	3,500.00
Halling, F. R.	Makati, Rizal	3,500.00
Huang, Frank	S. Juan, Rizal	3,500.00
Jalbuena, L.P.	Pasay City	3,500.00
Kahn, Ernest	Pasay City	3,500.00
Klar, Jose	Quezon City	3,500.00
Liboro, Andres	Quezon City	3,500.00
Licaros, Gregorio, Sr.	Manila	3,500.00
Licaros, Gregorio, B. Jr.	Manila	3,500.00
Lim, P. L.	S. Juan, Rizal	3,500.00
Lim, Peter	Makati, Rizal	3,500.00
Locsin, Jose	Manila	3,500.00
Lopa, Manuel	Pasay City	3,500.00
Lopez, Honrado G.	Manila	3,500.00
Lovell, G. H.	Pasig, Rizal	3,500.00
Luz, Alfredo J.	Manila	3,500.00
Madrigal, Antonio P.	Quezon City	3,500.00

Madrigal, Jose P.	Quezon City	3,500.00
Manahan, Constantino P.	Quezon City	3,500.00
Manglapus, Raul	San Juan, Rizal	3,500.00
Manotoc, Ricardo S.	Quezon City	3,500.00
Matilla, Faustino	Quezon City	3,500.00
Miranda, Antonio	Pasay City	3,500.00
Montinola, Aurelio Sr.	Makati, Rizal	3,500.00
Montinola, Aurelio Jr.	Makati, Rizal	3,500.00
Montinola, Sergio	Bacolod City	3,500.00
Nathan, Karl	Quezon City	3,500.00
Norton, J. E.	Quezon City	3,500.00
Olives, Sebastian	Quezon City	3,500.00
Ortigas, Eduardo	Quezon City	3,500.00
Ortigas, Francisco	Manila	3,500.00
Ortigas, Rafael	Manila	3,500.00
Perez Rubio, Miguel	Makati, Rizal	3,500.00
Picazo, Evaristo	Makati, Rizal	3,500.00
Pirconell, Santiago	Manila	3,500.00
Preysler, J. B.	Makati, Rizal	3,500.00
Quirino, Carlos	Manila	3,500.00
Alfonso, Recto	Makati, Rizal	3,500.00
Reyes, Narciso Jr.	Manila	3,500.00
Reyes, Victor	Manila	3,500.00
Roco, Fernando S.	Quezon City	3,500.00
Roxas, Antonio	Pasay City	3,500.00
Roxas, Eduardo	Makati, Rizal	3,500.00
Rufino, Ernesto D.	Pasay City	3,500.00
Santayana, Luis S.	Makati, Rizal	3,500.00
Soriano, Andres	Pasay City	3,500.00
Soriano, Andres Jr.	Makati, Rizal	3,500.00
Soriano, Jose Maria	Pasay City	3,500.00
Sycip, Washington	Makati, Rizal	3,500.00
Tuason, Celso A.	San Juan, Rizal	3,500.00
Tuason, Juan E.	Manila	3,500.00
Tuason, Severo A.	Manila	3,500.00
Unson, Miguel R.	Pasay City	3,500.00
Uy, James	Makati, Rizal	3,500.00
Velasquez, Jaime	San Juan, Rizal	3,500.00
Velayo, Alfredo	Makati, Rizal	3,500.00
Vellcuth, Alfred C.	Parañaque, Rizal	3,500.00
Villa-Abrille, Alfredo	Makati, Rizal	3,500.00
Villareal, Fernando Sr.	Quezon City	3,500.00
Wilkinson, Gerald	Quezon City	3,500.00
Wilson, Calude M., Jr.	Mandaluyong City	3,500.00
Young, Walter Au	San Juan, Rizal	3,500.00
Ysmael, Carlos	Quezon City	3,500.00
Ysmael, Felipe	Quezon City	3,500.00
Siong, Yu Khe	Manila	3,500.00
Tai, Yu Khe	Pasay City	3,500.00
Yujuico, Alejandro S.	Quezon City	3,500.00
Yujuico, Jesus S.	Quezon City	3,500.00
Zulueta, Cesar de	Makati City	3,500.00

P 350,000

TENTH. That ERNEST KAHN has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By Laws, and that no such Treasurer he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this 14th day of May, 1958.

(Sgd.) Celso Tuason
CELSO TUASON

(Sgd.) Aurelio Montinola
AURELIO MONTINOLA

(Sgd.) Ernest Kahn
ERNEST KAHN

(Sgd.) Henry T. Belden
HENRY T. BELDEN

(Sgd.) J. Antonio Araneta
J. ANTONIO ARANETA

Signed in the presence of:

(Sgd.) Illegible

(Sgd.) Illegible

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S. S.

Before me, a Notary Public in and for the City of Manila, Philippines, this 14th day of May, 1958, personally appeared the following persons with their respective residence certificates, to wit:

<u>Name</u>	<u>Residence Cert. No.</u>	<u>Date and Place of Issue</u>
Celson Tuason	A-0204962	Jan. 22, 1958 – Manila
Aurelio Montinola, Sr.	A-0023051	Jan. 6, 1958 – Manila
Ernest Kahn	A-0006403	Jan. 2, 1958 – Manila
Henry Belden	A-0067620	Jan. 13, 1958 – Manila
J. Antonio Araneta	A-0120887	Jan. 17, 1958 – Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of Valley Golf Club, Inc., and acknowledged to me that the same is of their free and voluntary act and deed.

WITNESS my hand and seal at the place and on the date first above written.

(Sgd.) Mariano B. Pineda, Jr.
MARIANO B. PINEDA, JR.
Notary Public
Until December 31, 1958

Doc. No. 186
Page No. 52
Book No. II
Series of 1958.

DIRECTOR'S CERTIFICATE

WE, the Chairman, Secretary and majority of the elected and qualified members of the Board of Directors of VALLEY GOLF CLUB, INC., a stock corporation organized and existing under the laws of the Philippines do hereby certify:

That as an Annual Meeting of the Stockholders and members of the Board of Directors held on September 10, 1989 at 4:20 p.m. at the principal office of the corporation and following resolution was duly approved, adopted and recorded in the minutes:

"RESOLVED, as it is hereby received that Article I of the Articles of Incorporation of VALLEY GOLF CLUB, INC. be amended by changing the corporate name to VALLEY GOLF AND COUNTRY CLUB, INC."

That the above resolution was confirmed, approved and ratified by the vote of the stockholders owning/representing at least two-thirds (2/3) of the entire outstanding capital stock at a special stockholders and directors meeting held on the same date and place;

That the attached articles of Incorporation is a true and correct copy of the present Articles of Incorporation, as amended, reflecting its new corporate name.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 25th day of September 1989 at Makati, Metro Manila.

PEDRO H. YAP
Director
Res. Cert. No. 764301-A
Issued at: Manila
on: Feb. 2, 1989

(Sgd.)
ROMEO M. LIAMZON
Director
Res. Cert. No.
Issued at: Antipolo
on: March 4, 1989

(Sgd.)
MARCELINO L. GO
Director
Res. Cert. No. 000006435
Issued at: Manila
on: 1-31-1989

(Sgd.)
EMMANUEL CASTAÑEDA
Director
Res. Cert. No. 025367
Issued at: Antipolo
on: 1-18-89

(Sgd.)
LUIS SICAT
Director
Res. Cert. No. 214630-E
Issued at: Q. C.
on: 3-21-1989

(Sgd.)
JOHNNY SARMENTA
Director
Res. Cert. No. 09538558J
Issued at: Q. C.
on: 3-20-89

(Sgd.)
JOSE VILCHEZ, JR.
Director
Res. Cert. No. 1158001G
Issued at: Antipolo
on: 4-1-1989

FEDERICO CARANDANG
Director
Res. Cert. No.
Issued at:
on:

(Sgd.)
CRISMEL VERANO
Director
Res. Cert. No. 4925502
Issued at: Q. C.
on: 2-23-1989

ATTESTED:

(Sgd.)
PEDRO H. YAP
President

(Sgd.)
ORLANDO C. PARAY
Secretary

SUBSCRIBED AND SWORN to before me this 25th day of September 1989,
affiants exhibiting to me their Res. Cert. No. printed below their respective name.

Sgd.
EDGAR A. PACIS
NOTARY PUBLIC
Until December 31, 1990
PTR No. 566199, Makati
Jan. 3, 1989

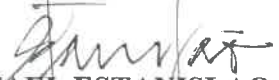
Doc. No. 439;
Page No. 89;
Book No. II;
Series of 1989.

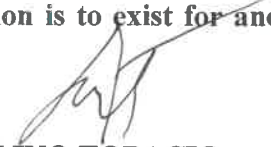
DIRECTORS' CERTIFICATE





We, the undersigned majority of the Directors and Corporate Secretary of **VALLEY GOLF & COUNTRY CLUB, INC.**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors on July 29, 2006 and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on November 18, 2007 at the principal office of the corporation.


The amended provisions of the attached Amended Articles of Incorporation refer to **Article 4 "That the Term for which said corporation is to exist for another Fifty (50) years from May 15, 2008."**



RAFAEL ESTANISLAO
President/Director
TIN No. 100-143-453
Res. Cert. No. 12450200
Issued at Antipolo City
on January 4, 2008



LINO TOPACIO
Vice President/Director
TIN No. 110-062-048
Res. Cert. No. 07594500
Issued at Quezon City
on January 3, 2008



BONIFACIO SUMBILLA
Treasurer/Director
TIN No. 150-146-618
Res. Cert. No. 14723842
Issued at Cainta, Rizal
on January 3, 2008


TEODORO PAPA
Asst. Treasurer/Director
TIN No. 111-924-493
Res. Cert. No. 24199012
Issued at Quezon City
on April 4, 2008


JAIME LARDIZABAL
Director
TIN No. 103-405-178
Res. Cert. No. 23742105
Issued at Pasig City
on February 23, 2008


FRANCISCO BEN REYES
Director
TIN No. 115-808-073
Res. Cert. No. 07649077
Issued at Quezon City
on January 10, 2008


BERNARDO P. CRUZ
Director
TIN No. 128-282-687
Res. Cert. No. 11562615
Issued at Marikina City
on January 3, 2008


ROBERTO ROXAS
Director
TIN No. 106-207-376
Res. Cert. No. 19475836
Issued at Makati City
on January 11, 2008



JOSE FERLU SUDARIO

Director

TIN No. 125-972-748

Res. Cert. No. 12465301

Issued at Antipolo City

on January 2, 2008

Countersigned:



TEOFILO C. ABEJO II

Corporate Secretary

TIN No. 119-882-828


Res. Cert. No. 11875770

Issued at Mandaluyong City

on January 4, 2008

SUBSCRIBED AND SWORN to before me this **APR 16 2008** day of _____, 2008 at **CITY OF PASIG** by the above-named persons who exhibited to me their Community Tax Certificates.

Doc. No. 1166 ;
Page No. 35 ;
Book No. I ;
Series of 2008.



AMADO DANILLO G. FAYAG
Notary Public for Pasig City
Until December 31, 2009
PTR No. 4919254; 01/03/08; Rizal
IBP No. 732659; 01/03/08; Rizal
San Juan - Mandaluyong
Roll No. 43175



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 13951

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

VALLEY GOLF & COUNTRY CLUB, INC.

copy annexed, adopted on August 21, 2010 by a majority vote of the Board of Directors and on September 26, 2010 by the vote of the stockholders owning or representing at least majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5th day of November, Twenty Ten.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

1 3 9 5 1

S.E.C. Registration Number

VALLEY GOLF & COUNTRY
CLUB INC.

(Company's Full Name)

DON CELSO S TUASON AVENUE
VICTORIA VALLEY ANTIPOLO CITY

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

TESS GAN

Contact Person

638-04-00

Company Telephone Number

0 6 3 0
Month Day
Fiscal Year

Amended By-Laws
FORM TYPE

0 9 4th Sun.
Month Day
Annual Meeting

Second License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS
LCU 10-29-03

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

**AMENDED BY-LAWS OF
VALLEY GOLF & COUNTRY CLUB**

ARTICLE I - OFFICE

The Principal office of the Club shall be located at Antipolo City, Rizal Philippines.

ARTICLE II - SEAL

The Board of Directors is authorized to design and to adopt a seal for the Club.

ARTICLE III - MEETING

Section 1. Annual Meetings – The annual meetings of stockholders shall be held at the Clubhouse on the Fourth Sunday of September of each year at 4:00 o'clock in the afternoon.

Section 2. Special Meetings – Special meetings of stockholders may be called at anytime by resolution of the Board of directors or by order of the President, or upon written request of ten percent (10%) of stockholders. No action will be taken at such special meeting except for the purpose(s) specified in the call.

Section 3. Notice of Meetings – Written notice of meetings for every regular or special meeting of stockholders shall be given to stockholders at least (10) days prior to the date of the meeting. Any failure or irregularity of notice of any meeting shall be deemed cured where the complaining stockholders appear at the meeting.

Section 4. Quorum – A quorum at any meeting shall consist of a majority of the stockholders, represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, except in cases where a different number of votes is required by law.

Section 5. Proxies – Every stockholder is entitled to vote at any meeting of stockholders and may so vote by proxy, provided that the proxy shall have been appointed by the stockholder himself or by his duly authorized attorney-in-fact in an official numbered proxy form issued by the Club. No other proxy form shall be recognized by the Club.

Section 6. Election of Directors – The election of Directors shall be held at the annual meeting of stockholders and shall be conducted in the manner provided for in the Corporation Law, and with such formalities as the officer presiding at the meeting shall then and there determine and provided.

The external auditor or auditors shall likewise be elected by the stockholders either in the annual stockholder's meeting or in a special stockholders' meeting called for the purpose.

Section 7. Order of Business – The order of the business of the annual meeting and, as far as possible, at all other meeting of stockholders, shall be as follows:

- a) Calling the roll.
- b) Secretary's proof of due notice of the meeting.
- c) Reading and disposal of the unapproved minutes.
- d) Report of officers, annual and otherwise.
- e) Unfinished business.
- f) New business.
- g) Election of Directors.
- h) Adjournment.

Section 8. Eligibility to vote and be voted

a) Only stockholders in good standing shall have the right to vote and be voted upon at any meeting of the stockholders.

b) Qualifications of Nominees for the Election of Directors:

- i. Has one (1) share recorded in his/her name for at least three (3) years at the time of nomination and shall continue to own a share during his/her term of office. If the nominee has been a member of a standing committee for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement will be reduced to one (1) year;
- ii. Is an active proprietary member who has not assigned the playing right of his/her share of stock upon his/her nomination, has committed in writing not to assign said playing right during his/her incumbency if elected, and is in good standing, with no delinquent account/s;
- iii. Shall have sufficient time and willing to share his/her professional and executive expertise; and,
- iv. Has no official record of grave and serious misconduct that merited Club membership suspension and has not been convicted in any criminal case. (As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010).

Section 9. Stockholder's Consent – The consent of 2/3 of the outstanding capital stock shall be required in the following instances:

- a) A substantial change in the present layout in the 36 holes golf course.
- b) Any expenditure of the funds of the Club for alteration covered by the preceding paragraph.
- c) Any capital expenditure for new projects other than any those approved at previous stockholders' meeting which requires special assessment against the stockholders, or an increase in the number of authorized shares of Club.

For the purpose of this section, the consent of stockholders may be obtained by referendum.

Section 10. Committee on Election – Members of the Committee on Election shall be appointed by the Board of Directors, composed of three (3) proprietary members in good standing. Such proprietary members shall be of unquestionable integrity and occupy the highest esteem of his peers. For purposes of the Comelec, a playing representative of a corporate proprietary member may be appointed as member of the Comelec provided that said designated playing representative shall be the incumbent President or Chairman of the Corporation **and** should own equity in the said Corporation and subject to such other requirements and/or limitations that the Board may impose.”

The Club General Manager, Comptroller and Internal Auditor shall form part of the Comelec Secretariat.

ARTICLE IV - DIRECTORS

Section 1. Board of Directors – The business and property of the Club shall be managed by a Board of nine (9) Directors. At the next annual stockholders' meeting, nine (9) Directors shall be elected, the first three (3) Directors receiving the highest number of votes shall serve for a term of three (3) years; the three (3) other Directors receiving the next highest number of votes shall serve for a term of two (2) years; and the remaining three (3) Directors shall serve for a term of one (1) year. Every year thereafter, at the annual stockholders' meeting, there shall be three (3) elected Directors who shall serve for a term of three (3) years. No Directors can serve consecutively for more than three (3) years.

No more than sixty (60) days prior to the annual meeting of stockholders, the President with the approval of the Board of Directors, shall appoint a nominating Committee of five (5) stockholders, three (3) of whom are not Directors. The said nominating committee shall prepare, sign and post at least fifteen (15) days before the annual meeting, a list of not less than four (4) nor more than six (6) candidates for the Board of Directors for the ensuing year. Any five (5) stockholders may nominate additional candidates for the Board by posting a signed list not later than ten (10) days before the Annual Meeting.

The nominating Committee shall evaluate all candidates to ensure compliance with the required qualifications. A list of the qualified candidates nominated shall be included in the notice of the annual meeting that is sent out to each stockholder. ***(As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010)***

Section 2. Directors to act as of Board – The Board of Directors shall act only as a board and no power is vested in the individual director as such. A majority of the Board shall constitute a quorum for the transaction of business, except for the filing of vacancies in the Board, in which case majority of the remaining Directors shall constitute a quorum. Directors shall receive no salaries or fees as such.

Section 3. Board Meeting – The regular meeting of the Board of Directors shall be held once a month at such time and place as shall be determined by the Board. Special meetings of the Board may be called by the President, or upon written petition of three (3) members. Notice of Board Meetings shall be served on each director at least three (3) days before the meeting, unless notice is waived by all the Directors present.

Section 4. Order of Business – The order of business at any regular or special meeting of the Board of Directors shall be:

- a) Calling the roll.
- b) Secretary's proof of due notice of the meeting.
- c) Reading and disposal of unapproved minutes in the case of regular meetings of the Board.
- d) Report of officers.
- e) Unfinished business.
- f) New business.
- g) Adjournment.

Section 5. A director must have at least one (1) share registered in his name during his term of office otherwise, he shall be automatically disqualified from the position. The stockholders holding 2/3 of the outstanding capital stock in the books of the corporation may remove a director who has absented himself for three (3) consecutive regular meetings of the Board unless such absences be executed by reason of sickness, physical disability or *other justifiable reason(s) acceptable to the Board of Directors.*

Section 6. The immediately preceding five (5) past President of the Club shall become ex-officio members of the Board without the right to vote.

ARTICLE V - OFFICERS

Section 1. Designation – Majority of all the Board of Directors at its first meeting shall elect as Executive Officers of the Club a President, Vice-President, a Treasurer, a Secretary and such other administrative officers as it may deem proper.

Section 2. Qualification – All Executive Officers of the Club must be incumbent directors, with the exception on the Secretary who must, however, be a resident and citizen of the Philippines.

Section 3. Every executive officers shall be elected by the Board for a term of one (1) year, unless sooner removed by the Board of Directors, and all vacancies occurring among such officers however arising shall be filled by the Board.

Section 4. Compensation – The compensation and working conditions of officers of the Club who are not directors shall be fixed by the Board, Directors acting as such, or as officers of the Club including members of standing or special committees, shall receive no salaries or fees, whatsoever for their services.

Section 5. Duties and Responsibilities – The duties and responsibilities of the different officers of the Club are as follows:

a) The President – The President shall preside at all meetings and shall sign the membership certificate of the Club. He shall be the chief executive officer of the Club and have general supervision of the business affairs and property of the Club and over its several agents and employees, with authority to hire said employee, and dispenses with their services subject to confirmation by the Board of Directors. He shall sign contracts on behalf of the Club and shall see that all orders and resolutions of the Board are carried into effect. In addition to the above duties expressly vested in him by these By-Laws, he shall do and perform such acts and duties as from the time to time may be assigned to him by the Board of Directors.

b) The Vice-President – In the absence or disability of the President, the Vice-President shall exercise all the powers and discharge all the duties of the President. The Vice-President shall, in addition, have such powers and duties as may, from time to time be conferred on him by the Board.

c) The Treasurer – The Treasurer, except as otherwise provided by the Board of Directors, shall have the custody of all moneys, securities and values of the Club that come into his possession, and shall keep regular books of accounts. He shall deposit said moneys, securities and values in such banking institutions as may be designated, from time to time by the Board of Directors, subject to withdrawal therefrom on the signature of such officers of the Club as the Board may, by resolution, designate. He shall perform all other duties incident to his office and all that are properly required on him by the Board of Directors. He shall furnish a bond conditioned upon the faithful performance of his duties, if and when required so to do by the Board of Directors; the amount of said bond to be determined and fixed by the said Board.

d) The Secretary – The Secretary shall issue notices of all meetings, shall keep their minutes, shall have charge of the seal and corporate books;

shall countersign the certificate of stock and sign such other instruments as required such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1. Standing Committee – The President with the approval of the Board of Directors, shall appoint the chairman and members (**who must all be non-delinquent members**) of the different standing committees of the Club and prescribed their respective duties and responsibilities, as well as, create new committees as may be necessary for the different handling of club affairs. The standing committees are as follows:

- | | | | |
|----|------------------|----|----------------|
| a) | House | e) | Finance |
| b) | Grounds | f) | Administration |
| c) | Sports and Games | g) | Engineering |
| d) | Membership | | |

Section 2. Trust Fund Committee – The Trust Fund Committee, consisting of five (5) members, created pursuant to the resolutions passed by the stockholders last September 12, 1982, and empowered only to invest the “THE VALLEY GOLF TRUST FUND” in accordance with law shall meet at least once a year or anytime upon request of the Board of Directors. Three (3) members shall constitute a quorum and the unanimous consent of three (3) members shall be necessary to constitute a decision of the Committees. Any vacancy in the Committee for any reason whatsoever shall be filled by the Board of Directors.

The Board of Directors shall also determine the amount of the fund to be administered by the Trust Committee which shall not be less than the original amount of P3.5 Million.

ARTICLE VII - MEMBERSHIP

Section 1. Classification – Membership in the Club shall be classified into (a) Proprietary (b) Playing Guest (c) Honorary and (d) Social.

a) A Proprietary Member is any person who is the registered stockholder of at least one (1) share of stock of the Club whose membership had been previously approved as hereinafter provided. In case the proprietary member is a juridical person it shall be entitled to designate its representative who shall exercise all the rights and privileges of membership including the right to vote.

b) An Honorary Member is any person who has been conferred playing rights by the Board of Directors under terms and conditions specified for such membership.

c) A playing Guest is any person who is the assignee of the playing rights of a share of stock registered in the name of another person.

d) A *Social Member* is a natural person who has been granted the privilege of using the facilities of the Club, except the golf course.

Section 2. Membership in the Club shall be subject for approval by the Board of Directors upon the favorable recommendation of the Membership Committee. All members shall pay the stipulated monthly dues and other assessments of the Club.

Section 3. A stockholder, whether a member or not shall nevertheless be obligated to pay the regular monthly dues and special assessments effective from the date of issuance of their respective certificate of stock.

Section 4. Stockholders who subscribed to the additional increase in capital stock of P8.1 Million last August 1981 shall be excluded from paying the regular monthly dues and special assessments corresponding to such additional shares until they decide to sell the same, or to assign the playing rights corresponding thereto.

ARTICLE VIII - CLUB ACCOUNTS

Section 1. Lien – The Club has the first lien on the share of the stockholder who has, in his/her/its name, or in the name of an assignee, outstanding accounts and liabilities in favor of the Club to secure the payment thereof.

Section 2. No sale, or transfer of a share of stock, shall be registered in the books of the Club until and unless the lien established under Section 1 and the requirements of Article VII, Section 2, shall have been first fully satisfied.

Section 3. The account of any member shall be presented to such member every month. If any statement of accounts remained unpaid for a period of forty-five (45) days after cut-off date, said member may be posted as delinquent. No delinquent member shall be entitled to *enjoy the privileges* of such membership for the duration of the delinquency. After the member shall have been posted as delinquent, the Board may order his/her/its share sold to satisfy the claims of the Club; pursuant to such rules and procedures which the Board of Directors may promulgate to govern the conduct of sale/auction of shares of delinquent members; after which the member *loses his/her/its* rights and privileges permanently. No Member can be indebted to the Club at any time any amount in excess of the credit limit set by the Board of Directors from time to time. The unpaid account referred to here includes non-payment of dues, charges and other assessments and non-payment for subscriptions.

ARTICLE IX - FISCAL YEAR

The Fiscal Year of the Club shall commence on the first day of July of each year and shall close on the 30th day of June of the following year.

ARTICLE X - AMENDMENT

Section 1. *These By-Laws may be altered, amended or repealed* at any meeting of stockholders by a majority of the subscribed capital stock. The Board of Directors, by resolution, may likewise amend these By-Laws, as however, shall be circularized to all stockholders.

ARTICLE XI - TRANSITORY PROVISIONS

These By-Laws shall be deemed to be complete and shall repeal the By-Laws, including amendments adopted prior to this date.

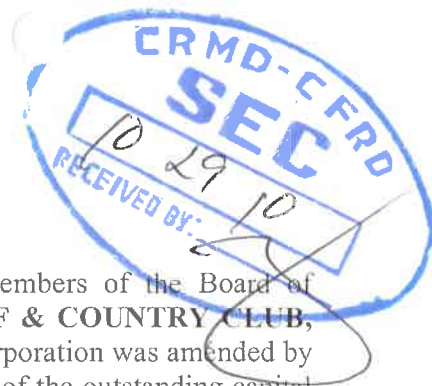
Adopted June 6, 1958, at Manila, Philippines.

(Sgd.) Francisco R. Aguinaldo	(Sgd.) Tomas B. Aguirre
(Sgd.) Arturo A. Alafritz	(Sgd.) J. Antonio Araneta
(Sgd.) <i>Luis Ma. Araneta</i>	(Sgd.) Chest Babst
(Sgd.) Charles T. Blacoff	(Sgd.) Manuel Barredo
(Sgd.) Constantino Bautista	(Sgd.) Henry Belden
(Sgd.) Henry E. Bennett	(Sgd.) <i>Enrique Brias</i>
(Sgd.) Jaime Brias	(Sgd.) Francisco Cacho
(Sgd.) Jose A. Cacho	(Sgd.) Antonio Roxas Chua
(Sgd.) Pedro Cojuangco	(Sgd.) Ricardo Consunji
(Sgd.) Jose Ma. Cortes	(Sgd.) <i>Felix Cortes</i>
(Sgd.) Bienvenido Cruz	(Sgd.) Benito Cu Unjieng
(Sgd.) <i>Alfonso R. de Dampierre</i>	(Sgd.) <i>Pompeyo Diaz</i>
(Sgd.) Jose Feria	(Sgd.) Jose Fernandez
(Sgd.) Robert Fieder	(Sgd.) <i>Isauro Cabaldon</i>
(Sgd.) Regino D. Gamboa	(Sgd.) Antonio Gonzales
(Sgd.) Rafael Gonzales	(Sgd.) <i>Oscar E. Guerrero</i>
(Sgd.) F.R. Halling	(Sgd.) Frank Huang
(Sgd.) B.R. Jalbuena	(Sgd.) <i>Ernest Kahn</i>
(Sgd.) Jose Klar	(Sgd.) Andres Liboro
(Sgd.) P.L. Lim	(Sgd.) <i>Peter Lim</i>
(Sgd.) Jose Locsin	(Sgd.) Manuel Lopa
(Sgd.) Honrado G. Lopez	(Sgd.) <i>G.H. Lovell</i>
(Sgd.) Alfredo Luz	(Sgd.) Antonio P. Madrigal
(Sgd.) Jose P. Madrigal	(Sgd.) <i>Constantino P. Manahan</i>
(Sgd.) Raul Manglapus	(Sgd.) Ricardo S. Manotoc
(Sgd.) Faustino Matilla	(Sgd.) <i>Antonio Miranda</i>
(Sgd.) Sergio Montinola, Sr.	(Sgd.) Aurelio Montinola, Jr.
(Sgd.) Sergio Montinola	(Sgd.) <i>Karl Nathan</i>
(Sgd.) J.E. Norton	(Sgd.) Sebastian Oliveros
(Sgd.) Eduardo Ortigas	(Sgd.) <i>Franciso Ortigas</i>
(Sgd.) Rafael Ortigas	(Sgd.) Miguel Perez
(Sgd.) Evaristo Picazo	(Sgd.) <i>Santiago Pirconell</i>
(Sgd.) J.B. Preysler	(Sgd.) Carlos Quirino
(Sgd.) Alfonso Recto	(Sgd.) <i>Narciso Reyes, Jr.</i>
(Sgd.) Victor Reyes	(Sgd.) Fernando S. Roco

(Sgd.) Antonio Roxas
(Sgd.) Ernesto D. Rufino
(Sgd.) Andres Soriano
(Sgd.) Jose Maria Soriano
(Sgd.) Celso A. Tuason
(Sgd.) James Uy
(Sgd.) Alfredo Velayo
(Sgd.) Alfredo Villa Abrille
(Sgd.) Gerald Wilkinson
(Sgd.) Felipe Ysmael
(Sgd.) Walter Euyang
(Sgd.) Yu Khe Tai
(Sgd.) Jesus S. Yujuico

(Sgd.) *Eduardo Roxas*
(Sgd.) Luis S. Santayana
(Sgd.) *Andres Soriano, Jr.*
(Sgd.) Washington Sycip
(Sgd.) *Juan E. Tuason*
(Sgd.) Miguel R. Unson
(Sgd.) *Jaime Velasquez*
(Sgd.) Alfred C. Vellcuth
(Sgd.) *Fernando Villareal, Sr.*
(Sgd.) Claude M. Wilson, Jr.
(Sgd.) *Yu Khe Siong*
(Sgd.) Alejandro S. Yujuico
(Sgd.) *Cesar de Zulueta*

DIRECTORS' CERTIFICATE



We, the undersigned representing the majority members of the Board of Directors and the Corporate Secretary of **VALLEY GOLF & COUNTRY CLUB, INC.** do hereby certify that the attached By-Laws of said corporation was amended by the vote of the stockholders representing at least a majority of the outstanding capital stock at a meeting held on September 26, 2010, at the principal office of the corporation.

The amendment was likewise approved by majority of the directors at a meeting held at the principal office of the corporation, on August 21, 2010.

The amended provisions of the attached Amended By-laws refer to **Article III, Section 8 and Article IV of the By-Laws**, to wit:

Article III, Section 8. Eligibility to vote and be voted –

- a) Only stockholders in good standing shall have the right to vote and be voted upon at any meeting of the stockholders.
- b) Qualifications of Nominees for the Election of Directors:
 - i. Has one (1) share recorded in his/her name for at least three (3) years at the time of nomination and shall continue to own a share during his/her term of office. If the nominee has been a member of a standing committee for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement will be reduced to one (1) year;
 - ii. Is an active proprietary member who has not assigned the playing right of his/her share of stock upon his/her nomination, has committed in writing not to assign said playing right during his/her incumbency if elected, and is in good standing, with no delinquent account/s;
 - iii. Shall have sufficient time and willing to share his/her professional and executive expertise; and,
 - iv. Has no official record of grave and serious misconduct that merited Club membership suspension and has not been convicted in any criminal case. (As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010).

Article IV – Directors


Section 1. Board of Directors – The business and property of the Club shall be managed by a Board of nine (9) Directors. At the next annual stockholders' meeting, nine (9) Directors shall be elected, the first three (3) Directors receiving the highest number of votes shall serve for a term of three (3) years; the three (3) other Directors receiving the next highest number of votes shall serve for a term of two (2) years; and the remaining three (3) Directors shall serve for a term of one (1) year. Every year thereafter, at the annual stockholders' meeting, there shall be three (3) elected Directors who shall serve for a term of three (3) years. No Directors can serve consecutively for more than three (3) years.

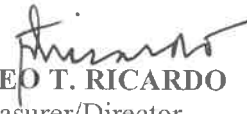
No more than sixty (60) days prior to the annual meeting of stockholders, the President with the approval of the Board of Directors, shall appoint a nominating Committee of five (5) stockholders, three (3) of whom are not Directors. The said nominating Committee shall prepare, sign and post at least fifteen (15) days before the annual meeting, a list of not less than four (4) nor more than six (6) candidates for the Board of Directors for the ensuing year. Any five (5) stockholders may nominate additional candidates for the Board by posting a signed list not later than ten (10) days before the Annual Meeting. The nominating Committee shall evaluate all candidates to ensure compliance with the required qualifications A list of the qualified candidates nominated shall be included in the notice of the annual meeting that is sent out to each stockholder. *(As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010)*


IN WITNESS WHEREOF, we hereby set our hands this ^{7th 9 OCT 2010} day of _____ 2010, at Makati City, Philippines.

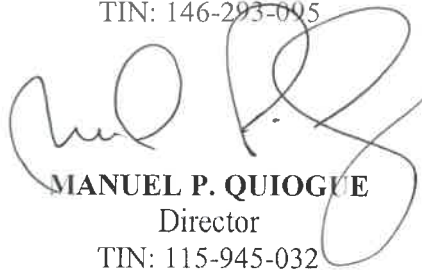

BERNARDO P. CRUZ
President/Director
TIN: 128-282-687

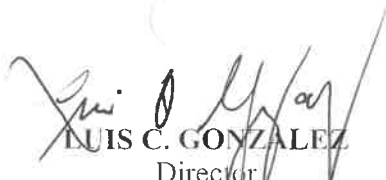
ROBERTO ROXAS
Vice President/Director
TIN No. 106-207-376


JOSE RAMIRO R. REGALADO
Treasurer/Director
TIN: 103-950-996


GEN. ROMEO T. RICARDO
Asst. Treasurer/Director
TIN: 146-293-095


JOSE FERLU SUDARIO
Director
TIN: 125-972-748


MANUEL P. QUIOGUE
Director
TIN: 115-945-032


LUIS C. GONZALEZ
Director
TIN: 113-024-410


ALFREDO A. FIGUERAS
Director
TIN: 106-169-744


✓ISAURO SAN PEDRO, JR.
Director
TIN: 115-968-382

Certified Correct by:


PEDRO H. MANIEGO, JR
Corporate Secretary
TIN: 130-488-850

SUBSCRIBED AND SWORN to before me this 28 OCT 2010 day of _____ 2010, at Makati City, by the above-named persons who exhibited to me their Competent Identification.

Doc. No. 96 ;
Page No. 2 ;
Book No. III ;
Series of 2010.


TEOFILO C. ABEJO II
Notary Public for Makati City
Until December 31, 2010
PTR No. 5447349 01/06/09; Rizal
ISP No. 780880 01/06/09; Makati City
Roll No. 38031



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51
 Revised 2006

ORIGINAL

DATE

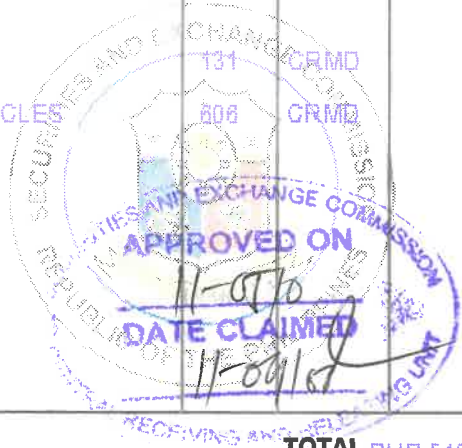
October 29, 2010

No.

0489414

PAYOR VALLEY GOLF & COUNTRY CLUB INC.
 ANTIPOLO CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	GRMD	10.00
AMENDED ARTICLES	808	GRMD	500.00
TOTAL			PHP 510.00



AMOUNT IN WORDS

FIVE HUNDRED TEN PESOS AND 0/100

Received Cash
 Treasury Warrant
 Check
 Money Order

Treasury Warrant, Check, Money Order Number

Date of Treasury Warrant, Check, Money Order

Received the Amount Stated Above

Rene B. [Signature]
 COLLECTING OFFICER

O.R. No. 0489414

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

VALLEY GOLF & COUNTRY CLUB, INC.

ANNUAL REPORT



Valley
Golf

2024

THE BOARD OF DIRECTORS



Jose G. Razon
President



Jose Ferdinand R. Guiang
Vice-President



Eric R. Illescas
Treasurer



Luis G. Quiogue
Assistant Treasurer



Constantine L. Kohchet-Chua
Director



Rafael S. Raymundo
Director



Rio Sesinando E. Venturanza
Director



Michael T. Echavez
Independent Director



Ricky Libago
Independent Director



Atty. Pedro H. Maniego, Jr.
Corporate Secretary

COMMITTEE MEMBERS

ADMIN

Michael Echavez (Chairman); Errol Collado (Vice-Chairman);
Members - Ma. Cecilia Esguerra, Romeo Robles, Edmund Lee, Jose Lamson, Ron Nelson See, Levie Angeles, Anil Sehwan, Fernando Reyla

FINANCE

Eric Illescas (Chairman); Luis Quiogue (Vice-Chairman);
Members - Romeo Avila, Romeo Robles, Rodolfo Sta. Maria, Jr., Emmanuel Rapadas, John Huang, Rommel Latinazo, Ravin Sehwan; Rene Balibag (Adviser)

GROUNDS

Luis Quiogue (Chairman); Jose Ferdinand Guiang (Vice-Chairman);
Members - Pablito Gregore, Joseph Ramoso, Virgilio Bucat, Augusto Cruz, Jr., Jaime Bilbao, Aristotle Viray, Dar-shen Cheng; Rafael Estanislao (Adviser)

ENGINEERING & CONSTRUCTION

Jose Razon (Chairman); Alvin Cabatit (Vice-Chairman);
Members - Marcelino Corpuz, Jr., Federico Feliciano, Roberto Figueroa, Jan Erwin Menguito, Danilo Tolentino, Denardo Cuayo, Fernando Reyla; Augusto Manalo III (Adviser)

HOUSE

Rafael Raymundo (Chairman); Robert John Barretto (Vice-Chairman);
Members - Allan Jocson, Arlan Sallan, Arnold Duay, Felipe Ruanto, Nilo Calatrava II, Ronald Thomas Labos; Alex Suarez (Adviser)

MEMBERSHIP

Jose Ferdinand Guiang (Chairman); Luis Quiogue (Vice-Chairman);
Members - Federico Feliciano, Renato Mercado, Luis Achacoso, Cesario Villanueva, Ma. Cecilia Esguerra, Ramon Michael Abad, Aristotle Viray; Joseph Christian Parulan (Adviser)

SPORTS & GAMES

Michael Echavez (Chairman); Rafael Raymundo (Vice-Chairman);
Members - Carlo Carpio, Robert John Barretto, Gerardo Marcelo, Dennis Ramon Guanio, Howard Chua, Ryan Joseph Rizada, Rupert Paul Manhit; Pedro Maniego, Jr. (Adviser)

SECURITY

Constantine Kohchet-Chua (Chairman); Jose Arsenio Isidro Borromeo (Vice-Chairman);
Members - Lakan Fonacier, Edward Lim, Marvin Caparros, Victorio Emmanuel Dionisio, Emerito Ramos, Bernard Jao, Jeremias Jiao; Augusto Manalo III (Adviser)

AUDIT

Ricky Libago (Chairman); Rio Sesinando Venturanza (Vice-Chairman);
Members - Bonifacio Sam, Joseph Elmo Sarona, Hilario Abalos, Leopoldo Sanchez, Rene Almeda, Emilio Morales; Nestor Borromeo (Adviser)

LEGAL

Jeremy Parulan (Chairman); Members: Joseph Christian Parulan, Marlon Fajardo, Plaridel Bohol II, Francisco Figura, Renny Domingo, Vincent Vos Bartolome, Joel Ferrer, Francisco Acosta; Romeo Solis (Adviser)

REAL ESTATE

Rio Sesinando Venturanza (Chairman); Members - Wilfredo Manahan, Lakan Fonacier, Israel Rimando, Manuel Atendido, Alvin Cabatit, Marcelo Young, Alex Gorne, Lamberto Tagayuna; Alexander Marquez (Adviser)

CORPORATE GOVERNANCE

Michael Echavez (Chairman); Francisco Figura (Vice-Chairman);
Members - Mark Boncris Santos, Emelito Felix, Jose Barcelon, Luis Quiogue, Rafael Raymundo; Luis Uranza (Adviser)

BIDS & AWARDS

Jose Ferdinand Guiang (Chairman); Ricky Libago (Vice-Chairman);
Members - Michael Raymund Liamzon, Rodegelio Panaguigon, Joseph Joel Castillo, Jose Noel Mercado, Eric Illescas, Jose Vilchez; Rafael Estanislao (Adviser)

PRESIDENT'S REPORT

”

Quality is never an accident; it is always the result of high intention, sincere effort, intelligent direction and skillful execution; it represents the wise choice of many alternatives.”

– William A. Foster



JOSE G. RAZON

President

Our journey toward continuous improvement and innovation has been a collective effort...

President's Report

Dear Members of the Board, Club Members, Committee Members, Staff, and Concessionaires,

I am pleased to present this report, reflecting on the significant progress and accomplishments we have made together as a Club. Our journey toward continuous improvement and innovation has been a collective effort, and I am grateful for the dedication and support from all of you.

As of the most recent financial update, our Club's cash position stands at P130.5 Million. This strong financial standing enables us to undertake important projects that will enhance the overall experience for our members.

We have established an ad hoc committee dedicated to reviewing and aligning our Club's policies and procedures with our bylaws, handbook, and committee charters. This initiative is crucial in ensuring that our operations are in full compliance and reflect the best practices for governance and member engagement.

I am pleased to announce that the project management for the renovation of the Clubhouse has been awarded. This project is a significant step in upgrading our facilities, providing a more comfortable and aesthetically pleasing environment for our members to enjoy.

The reclamation of property along DCT Avenue, along with the upcoming CCTV and solar power projects, signifies our commitment to growth, security, and sustainability. Further updates will follow as projects progress.

As we gear towards technological advancement, we are also excited to announce our move to implement RFID car stickers for all members and guests. This initiative is aimed at streamlining entry processes, improving security, and enhancing the overall convenience for our members.

We continue to work on upgrading and improving our surroundings to elevate the Club's overall aesthetics and functionality:

- Installation of lighted signage and landscaping at the bridge gate, as well as the improvement of our Sumulong gate.
- Continuous improvement and repairs of our cart paths for smoother operations.
- Completed reblocking work on DCT Avenue to ensure smoother traffic flow.
- Purchased a new pump to enhance the efficiency of watering our golf courses.
- We have acquired a new ambulance for emergency medical needs, ensuring the safety and well-being of our members.
- Engaged Biozone Environmental Solutions Technologies for consultancy services in obtaining an Environmental Compliance Certificate, LLDA Clearance, and discharge permits.
- South Course Fairway Upgrade: Continued upgrading of the fairways of the South Course, ensuring top-notch playing conditions for all golfers.
- Zoysia Grass Replacement: Ongoing replacement of the Zoysia grass, now on its second phase, further enhancing the beauty and quality of our golf course.

As we continue to progress, I would like to extend my deepest gratitude to the Board of Directors. Thank you for your unwavering commitment to our common goal of improving the Club. Your guidance and support are invaluable. To the Members, your continuous support and enthusiasm for our endeavors motivate us to strive for excellence. To the Committee Members, your dedication of time and expertise ensures that our initiatives are successful and aligned with our Club's vision. To the Staff and Concessionaires, your hard work and professionalism are the backbone of our Club's operations. We couldn't achieve our goals without you. And finally, to our God Almighty for the restoration of health and the strength to continue what we have started.

Together, we will continue to build a Club that we can all be proud of.



JOSE G. RAZON
President

Treasurer's Report

We are pleased to report the financial achievements of the Club for the Fiscal Year 2024 as reflected in the Audited Financial Report which shows a net excess of revenues over expenses of P34.59 Million. In terms of cash flow, we are proud to inform our Stockholders that our Cash and Cash Equivalents including Investment in Time Deposits is at P 130.5 Million as of June 30, 2024.

Several projects were completed this Fiscal Year and we are proud to report that we were able to provide the funds for the Zoysia Infusion Project Phase 2, the Tee Renovations in the North Course, Completion of the Sewerage Treatment Plant, Automatic Fire Sprinkler System, Reblocking of the Don Celso Tuason Ave., Repair of the Golf Cart Path, Valley Signages with Landscaping, and the Toilet Renovation in the Main Clubhouse.

For the Fiscal Year 2025 our funds will be able to finance future projects related to the improvement of golf course, clubhouse, and road improvement.

We are also pleased to report the highlights of the VGCCI's Audited Financial Statements for the Fiscal Year ending June 30, 2024:

- Gross Revenue is at an all-time high of P253.91 Million reflecting an increase of P22.7 Million or 9.8%. The significant increase of the total revenues during the year was from Club's operating activities, such as Green Fees at P37.81 Million or an increase of P6.09 Million from P31.72 Million last year due to increase in the number of accompanied guests and tournaments. Revenues from Assessment for Road Maintenance which includes Road User Fees and Stickers also significantly increased to P36.83 Million or an increase of P8.49 Million compared to P28.34 Million last year. While revenue from Members' Contributions has a minimal increase this year at P70.94 Million compared to P70.79 Million last year, this means the cost to members did not increase. Other Membership-Related revenues from Initial Service Charge, Renewal Fees and Transfer Fees increased to P35.58 Million or an increase of P4.66 Million.
- The Costs and Expenses is at P225.91 Million showing an increase of P23.05 Million or 11.37%.The expense items that increased during the year include Supplies and Outside Services both by P4.8 Million, Sundries by P3.13 Million, which consist mainly of advertising expenses, prompt payment discounts, insurance and net expenses incurred during tournaments, Utilities by P1.1 Million and Personnel by P2.6 Million. Other expenses include Repairs and Maintenance.
- The Excess of Revenue over Expenses is P34.59 Million, an improvement of P5.30 Million or 18.09% from 29.29 Million last year.
- Total Assets stands at P467.99 Million reflecting an increase of P75.91 Million or 19.36% from 392.09 Million last year.
- Members' Equity is at P323.73 Million with an increase of P33.67 Million or 11.61% from 290.06 Million last year.

We would like to express our gratitude to our shareholders for their support and collaboration on our financial projects. We are thankful to President Joey Razon and the Board Members for their trust in the Treasury Group. We also want to extend our appreciation to the Finance Committee for their dedication and valuable time.

As we conclude our Fiscal Year, we want to express our gratitude to the Almighty for the numerous blessings granted to our Club, and to my fellow Board members for their steadfast support of the Treasury. I also want to acknowledge the Finance Committee, a group of finance professionals who have generously shared their insights and ideas for the benefit of our Club. It has been both a pleasure and an honor to serve as your Treasurer.

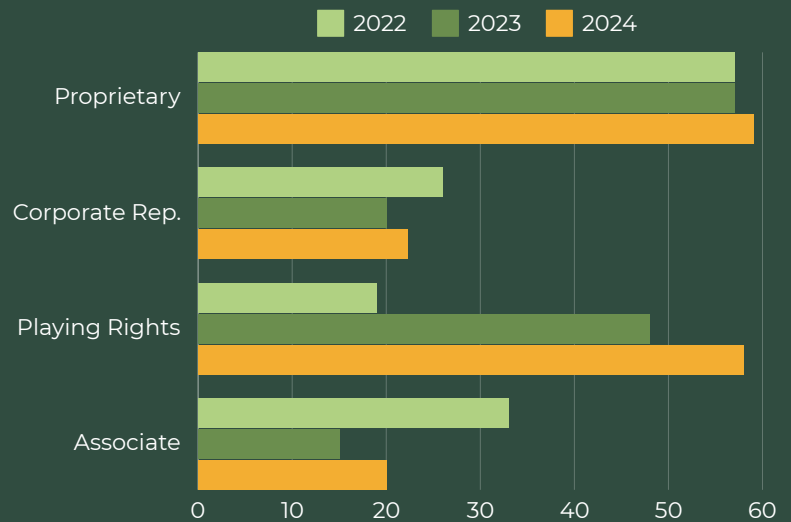


ERIC R. ILLESCAS
Treasurer

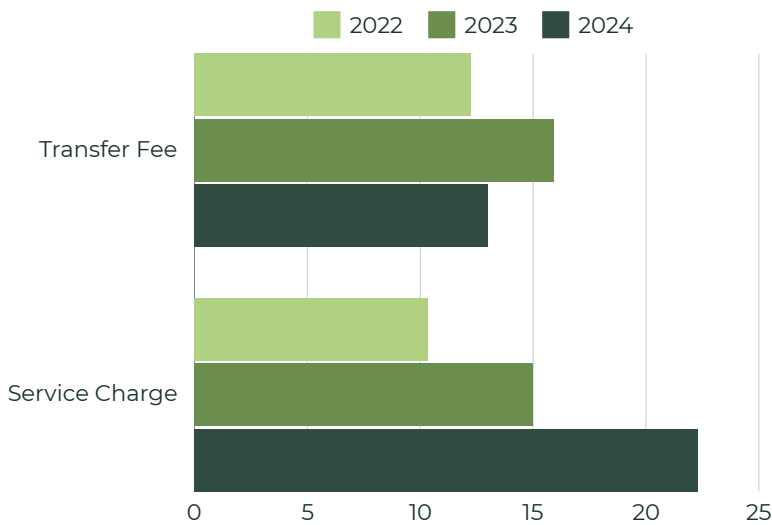
COMMITTEE REPORTS

Membership Committee

The Membership Committee was able to evaluate, interview, and recommend a total of fifty-nine (59) proprietary members, twenty (22) corporate representatives, fifty-eight (58) playing guests, and twenty (20) associate members for the fiscal year 2023-2024.



REVENUE GENERATED:



A total of Php 13.01 Million has been generated from the transfer fees which is a decrease from previous fiscal year by 18.3%. However, we have generated Php 22.32 Million from the service charge, a notable increase of 48.89% compared to the previous year.

COMMITTEE REPORTS

Finance Committee

The Finance Committee is the principal committee tasked to oversee the financial performance of the Club and recommend financial strategies to the Board.

The remarkable results of our financial statements for the Fiscal Year ending June 30, 2024, are the results of the collaborative efforts of the Board of Directors, the Finance Committee, and the other Committees of the Club.

We are pleased to report the Audited Financial Reports of the Club which shows a net excess of revenues over expenses of P34.59 Million. Our Cash and Cash Equivalents including Investments in Time Deposits is at P 130.5 Million as of June 30, 2024.

We would like to report that the Finance Committee in its effort to accomplish these tasks had submitted the following recommendations to the Board:

- Increase of Green Fee rates to make our green fee rates comparable to other Golf Clubs. This resulted in an increase in our revenues.
- Recommended the disposal and sale of unused batteries of Club's golf carts
- Sale of the unused truck of the Club through auction.
- Participated in the recommendation on the issuance of four (4) green fee coupons for advanced payment of monthly dues instead of the one-month discount.
- Recommended the policies and guidelines in the investing Club's excess funds.

The audited financial statements for the fiscal year ending June 30, 2024 was reviewed by the Finance Committee with the external auditors, Sycip Gorres Velayo & Co. to ensure compliance with accounting and audit standards.

For the Fiscal Year 2025, the Finance Committee spearheaded the review and preparation of the Financial and Business Plan to sustain Club's operations and various projects.



COMMITTEE REPORTS

Real Estate Committee

The Real Estate Committee has an important role to play in the overall operations of our Club. The Committee is responsible, among other things, for studying and recommending to the Board the best possible utilization of real estate assets owned by the Club. This includes the lease or sale of real properties at the best possible price, the grant of right of way and approval of easements required by public utilities.

In line with these responsibilities, the Real Estate Committee submitted the following recommendations to the Board during the last fiscal year:

1. Recommendation to file ejectment case against the illegal settlers in Lot 6-A-6-A-2, a 348 square meter property along Don Celso Tuason Avenue beside the bridge heading to Ortigas Avenue.

2. Recommendation on Construction Permit Fees

The Committee recommended status quo on the rates of Construction Permit Fees. The reasons are as follows:

The primary objective for imposing fees on construction activities within the Valley Golf community is not really for revenue purposes but to monitor and regulate such construction activities to ensure that only legitimate homeowners/establishments with right of way permits are allowed entry of construction materials.

The Club already collects right of way fees, Road Users' Fee and Stickers from such establishments and residents.

Maintaining the rates at current nominal levels will foster goodwill with the homeowners and companies seeking to establish their residence and businesses in the area.

3. Update on the Valley Golf Case versus squatters in Sitio Malaya

This is a complaint filed by the Club to recover possession of a 2,082-sqm real



COMMITTEE REPORTS

Real Estate Committee (cont.)

property owned by the Club located in Sitio Malaya along Don Celso Tuason Avenue from close to 100 squatter families. The Court of Appeals' favorable decision has become final and executory and is now in the execution stage.

With the help of the LGU, we were able to relocate most of the squatters to Hapay na Manga in Antipolo. There are still 8 remaining families but 4 have already signed an amicable settlement agreement with the Club in exchange for financial and relocation assistance.

Meanwhile, the Committee recommended fencing the vacated areas to prevent the construction of any more structures and limiting the movement of persons within the property. We also put up a Security Detachment in the area to facilitate the voluntary demolition and prevent entry of unauthorized individuals.

The other accomplishments of the Committee are as follows:

- a. The Real Estate Committee recommended revisions to its Charter including the expansion of its functions and responsibilities.
- b. Made recommendations regarding a recently discovered property with a potential market value of P 8 Million. The property is described as Lot 29 Block 7 located in Sitio Tabang with an area of 1,815 sq. meters but is landlocked, with squatters and without right of way.

The Committee visited the site last July 19, 2024 to survey the area together with the surveyor who suggested constructing a road with culvert as right of way going up to Pennylane St.

The Committee also recommended the construction of a perimeter fence around the area of Sitio Tabang property to prevent the entry of more illegal settlers.

- c. On May 10, 2024, the Real Estate Committee, together with the Security and Engineering Department, conducted an ocular visit to some of Valley Golf



COMMITTEE REPORTS

Real Estate Committee (cont.)

properties. This visit was aimed at providing the committee members with a visual understanding of the properties being discussed during meetings.

d. The Committee recommended a new right of way fee computation for lessees based on the duration of their contract with the lessor.

e. We were able to collect right of way fees from the residents of St. Martha's Subdivision and from public utilities including Converge, Ironcon, and HGC. We have also reviewed and recommended the approval of other applications for Right of Way for Philcom, Hapi Bytes, and Ignite. We are expecting more right of way applications this coming fiscal year. This means more income for the Club.



COMMITTEE REPORTS

Security Committee

The Security Committee for the year 2023-2024 was composed of the following:

Chairman	-	Director Constantine Kohchet-Chua
Vice Chairman	-	Mr. John Borromeo III
Members	-	Mr. Marvin Caparros Mr. Dino Dionisio Mr. Lakan Fonacier Mr. Bernard Jao Mr. Jerry Jiao Mr. Edward Lim Mr. Tonki Ramos
Adviser	-	Mr. Philip Tanchi

The Committee held regular meetings during the year, with the members of the committee constituting a quorum, along with representatives of Annapolis Security Agency, GM Dan Salvador and Ms. Rose Victor of VGCC.

SECURITY COMMITTEE PROJECTS FOR THE YEAR 2023-2024.

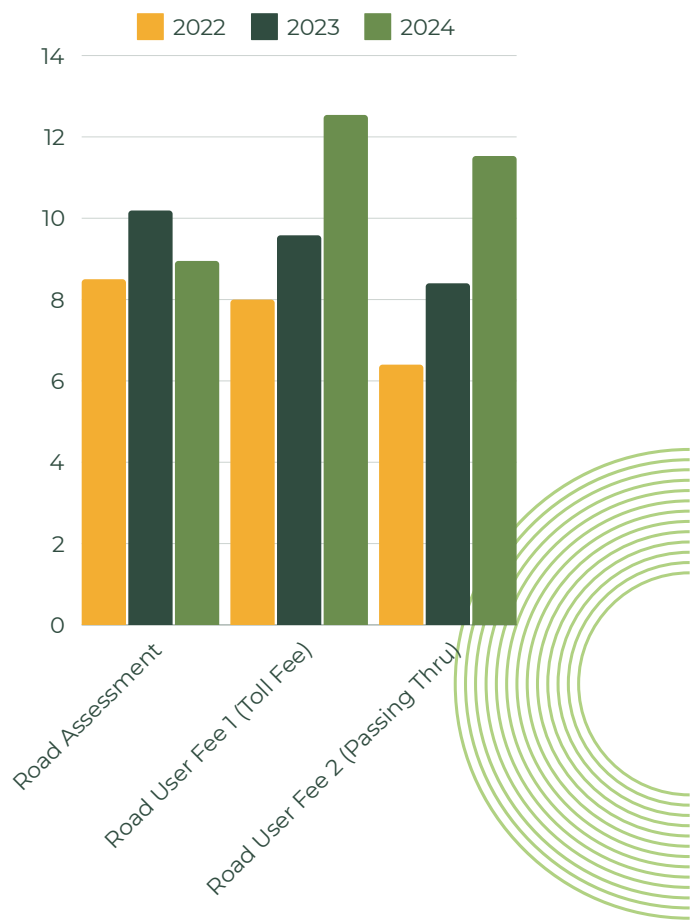
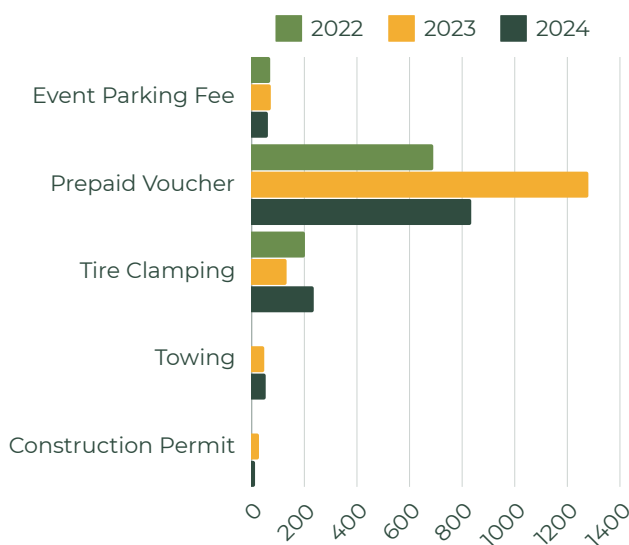
1. Re-blocking and installation of drainage system along Don Celso Tuason Avenue.
2. Installation of CCTV cameras for the 2 Clubhouses (Main and North), Parking area A & B, Swimming pool area, Golf Cart area 1 & 2, Motor pool Area, Carpentry area. All guard house
3. RFID for Ortigas and Sumulong gates
4. Road safety measures
 - o Road Speed Strips
 - o Reflectorized paint on said road to indicate “Max 30kph” speed
 - o Centerline Cat’s Eye/Road reflector
 - o Razor wire for Valley Fence



COMMITTEE REPORTS

Security Committee (cont.)

This year the committee is happy to inform the increase in revenue thru our collection system with the help of our security agency ANNAPOLIS SECURITY AGENCY.



CLEAN-UP OF DON CELSO TUASON AVENUE

This year, the Committee agreed to reimpose the no parking along Don Celso Tuason Avenue and easement. The Committee also agreed to continue implementing tire clamping and towing for all illegally parked vehicles along DCT Avenue and easement.

Annual Report

COMMITTEE REPORTS

House Committee

The House Committee has built upon the successes of previous years, while laying the groundwork for new initiatives aimed at further elevating the prestige of Valley Golf Club. Our mission is to ensure that members, their families, and guests enjoy a premier experience at every visit.

One of the key highlights this year was the timely completion of the Main Lobby Toilets renovation, perfectly coinciding with the prestigious Don Celso Tuason and Valley Founders Cup. This elegant upgrade offers a glimpse of the future vision for the entire clubhouse, reflecting sophistication and comfort. Additionally, the installation of the new Valley Golf signage at the entrance now greets visitors with a bold statement of the ongoing transformation happening throughout the Club.

In our efforts to enhance member comfort, the Men's Locker Room now features plush carpeted floors and revamped shower cubicles equipped with a modern shower system. These seemingly small upgrades deliver a significant impact, contributing to an overall superior experience at Valley Golf Club.

HIGHLIGHTS AND COMPLETED PROJECTS

- Renovation of Main Lobby Toilets
- Carpet tile installation in Men's Locker Room
- Upgrade of the shower system in Men's Locker Room
- New signage and landscaping at the main bridge gate
- Enhanced landscaping at Sumulong entrance gate
- New contract with Nuat Thai for spa services
- Renewal of the Golf Kitchen contract at the Main Clubhouse

NEW AND UPCOMING PROJECTS

- Renovation of the Main Lower Veranda
- Construction of a Security Office
- Creation of a Drivers Lounge
- Development of a Multi-Sports Complex
- Enclosure and air-conditioning of the Upper Coffee Shop Lounge
- Installation of solar panels for energy sustainability
- Renovation of the Employees and Caddies Canteen at the Motorpool area

COMMITTEE REPORTS

Grounds Committee

Our collective goal has been to elevate the quality, aesthetics, and playability of both courses, ensuring it remains in pristine condition year-round. This year's focus has been on four key areas: Zoysia grass infusion, bunkers restoration, cart path improvements, and a comprehensive drainage audit.

1. Zoysia Grass Infusion Initiative

A highlight of our course improvement strategy this year has been the extensive Zoysia grass infusion across our fairways and roughs. Zoysia has consistently proven to be one of the most durable, drought-tolerant grass varieties, with its low water and maintenance requirements. Zoysia was introduced to the South Course, focusing on landing areas and tee complexes.

The infusion has not only enhanced the visual appeal of the course but has also led to more consistent playing surfaces throughout the year. Players have already reported improved lies, and we have observed a marked reduction in water usage and maintenance frequency in the newly infused areas. Our long-term goal is to establish Zoysia as the dominant turf at the South Course over the next year, ensuring long-term sustainability and superior playing conditions.

2. Bunker Restoration and Reinforcement

Bunkers are a critical part of both the strategy and aesthetic of our course. This year, a major focus has been on restoring and stabilizing bunker faces to prevent erosion and enhance their playability, particularly during inclement weather. We also optimized the sand depth to provide uniformity, ensuring that bunkers play consistently across the course. We will continue this restoration project throughout the year, targeting additional bunkers that require reinforcement.

3. Cart Path Enhancements

Our efforts to upgrade the cart paths have addressed both functional and aesthetic concerns. This year, we repaved cart paths, focusing on areas prone to erosion, cracking, or encroachment by tree roots. To enhance safety and traffic flow, we widened paths in key locations and introduced curbing where necessary to protect adjacent turf.

In addition to the repaving, we have initiated a long-term plan to improve the course's navigation system. Enhanced signage and directional markers have been installed to guide traffic more efficiently, while reducing wear and tear on high-traffic zones. These improvements will ensure that our cart paths remain functional and visually appealing for years to come.



COMMITTEE REPORTS

Grounds Committee

4. Comprehensive Drainage Audit and Improvement Strategy

Water management is vital to the longevity and playability of our course, especially given the challenges posed by increasingly unpredictable weather patterns. This year, the committee conducted a thorough drainage audit, identifying problematic areas across the course where water pooling and slow drainage have been recurrent issues.

As part of the audit, we prioritized sections at the North Course which have historically experienced poor drainage, leading to soft fairways and disrupted play. The findings from this audit will inform our ongoing drainage improvement strategy, with plans to expand our drainage infrastructure over the next 2 years. Our ultimate goal is to ensure that our course remains playable and in excellent condition, regardless of weather conditions.

5. Future Outlook and Goals

Looking ahead, the Grounds Committee is committed to continuing these enhancements. Our focus for the coming year includes expanding the Zoysia infusion project to cover the remaining fairways and roughs, advancing the bunker restoration project, and executing the next phase of our drainage improvement plan.

We also plan to conduct an irrigation audit to complement our drainage efforts, ensuring that our course is equipped to handle both drought conditions and heavy rainfall with equal efficiency. Additionally, we will explore more sustainable maintenance practices, including the potential use of renewable energy for our maintenance fleet and facilities.

We encourage members to share their feedback and suggestions as we strive to create a course that not only meets but exceeds your expectations. Your support and input have been invaluable in guiding our work.

On behalf of the Grounds Committee, I want to express our gratitude for your continued trust and partnership in making our course one of the finest in the region.



Annual Report

COMMITTEE REPORTS

Daily Course Maintenance



Annual Report

COMMITTEE REPORTS

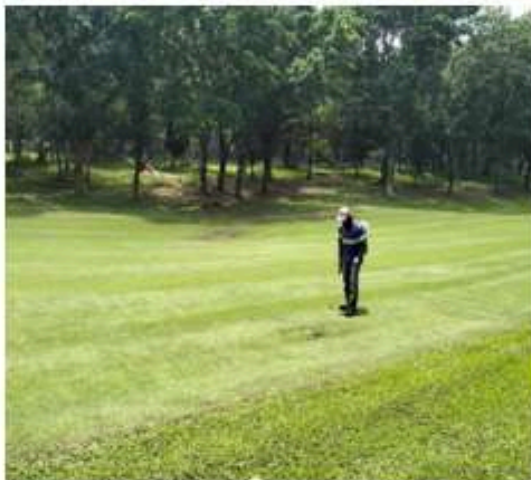
Daily Course Maintenance



Annual Report

COMMITTEE REPORTS

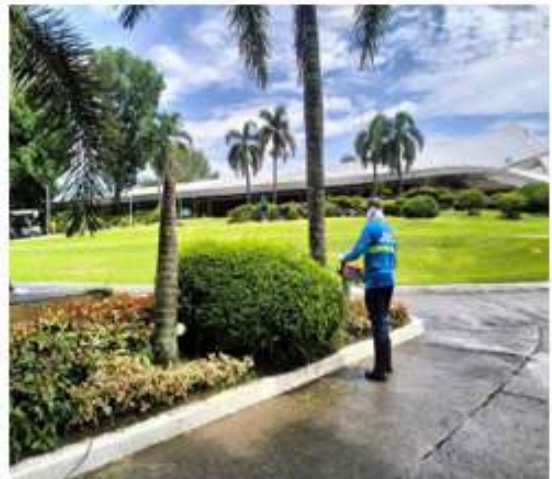
Daily Course Maintenance



Annual Report

COMMITTEE REPORTS

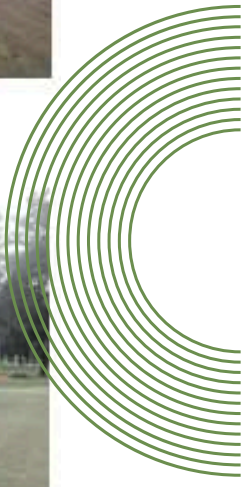
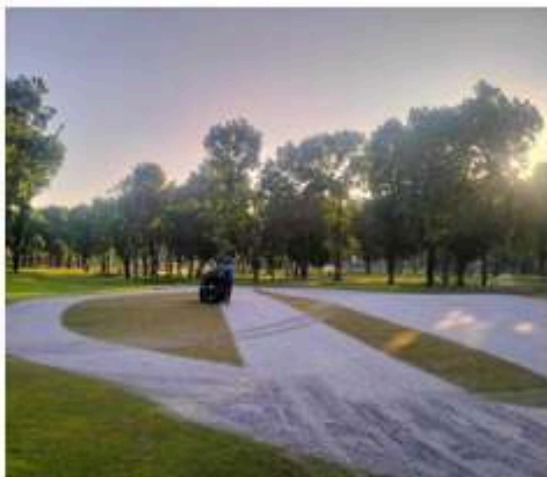
Daily Course Maintenance



Annual Report

COMMITTEE REPORTS

Cultural Practices



Annual Report

COMMITTEE REPORTS

Zoysia Infusion (South Course)



Annual Report

COMMITTEE REPORTS

Sprinkler Installation (South Course)



Valley Golf & Country Club, Inc.
(A Nonprofit Organization)

Financial Statements
June 30, 2024 and 2023
and Years Ended June 30, 2024, 2023
and 2022

and

Independent Auditor's Report



INDEPENDENT AUDITOR'S REPORT

The Members and the Board of Directors
Valley Golf & Country Club, Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Valley Golf & Country Club, Inc. (a nonprofit organization) (the Club), which comprise the statements of financial position as at June 30, 2024 and 2023, and the statements of income, statements of comprehensive income, statements of changes in members' equity and statements of cash flows for each of the three years in the period ended June 30, 2024, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Club as at June 30, 2024 and 2023, and its financial performance and its cash flows for each of the three years in the period ended June 30, 2024 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Club in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Club's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Club or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Club's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Club's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Club's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Club to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

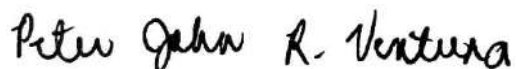
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Report on the Supplementary Information Required Under Revenue Regulations 34-2020 and 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 34-2020 and 15-2010 in Note 27 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Valley Golf & Country Club, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Peter John R. Ventura

Partner

CPA Certificate No. 0113172

Tax Identification No. 301-106-741

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2021, November 10, 2021, valid until November 9, 2024

PTR No. 10082030, January 6, 2024, Makati City

September 5, 2024



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF FINANCIAL POSITION

	June 30	
	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱108,994,941	₱82,410,206
Short-term investments (Note 5)	21,529,278	–
Trade and other receivables (Note 6)	32,914,650	23,356,548
Financial assets at fair value through profit or loss (FVPL) (Note 10)	–	10,387,218
Other current assets (Note 7)	9,051,340	9,175,335
Total Current Assets	172,490,209	125,329,307
Noncurrent Assets		
Property and equipment (Note 8)	278,002,730	255,476,745
Investment properties (Note 9)	73,562	85,616
Trust fund (Note 10)	5,186,530	4,984,096
Deferred tax assets - net (Note 23)	8,256,368	1,126,720
Other noncurrent assets (Note 11)	3,979,579	5,084,160
Total Noncurrent Assets	295,498,769	266,757,337
TOTAL ASSETS	₱467,988,978	₱392,086,644
LIABILITIES AND MEMBERS' EQUITY		
Current Liabilities		
Trade and other payables (Note 12)	₱72,139,604	₱51,760,709
Members' deposits and others (Note 13)	23,637,412	19,477,090
Contract liabilities - current (Note 14)	10,995,980	9,709,296
Provision for probable claims (Note 15)	5,668,575	7,268,575
Total Current Liabilities	112,441,571	88,215,670
Noncurrent Liabilities		
Retirement benefit obligation (Note 25)	9,571,349	8,266,671
Contract liabilities - noncurrent (Note 14)	20,913,359	4,697,749
Security deposits (Notes 18 and 19)	1,336,078	849,803
Total Noncurrent Liabilities	31,820,786	13,814,223
Total Liabilities	144,262,357	102,029,893
Members' Equity		
Capital stock (Note 16)	14,346,000	14,346,000
Contributions in excess of par value	201,627,772	201,627,772
Accumulated excess of revenues over expenses	107,752,849	74,082,979
Total Members' Equity	323,726,621	290,056,751
TOTAL LIABILITIES AND MEMBERS' EQUITY	₱467,988,978	₱392,086,644

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF INCOME

	Years Ended June 30		
	2024	2023	2022
REVENUES			
Revenue from contracts with customers (Note 17)	₱228,061,656	₱206,976,023	₱140,813,780
Rentals (Note 19)	23,714,557	22,701,459	20,986,983
Gain on change in fair value of financial assets at FVPL and trust fund	624,320	394,304	140,564
Gain on disposal of property and equipment (Note 8)	108,106	573,214	371,572
Interest income (Notes 4, 5, 10, and 19)	1,405,601	611,952	129,588
	253,914,240	231,256,952	162,442,487
COST AND EXPENSES			
Cost of services (Note 20)	195,008,061	177,725,539	132,701,080
General and administrative expenses (Note 21)	30,225,122	24,600,299	18,495,865
Interest expense (Notes 19, 25 and 26)	675,334	527,353	316,664
	225,908,517	202,853,191	151,513,609
EXCESS OF REVENUES OVER EXPENSES BEFORE INCOME TAXES	28,005,723	28,403,761	10,928,878
PROVISION FOR (BENEFIT FROM) INCOME TAXES (Note 23)	(6,585,238)	(883,140)	573,993
EXCESS OF REVENUES OVER EXPENSES	₱34,590,961	₱29,286,901	₱10,354,885

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended June 30		
	2024	2023	2022
EXCESS OF REVENUES OVER EXPENSES	₱34,590,961	₱29,286,901	₱10,354,885
OTHER COMPREHENSIVE LOSS			
<i>Item not to be reclassified to profit or loss in subsequent periods:</i>			
Re-measurement losses on defined benefit obligation (Note 25)	(1,228,122)	(796,815)	(2,692,482)
Income tax effect	307,031	—	—
	(921,091)	(796,815)	(2,692,482)
TOTAL COMPREHENSIVE INCOME	₱33,669,870	₱28,490,086	₱7,662,403

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF CHANGES IN MEMBERS' EQUITY

	Years Ended June 30		
	2024	2023	2022
CAPITAL STOCK (Note 16)	₱14,346,000	₱14,346,000	₱14,346,000
CONTRIBUTIONS IN EXCESS OF PAR VALUE	201,627,772	201,627,772	201,627,772
ACCUMULATED EXCESS OF REVENUES OVER EXPENSES			
Balances at beginning of year	74,082,979	45,592,893	37,930,490
Excess of revenues over expenses	34,590,961	29,286,901	10,354,885
Other comprehensive loss	(921,091)	(796,815)	(2,692,482)
Total comprehensive income	33,669,870	28,490,086	7,662,403
Balance at end of year	107,752,849	74,082,979	45,592,893
TOTAL MEMBERS' EQUITY	₱323,726,621	₱290,056,751	₱261,566,665

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.
(A Nonprofit Organization)

STATEMENTS OF CASH FLOWS

	Years Ended June 30		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Excess of revenues over expenses before income taxes	₱28,005,723	₱28,403,761	₱10,928,878
Adjustments for:			
Depreciation and amortization (Notes 8, 9 and 11)	21,208,125	20,967,046	23,417,865
Movements in:			
Provision for probable claims (Note 15)	(1,600,000)	1,600,000	–
Retirement benefit obligation	(586,370)	(656,062)	(806,027)
Interest income (Notes 4, 5, 10 and 19)	(1,405,601)	(611,952)	(129,588)
Interest expense (Note 19, 25 and 26)	675,334	527,353	316,664
Gain on change in fair value of financial assets at FVPL and trust fund (Note 10)	(624,320)	(394,304)	(140,564)
Gain on disposal of property and equipment (Notes 8 and 17)	(108,106)	(573,214)	(371,572)
Loss on derecognition of property and equipment (Note 8 and 21)	–	131,371	–
Operating income before working capital changes	45,564,785	49,393,999	33,215,656
Decrease (increase) in:			
Trade and other receivables	(9,540,841)	(9,411,993)	(128,414)
Other current assets	(113,384)	(471,304)	(1,300,269)
Increase (decrease) in:			
Trade and other payables	20,370,756	27,968,154	7,785,696
Members' deposits and others	4,156,053	1,239,387	2,088,752
Contract liabilities	17,502,294	3,000,460	3,596,814
Security deposits	500,000	–	–
Net cash generated from operations	78,439,663	71,718,703	45,258,235
Interest received	1,374,615	514,947	114,910
Interest paid	–	(15,853)	(35,549)
Net cash flows from operating activities	79,814,278	72,217,797	45,337,596
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of:			
Property and equipment (Note 8)	(43,470,880)	(38,119,519)	(45,872,069)
Short-term investments (Note 5)	(21,529,278)	–	–
Trust fund invested in time deposits (Note 10)	(5,186,530)	–	–
Software cost (Note 11)	(2,009,217)	–	–
Proceeds from disposals of:			
Financial assets at FVPL (Note 10)	10,809,104	–	–
Trust fund invested in UITF (Note 10)	5,186,530	–	–
Decrease (increase) in: other noncurrent assets (Note 11)	2,821,621	(3,171,621)	(641,857)
Proceeds from disposal of property and equipment (Note 8)	149,107	573,214	371,572
Net cash flows used in investing activities	(53,229,543)	(40,717,926)	(46,142,354)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of short-term borrowing (Note 26)	–	(236,946)	(457,454)
Proceeds from availment of short-term borrowing (Note 26)	–	–	694,400
Net cash flows from (used in) financing activities	–	(236,946)	236,946
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	26,584,735	31,262,925	(567,812)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	82,410,206	51,147,281	51,715,093
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	₱108,994,941	₱82,410,206	₱51,147,281

See accompanying Notes to Financial Statements.



VALLEY GOLF & COUNTRY CLUB, INC.

(A Nonprofit Organization)

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Valley Golf & Country Club, Inc. (the Club) was organized in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on May 14, 1958 as a nonprofit organization. On July 17, 1963, the SEC granted the Club a secondary license to sell its securities to the public.

The primary purpose of the Club is to foster and promote the game of golf and operate and maintain a golf course and country club and, generally, to do and perform all such acts and things, and exercise such powers as are ordinarily done, performed and exercised by social and athletic clubs and associations.

Prior to 2012, the Club is exempt from payment of income tax on income received from social, recreational, and athletic activities on a nonprofit basis provided that no part of the Club's income shall inure to the benefit of any of its members, trustees and officers. Under Section 30 (E) of the Tax Reform Act of 1997, an organization organized for recreational, sports and athletic activities shall be exempt from payment of income tax on income received from aforementioned activities.

On August 3, 2012, the Bureau of Internal Revenue (BIR) issued Revenue Memorandum Circular (RMC) No. 35-2012 clarifying that clubs organized and operated exclusively for pleasure, recreation and other non-profit purposes are subject to income tax and value-added tax (VAT) on their income from whatever source, including but not limited to membership fees, assessment dues, rental income, and service fees.

On August 13, 2019, the Supreme Court declared that membership fees, assessment dues, and fees of similar nature collected by Clubs which are organized and operated exclusively for pleasure, recreation, and other nonprofit purposes do not constitute as: (a) "the income of recreational clubs from whatever source" that are "subject to income tax"; and (b) part of the "gross receipts of recreational clubs" that are "subject to VAT". Accordingly, the Club did not collect the related output VAT for membership fees, assessment dues, and fees of similar nature.

The registered office of the Club, which is also its principal place of business, is located at Don Celso S. Tuason Ave., Antipolo City.

The Club's Board of Directors (BOD) approved the issuance of the financial statements as at June 30, 2024 and 2023 and for each of the three years in the period ended June 30, 2024 on September 5, 2024.

2. Material Accounting Policy Information

Basis of Preparation

The financial statements of the Club have been prepared on a historical cost basis, except for the financial assets at FVPL and trust fund which are measured at fair value. The financial statements are presented in Philippine peso (₱), which is the Club's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.



Statement of Compliance

The financial statements of the Club have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Club has adopted the following amendments to existing standards starting July 1, 2023. The Club has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these pronouncements did not have any impact on the financial statements of the Club.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:
 - Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
 - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments have had an impact on the Club’s disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Club’s financial statements.

- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 12, *International Tax Reform – Pillar Two Model Rules*

Standards Issued but Not yet Effective

Pronouncements issued but not yet effective are listed below. The Club does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Club intends to adopt the following pronouncements when they become effective.

Effective beginning on or after July 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Effective beginning on or after July 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*



Financial Assets

Initial Recognition and Measurement of Financial Assets

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost and FVPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Club's business model for managing the financial assets. With the exception of trade receivables that do not contain a significant financing component the Club initially measures a financial asset at its fair value plus, in the case of financial assets not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Club has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Club's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

The Club's financial assets are in the nature of financial assets at amortized cost and financial assets at FVPL.

Subsequent Measurement of Financial Assets

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortized cost

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in the statement of income when the asset is derecognized, modified or impaired.

The Club's financial assets at amortized cost includes cash and cash equivalents, short-term investments, trade and other receivables, trust fund invested in time deposits, and refundable deposit presented in "Other noncurrent assets" in the statements of financial position (see Notes 4, 5, 6, 10 and 11).

Financial assets at FVPL

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of income.

The Club's financial assets at FVPL includes its investments in unit investment trust fund (UITF) (see Note 10).



Impairment of Financial Assets

The Club recognizes an allowance for expected credit losses (ECLs) for all financial asset not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Club expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash in bank and cash equivalents, financial assets at FVPL, and trust fund, the Club applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Club's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Club considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

For trade and other receivables, the Club applies a simplified approach in calculating ECLs. Therefore, the Club does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Club has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Definition of default

The Club considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Club, in full (without taking into account any collaterals held by the Club).

Irrespective of the above analysis, the Club considers that default has occurred when a financial asset is more than 120 days past due unless the Club has reasonable and supportable information to demonstrate that a more conservative default criterion is more appropriate.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Club compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Club considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Club's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Club's core operations.



Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a) significant financial difficulty of the issuer or the borrower;
- b) a breach of contract, such as a default or past due event;
- c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- e) the disappearance of an active market for that financial asset because of financial difficulties.

The Club implements a policy on its receivables, wherein members in the delinquent list or those with accounts that are past due for a certain period are reported to the BOD. The respective shares of the members or of the juridical entities they represent shall be ordered sold by the BOD, through an auction, to satisfy the claims of the Club.

Write-off policy

The Club writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Club's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized the statement of income.

Financial Liabilities

Initial Recognition and Measurement of Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivative designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in case of loans borrowings and payables, net of directly attributable transaction costs.

The Club's financial liabilities are in the nature of amortized cost. The Club has no financial liabilities at FVPL and derivative instruments as at June 30, 2024 and 2023.

Subsequent Measurement - Loans and borrowings and Payables

This is the category most relevant to the Club. After initial recognition, loans and borrowings and payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of income when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of income.

The Club's financial liabilities at amortized cost includes trade and other payables excluding statutory payables, members' deposit and others, provisions for probable claims and security deposits (see Notes 12, 13, 15, 18 and 19).



Fair Value Measurement

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Club.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Club uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Club determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Club has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Property and Equipment

Property and equipment, except for land, are stated at cost less accumulated depreciation and any impairment losses, if any. Land is stated at cost less any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable taxes, and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when the recognition criteria are met. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance and overhaul costs, are normally charged to the statement of income in the period when the costs are incurred.



Depreciation is computed on a straight-line basis over the following estimated useful lives of the assets:

<u>Category</u>	<u>Number of Years</u>
Land improvements	3-50
Building and structures	5-50
Ground tools and services machinery and equipment	3-10
Furniture, fixtures and equipment	3-10
Transportation equipment	5

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Depreciation is computed when the construction is completed.

The useful lives and methods of depreciation of property and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of income in the year the asset is derecognized.

Investment Properties

Except for land, investment property is stated at cost less accumulated depreciation and impairment in value for building. The cost of the investment property comprises its purchase price and other direct costs. Depreciation on the building is computed on a straight-line basis over the estimated useful life of 20 years. Land is stated at cost less any impairment in value.

Transfers are made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction of development. Transfers are made from investment property when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. These transfers are recorded using the carrying amount of the investment property at the date of the change in use.

Gains or losses resulting from the sale of an investment property are recognized in the statement of income.

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the statement of income in the year of retirement or disposal.

Computer Software

Computer software included as part of "Other noncurrent assets" is initially recognized at cost. Following initial recognition, computer software is carried at cost, less accumulated amortization and any accumulated impairment in value.

Computer software is amortized on a straight-line basis over its estimated useful economic life of three (3) years to five (5) years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization commences when the computer software is available for use. The period and method of amortization for the computer software are reviewed at each end of the reporting period. Changes in the estimated useful life is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization



expense is recognized in the statement of income in the expense category consistent with the function of the computer software.

Impairment of Property and Equipment, Investment Properties and Computer Software

The Club assesses at each reporting date whether there is an indication that a nonfinancial asset may be impaired. If any such indication exists, the Club makes a formal estimate of recoverable amount. The nonfinancial asset's estimated recoverable amount is the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other nonfinancial assets or group of nonfinancial assets, in which case the recoverable amount is assessed as part of the cash generating unit to which it belongs. Where the carrying amount of the nonfinancial asset exceeds its estimated recoverable amount, the nonfinancial asset is considered impaired and is written down to its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the nonfinancial asset. Fair value less costs to sell is the amount obtainable from the sale of the nonfinancial asset or cash-generating unit in an arm's-length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the nonfinancial asset.

Impairment losses are recognized in the statement of income in those expense categories consistent with the function of the impaired nonfinancial asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the nonfinancial asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its estimated recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of income.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Club expects to be entitled in exchange for those goods or services. The Club has generally concluded that it is the principal in its revenue arrangements, except for the concessionaire services, because it typically controls the goods or services before transferring them to the customer.

The following are the Club's performance obligations:

Membership Dues

Membership dues pertains to monthly member's dues and administration fee charged to the Club's members and past Club presidents, respectively. Revenues are recognized over time when membership dues are due and demandable, net of any discount. Any advance payments are recorded under "Contract liabilities" account in the statement of financial position.

(i) *Variable Consideration*

- a. Discount on annual dues are provided to the members when they pay the annual dues in advance. The discount is equivalent to one-month membership dues and is presented as a reduction to the revenue recognized.



- b. Discount on prompt payments are provided to members when they pay their account balance in full within one month after billing. To estimate the variable consideration for the expected discount on prompt payments, the Club applies the most likely amount.

Sports and Recreation

Sports and recreation pertain to fees charged for use of the Club's golf and swimming pool facilities. This also includes the service fee charged for every play of golf. Revenues are recognized overtime when the related services have been rendered.

Assessment for Road Maintenance

Assessment for road maintenance is income generated from the use of the Club's main road, Don Celso S. Tuason Avenue. Revenues are recognized overtime when the related services have been rendered.

Corporate Services

Corporate services pertain to fees charged by the Club for processing members transactions. This includes transfer fees and service charge on playing guests. Transfer fees are transaction fees for transfers of members shares of stocks. Service charges on playing guests are transaction fees or cash requirements in order to process the Club's playing rights to outside individuals. Revenues are recognized overtime when the related services have been rendered.

Concession Fees

Concession fees pertains to a fee charged by the Club to its concessionaires in exchange for the right granted to the later to render food and beverage services and sale of goods to its members and guests. The amount of the commission income is based on the terms of the concessionaires' agreements. The Club acts as an agent on its concession agreements since it does not have control over the specified goods or services that will be delivered by the concessionaires to the Club's members and guests. Revenues are recognized at a point in time when the concessionaire has delivered the goods to the members and guests and the related services have been rendered.

Revenue from Special Events

Revenue from special events pertains to fees charged for golf tournaments and Club's social events. Revenue is recognized overtime upon occurrence of the event.

Patronage Fees

Patronage fees are consumables that members are entitled to for the consumption of food provided by the Club's concessionaire. Revenue are recognized at a point in time upon determination of the expired and unconsumed portion of the minimum required purchase of food and beverage, subject to the Club's policy. Any advance payments are recorded under "Contract liabilities" account in the statement of financial position.

Surcharge on Past Due Accounts

Surcharge on past due accounts are penalties charged to members with delinquent accounts for over 45 days from the cut-off date of the statement of account until the account is paid in full. Revenues are recognized at a point in time upon collection of the amount charged to the member for delayed payment.

Contract Balances

Receivables

A receivable represents the Club's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).



Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Club performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Club has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Club transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Club performs under the contract.

Leases

Determination of Whether an Arrangement Contains a Lease

The Club assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Club as a Lessor

Leases in which the Club does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income is accounted for on a straight-line basis over the lease terms and is included in the statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Retirement Benefit Obligation

Defined Benefit Plan

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the financial reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Re-measurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in statement of income.



Re-measurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Re-measurements are not reclassified to statement of income in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Club, nor can they be paid directly to the Club. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Club's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Taxes

Current Income Tax

Current income tax assets and liabilities for the current and the prior period are measured at the amount expected to be recovered from or paid to the taxation authority. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each financial reporting period.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or loss.

Deferred tax assets are recognized for all deductible temporary differences, and the carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and the carryforward benefits of unused tax credits and unused tax losses can be utilized except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or loss.

The carrying amount of deferred tax assets is reviewed at each end of reporting period and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each end of reporting period and are recognized to the extent that it has become probable that sufficient future taxable income will allow the deferred tax asset to be recovered.



Deferred tax assets and liabilities are measured at the income tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on income tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. Deferred tax relating to items recognized directly in equity is recognized in equity and not in the statement of income.

Value-added Tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

For the non-VAT registered activities, the amount of VAT passed on from its purchase of goods or service is recognized as part of the cost of goods/asset acquired or as part of expense item, as applicable.

Provisions

Provisions are recognized when the Club has a present obligation (legal and constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are made by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Where the Club expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of income, net of any reimbursement.

Events After the Reporting Date

Post year-end events that provide additional information about the Club's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Accounting Judgments, Estimates, and Assumptions

The preparation and fair presentation of the accompanying financial statements in compliance with PFRSs requires management to make judgments and estimates that affect the amounts reported in the financial statements and the accompanying notes. The judgments and estimates used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Future event may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimate are reflected in the financial statements as they become reasonably determinable. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.



Judgments

In the process of applying the Club's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognized in the financial statements:

Revenue from contracts with customers

The Club applied the following judgement that significantly affect the determination of the amount of revenue from contracts with customers:

- *Principal versus agent considerations*

The Club enters into contracts with its concessionaires to perform, on their behalf, sale of goods and services to its members. The Club determined that it does not control the goods before they are transferred to customers. The following factors indicate that the Club does not control the goods before they are being transferred to customers. Therefore, the Club determined that it is an agent in these contracts.

- The Club is not primarily responsible for fulfilling the promise to provide the goods or services.
- The Club's revenue is in the form of a fixed commission income as established in the concession contract with the concessionaires.
- The Club does not have inventory risk before or after the goods has been transferred to the customer.
- The Club has no discretion in establishing the price for the goods and services.

Operating Lease - Club as Lessor

The Club has entered into commercial property leases on its investment properties. The Club has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

Rental income pertaining to these leases amounted to ₱23,714,557, ₱22,701,459, and ₱20,986,983 in 2024, 2023 and 2022, respectively (see Note 19).

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimation of Provision for ECLs of Trade and Other Receivables

The Club uses a provision matrix to calculate ECLs for its trade and other receivables. The provision rates are based on days past due of each member that have similar loss pattern. The provision matrix is initially based on the Club's historical observed default rates. The Club calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions expected to deteriorate over the next year which can lead to an increased number of defaults in its members, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Club's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.



Receivables from members that are considered as delinquent for a certain period and the amount due the Club has exceeded the credit limit of members as maybe fixed by the BOD from time to time shall be reported to the BOD and their shares of the juridical entities they represent shall thereafter be ordered sold by the BOD at auction to satisfy the claims of the Club as stated in the By-laws. It shall be absolutely prohibited to auction the share of a member whose overdue/delinquent account does not exceed such member's credit limit. As approved by the BOD, the members' credit limit shall be fixed at ₱50,000. A member may pay the overdue account at any time before the auction sale.

The carrying value of trade and other receivables amounted to ₱32,914,650 and ₱23,356,548 net allowance for ECL of ₱1,613,395 and ₱1,725,845 as at June 30, 2024 and 2023, respectively (see Note 6).

Estimation of Useful Lives of Property and Equipment and Investment Properties

The Club estimates the useful lives of property and equipment and investment properties excluding land, based on the period over which the Club's property and equipment and investment properties are expected to be available for use. The estimated useful lives of property and equipment and investment properties are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets. In addition, the Club's estimation of the useful lives of property and equipment and investment properties are based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible that the future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above.

As at June 30, 2024 and 2023, there were no changes made in the estimated useful lives of the Club's property and equipment and investment properties. The carrying amount of property and equipment amounted to ₱268,673,267 and ₱246,147,282 as at June 30, 2024 and 2023, respectively (see Note 8). The carrying amount of investment properties amounted to nil and ₱12,054 as at June 30, 2024 and 2023, respectively (see Note 9).

Retirement Benefit Costs

The cost of defined benefit pension plans and the present value of the pension obligation are determined using actuarial valuation. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, turnover rate and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the market yields on Philippine government bonds with terms consistent with the expected employee benefit payout as at end of the reporting periods.

The mortality rate is based on publicly available mortality tables and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates for the Philippines.

Retirement benefit obligation amounted to ₱9,571,349 and ₱8,266,671 as at June 30, 2024 and 2023, respectively (see Note 25).

Assessing Recoverability of Deferred Tax Assets

The Club reviews the carrying amounts of deferred tax assets at each reporting date and reduced the amounts to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Club can generate sufficient taxable profit to allow all or part of its deferred taxable assets to be utilized.



The Club's deferred tax assets amounted to ₱8,651,750 and ₱1,498,560 as at June 30, 2024 and 2023, respectively (see Note 23).

Temporary deductible differences for which no deferred tax asset was recognized amounted to ₱14,453,402 and ₱10,459,972 as at June 30, 2024 and 2023, respectively (see Note 23).

Provisions and Contingencies

The Club is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with its counsel handling the defense in these matters and is based upon an analysis of potential results. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Club's financial position and results of operations. It is possible, however, that the future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

The Club has provision for probable claims amounting to ₱5,668,575 and ₱7,268,575 as at June 30, 2024 and 2023, respectively (see Note 15).

4. Cash and Cash Equivalents

	2024	2023
Cash on hand	₱145,703	₱185,000
Cash in banks	76,098,721	70,081,957
Cash equivalents	32,750,517	12,143,249
	₱108,994,941	₱82,410,206

Cash on hand consists of fund for daily operating expenses and undeposited collections. Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short term deposits made for varying periods of up to three (3) months and earns interest at the respective short-term deposit rates.

Interest income earned amounted to ₱1,024,951, ₱598,227 and ₱115,863 in 2024, 2023 and 2022, respectively.

5. Short-term investments

Short-term investments amounted to ₱21,529,278 and nil as at June 30, 2024 and 2023. Short-term investments pertain to time deposits with maturities of more than three (3) months but less than one year and earn interest at the respective short-term placement rates.

The peso-denominated short-term investments earn an interest at a rate of 5.50% per annum in 2024 and have maturity of 119-120 days.

Interest income from short-term investments earned amounted to ₱366,925 in 2024 and nil in 2023 and 2022.



6. Trade and Other Receivables

	2024	2023
Members	P25,649,740	P17,134,348
Others	8,878,305	7,948,045
	34,528,045	25,082,393
Less allowance for ECLs	1,613,395	1,725,845
	P32,914,650	P23,356,548

Receivables from members, which are due 30 days after billing date, are noninterest-bearing and constitute a lien on the members' shares.

Other receivables consist mainly of the share of the concessionaires and maintenance provider for the security services and electricity of the access roads around the Club, advances made to officers and employees and receivables from concessionaires and various organizations which are settled within 30-90 days' term.

The movement in allowance for ECLs are as follows:

	2024	2023
Balances at beginning of year	P1,725,845	P1,725,845
Reversal (Note 21)	(112,450)	-
Balances at end of year	P1,613,395	P1,725,845

7. Other Current Assets

	2024	2023
Supplies inventories at NRV	P3,647,381	P2,728,410
Less allowance for inventory obsolescence	312,009	52,571
	3,335,372	2,675,839
Prepayments	2,781,437	4,149,671
Creditable withholding tax (CWT)	1,075,967	710,716
Advances to supplier	1,858,564	1,639,109
	P9,051,340	P9,175,335

Supplies inventories include gasoline and oil stocks, grounds materials, office, shop and maintenance supplies and construction materials. Cost of inventories valued at NRV amounted to P312,009 and P52,571 as at June 30, 2024 and 2023, respectively.

The movements in the allowance for inventory obsolescence are as follows:

	2024	2023
Balances at beginning of year	P52,571	P-
Provision during the year (Note 21)	259,438	52,571
Balances at end of year	P312,009	P52,571

Prepayments pertain to prepaid taxes and licenses, prepaid medical expenses and prepaid insurance premiums.



CWTs are amounts withheld from income subject to expanded withholding taxes. CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWTs which are claimed against the income tax due, represents excess of the tax payable and carried over in the succeeding period for the same purpose.

Advances on purchases pertain to the Club's advances on materials to be used for golf tournaments.



8. Property and Equipment

	2024							Total
	Land	Land Improvements	Building and Structures	Ground Tools and Service Machinery and Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Construction In Progress	
Cost:								
Balances at beginning of year	₱9,329,463	₱325,588,901	₱115,993,183	₱47,471,883	₱5,062,628	₱35,625,870	₱4,577,251	₱543,649,179
Additions	–	–	–	3,099,754	–	9,035,936	31,335,190	43,470,880
Disposals	–	–	–	(1,424,569)	(125,137)	(410,712)	–	(1,960,418)
Transfers	–	17,331,994	6,672,666	–	–	–	(24,004,660)	–
Balances at end of year	9,329,463	342,920,895	122,665,849	49,147,068	4,937,491	44,251,094	11,907,781	585,159,641
Accumulated depreciation:								
Balances at beginning of year	–	178,444,366	42,350,215	34,729,356	5,062,415	27,586,082	–	288,172,434
Depreciation (Notes 20 and 21)	–	7,767,227	4,611,053	4,163,283	213	4,362,118	–	20,903,894
Disposals	–	–	–	(1,383,568)	(125,137)	(410,712)	–	(1,919,417)
Balances at end of year	–	186,211,593	46,961,268	37,509,071	4,937,491	31,537,488	–	307,156,911
Net book values	₱9,329,463	₱156,709,302	₱75,704,581	₱11,637,997	₱–	₱12,713,606	₱11,907,781	₱278,002,730

	2023							Total
	Land	Land Improvements	Building and Structures	Ground Tools and Service Machinery and Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Construction In Progress	
Cost:								
Balances at beginning of year	₱9,400,307	₱319,593,027	₱68,129,272	₱43,059,450	₱5,239,708	₱31,083,817	₱32,884,836	₱509,390,417
Additions	–	–	679,427	6,501,181	–	6,000,000	24,938,911	38,119,519
Disposals	(70,844)	(66,138)	–	(2,088,748)	(177,080)	(1,457,947)	–	(3,860,757)
Transfers	–	6,062,012	47,184,484	–	–	–	(53,246,496)	–
Balances at end of year	9,329,463	325,588,901	115,993,183	47,471,883	5,062,628	35,625,870	4,577,251	543,649,179
Accumulated depreciation:								
Balances at beginning of year	–	168,894,624	39,806,380	32,270,754	5,239,495	25,053,962	–	271,265,215
Depreciation (Notes 20 and 21)	–	9,615,880	2,543,835	4,486,823	–	3,990,067	–	20,636,605
Disposals	–	(66,138)	–	(2,028,221)	(177,080)	(1,457,947)	–	(3,729,386)
Balances at end of year	–	178,444,366	42,350,215	34,729,356	5,062,415	27,586,082	–	288,172,434
Net book values	₱9,329,463	₱147,144,535	₱73,642,968	₱12,742,527	₱213	₱8,039,788	₱4,577,251	₱255,476,745



The Club opened an auction sale of various fixed assets. The Club disposed various property and equipment for ₱149,107, ₱573,214, and ₱371,572 which resulted to a gain on disposal of ₱108,106, ₱573,214, and ₱371,572 presented in statements of income in 2024, 2023, and 2022, respectively. In 2023, the Club also derecognized various property and equipment which resulted to a loss on derecognition amounted to ₱131,371 (see Note 21).

The cost of fully depreciated property and equipment still used in operations amounted to ₱166,345,354 and ₱152,539,011 as at June 30, 2024 and 2023, respectively.

9. Investment Properties

	2024		
	Building	Land	Total
Cost:			
Balances at beginning and end of year	₱53,718,366	₱73,562	₱53,791,928
Accumulated depreciation:			
Balances at beginning of year	53,706,312	–	53,706,312
Depreciation (Notes 20 and 21)	12,054	–	12,054
Balances at end of year	53,718,366	–	53,718,366
Net book values	₱–	₱73,562	₱73,562
	2023		
	Building	Land	Total
Cost:			
Balances at beginning and end of year	₱53,718,366	₱73,562	₱53,791,928
Accumulated depreciation:			
Balances at beginning of year	53,668,048	–	53,668,048
Depreciation (Notes 20 and 21)	38,264	–	38,264
Balances at end of year	53,706,312	–	53,706,312
Net book values	₱12,054	₱73,562	₱85,616

Based on the appraisal report submitted by Top Consult, Inc., independent appraiser, dated July 1, 2024, the fair value of the land with aggregate land area of 9,407 sqm. and building with total floor area of 2,271 sqm., amounted to ₱100,268,100 and ₱26,642,000, respectively.

Based on the appraisal report submitted by Top Consult, Inc., independent appraiser, dated July 1, 2023, the fair value of the land with aggregate land area of 9,407 sqm. and building with total floor area of 2,271 sqm., amounted to ₱95,685,900 and ₱27,972,000, respectively.

The market value of the investment properties as of 2024 and 2023 were valued using the market approach for land and cost approach for building. Market approach consider the prices for transactions of identical or similar assets that have occurred recently in the market. Cost approach an estimate is made on the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence

Rental income earned from investment property amounted to ₱334,109, ₱305,404 and ₱305,404 in 2024, 2023 and 2022 (see Note 19). Direct expenses related to investment properties consist mainly of depreciation amounting to ₱12,054, ₱38,264 and ₱90,685 in 2024, 2023 and 2022, respectively. No indirect expenses incurred related to investment properties in 2024, 2023 and 2022.



10. Trust Fund and Financial Assets at FVPL

Pursuant to the resolution passed by the members on September 12, 1982 and as provided for in the Club's by laws, the trust fund committee is empowered to invest the Valley Golf Trust Fund, which in no case shall be less than the original amount of ₱3,500,000, in leading universal banks in the Philippines.

The members' resolution further states that all proceeds from future sale of shares and real property, including all amortizations due on the sale of shares previously sold, shall accrue to the trust fund and that 85% of the interest income of the fund shall be made available for the maintenance and repair of the golf course. The remaining 15% of said interest income shall accrue to and form part of the fund.

On May 21, 1989, the members' resolution was amended stating that, "the proceeds of the sale of any real property of the Club or shares of stock to be used for capital expenditure and other infrastructure project shall not form part of the Valley Golf Trust Fund. However, any excess thereof shall form part of the Valley Golf Trust Fund".

On February 19, 2021, the Club invested a total of ₱14,799,569 in UITF. The investment consists of the Club's trust fund, originally invested in time deposits, amounting to ₱4,799,569 and additional investment amounting to ₱10,000,000.

The Club's financial assets at FVPL as at June 30, 2024 and 2023 are as follows:

	2024	2023
<i>Current asset</i>		
Financial assets at FVPL	₱-	₱10,387,218
<i>Noncurrent asset</i>		
Trust fund	5,186,530	4,984,096
	₱5,186,530	₱15,371,314

Movement in financial assets at FVPL are as follows:

	2024	2023
Beginning balance	₱10,387,218	₱10,120,765
Changes in fair value	421,886	266,453
Disposals	(10,809,104)	-
Ending balance	₱-	₱10,387,218

Movements in trust fund invested in UITF are as follows:

	2024	2023
Beginning balance	₱4,984,096	₱4,856,245
Changes in fair value	202,434	127,851
Disposal	(5,186,530)	-
Ending balance	₱-	₱4,984,096

On May 12, 2024, the Club disposed the investments in UITF classified as financial assets at FVPL and trust fund amounting to ₱10,809,104 and ₱5,186,530, respectively.



Movement in trust fund invested in time deposits is as follows:

	2024
Beginning balance	P-
Placement	5,186,530
Ending balance	P5,186,530

On May 21, 2024, the Club placed an investment in a peso-denominated short-term investments which earn an interest at a rate of 5.50% per annum and have maturity of 120 days. This was classified as trust fund.

The valuation gains due to changes in fair value as of June 30, 2024 and 2023 are allocated as follows:

	2024	2023
Beginning balance	P571,745	P177,441
Changes in fair value during the year:		
Financial assets at FVPL	421,886	266,453
Trust fund	202,434	127,851
	624,320	394,304
Ending balance	P1,196,065	P571,745

Interest income earned for the trust fund amounted to nil in 2024 and 2023 and P6,345 in 2022.

11. Other Noncurrent Assets

	2024	2023
Computer software	P3,178,282	P1,461,242
Refundable deposit	749,297	1,425,516
Advances to suppliers and contractors	52,000	2,197,402
	P3,979,579	P5,084,160

Refundable deposit pertains to deposits to utility companies.

Advances to suppliers and contractors relate to purchase of various equipment and advance payments on upcoming construction projects.

The movement of computer software is as follows:

	2024	2023
Cost:		
Balance at beginning and end of year	P4,538,503	P4,188,503
Additions	2,009,217	350,000
Balance at end of year	6,547,720	4,538,503
Accumulated amortization:		
Balance at beginning of year	3,077,261	2,785,084
Amortization (Notes 20 and 21)	292,177	292,177
Balance at end of year	3,369,438	3,077,261
Net book value	P3,178,282	P1,461,242



12. Trade and Other Payables

	2024	2023
Trade	₱24,288,708	₱14,123,377
Organizations and cooperative	32,680,368	17,297,531
VAT payable	5,801,396	4,723,062
Accrued expenses	4,293,571	9,652,000
Concessionaires	3,922,185	4,490,102
Others	1,153,376	1,474,637
	₱72,139,604	₱51,760,709

Trade payables are unsecured, noninterest-bearing and are payable to suppliers within 30 days.

Accrued expenses are obligations on the basis of normal credit terms and do not bear interest. These pertain to accruals made for outside services, utilities and other various accruals. These are normally settled within the next financial year.

Organizations and cooperative include payments for loans and advances by the employees to be remitted to the association, and payables to golf associations and other organizations. These are normally settled within the next financial year.

Concessionaires pertains to collections received by the Club for and on behalf of the concessionaires.

Other payables mainly consist of withholding tax payables and tournament deposits.

13. Members' Deposits and Others

	2024	2023
Cash deposits	₱17,040,450	₱13,060,450
Due to former members	6,332,408	6,151,781
Security deposit	264,554	264,859
	₱23,637,412	₱19,477,090

Cash deposit pertains to deposits made by playing guests. Any unpaid liabilities will be deducted from this account and the excess will be refunded upon resignation of the playing guest.

Due to former members consist mainly of proceeds from auction sale of shares, payable to former members and other advance payments made by them.

Security deposit pertains to various deposits received by the Club from its concessionaires and lessee and is to be refunded at the end of their respective agreements.



14. Contract Liabilities

	2024	2023
Membership dues paid in advance (Note 17)	₱9,119,400	₱8,459,000
Right-of-way fees paid in advance	1,396,416	539,134
Green fee coupons	54,479	388,679
Tournament deposit	282,714	232,189
Others	142,971	90,294
	₱10,995,980	₱9,709,296

Membership dues paid in advance represents advance collection of monthly membership dues which are applied in the next financial year.

Right-of-way fees paid in advance represents advance collection on the long-term agreements with various companies and individuals for the use of the Club's road. The deferred income on these advance collections is recognized as follows:

	2024	2023
Right-of-way fees paid in advance	₱22,309,775	₱5,236,883
Less current portion	1,396,416	539,134
Noncurrent portion	₱20,913,359	₱4,697,749

Green fee coupons are issued to Freeport Elite Resorts, Inc. which operates a driving range facility within the Club at a discounted price. The coupons are issued at different prices. These coupons are then sold to Korean guests of the Club also at a discounted price.

Tournament deposits pertain to advance payments of the Club's members made for an upcoming golf tournament.

Others pertains to the advance payments of the members for dues and fees, and for golf cart storage and locker rentals.

15. Provision for Probable Claims

Movements in this account are as follows:

	2024	2023
Balances at beginning of year	₱7,268,575	₱5,668,575
Addition	-	1,600,000
Payments	(1,600,000)	-
Balances at end of year	₱5,668,575	₱7,268,575

Provision for probable claims pertains to the estimated liability to resolve various probable claims against the Club. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of these claims.

On July 21, 2023, the Club paid ₱1,600,000 to the heirs of a former stockholder for the full and final settlement of the case filed by the former stockholder against the Club.



16. Capital Stock

Details of the Club's common shares as of June 30, 2024 and 2023 are as follows:

	Shares	Amount
Common shares - ₱9,000 par value		
Authorized shares	1,800	₱16,200,000
Issued	1,594	14,346,000

17. Revenue from Contracts with Customers

The table below presents the disaggregation of the Club's revenue from contracts with customers:

	2024	2023	2022
Nature of services			
Membership dues	₱70,940,126	₱70,791,176	₱57,423,318
Sports and recreation	39,508,414	33,147,816	19,459,569
Assessment for road maintenance	36,829,374	28,335,713	23,706,765
Corporate services	35,576,613	30,919,171	22,561,454
Revenue from special events	23,212,387	25,192,101	2,364,767
Concessionaires' fee (Note 18)	8,210,940	7,393,161	3,493,824
Patronage fees	3,196,635	3,540,265	3,952,245
Surcharge	695,056	864,988	768,108
Others	9,892,111	6,791,632	7,083,730
	₱228,061,656	₱206,976,023	₱140,813,780
	2024	2023	2022
Timing of revenue recognition			
Services transferred overtime	₱215,959,025	₱195,177,609	₱132,599,603
Goods transferred at a point in time	12,102,631	11,798,414	8,214,177
	₱228,061,656	₱206,976,023	₱140,813,780

Membership dues and assessments are collected by the Club from its members primarily to cover expenses related to the maintenance and, for that matter, are utilized for improvements in the Club's facilities. The collection of these dues and assessments does not arise from any sale of goods or services but are imposed to cover and defray necessary expenses related to the maintenance of, and improvements in, the Club's facilities and as such, no part of the Club's income inures to the benefit of any of its members.

Member's dues paid in advance by its existing members amounted to ₱9,119,400 and ₱8,459,000 as at June 30, 2024 and 2023, respectively. Members' dues paid in advance is considered as a contract liability of the Club to its members.

Others pertains to income earned by the Club from corkage, commission on art display and sale of scraps.



18. Concessionaires' Fees

	2023	2023	2022
Food and beverage services	₱6,360,151	₱5,875,815	₱2,266,505
Retail services	1,728,701	1,517,346	1,227,319
Spa and massage services	122,088	–	–
	₱8,210,940	₱7,393,161	₱3,493,824

Concession agreements entered into by the Club are shown below:

Food and Beverage Services

- a) Doturak International Group, Inc. (DIGI), a local food concessionaire, and the Club entered into a concession agreement whereby DIGI manages the food and beverage operations of the Club at the Tee House. The agreement provides that the concessionaire shall pay a basic minimum rental of ₱40,000 or 10% of the gross sales per month plus VAT, whichever is higher. The agreement is for a period of five (5) years starting January 1, 2021 (the “Initial Term”) renewable for another two (2) years at the option of DIGI (the “Extended Term”). The agreement may be renewed or extended at the end of the initial and extended terms as the parties may mutually agree upon. Upon execution of the agreement, DIGI agrees to provide for a ₱240,000 refundable security deposit. The deposit was included under “Security deposits” in the statements of financial position in 2024 and 2023.

The concessionaire fee recognized from DIGI amounted to ₱1,228,338, ₱994,571 and ₱501,191 in 2024, 2023 and 2022, respectively.

- b) Golf Kitchen OPC (GKO), a local food concessionaire, and the Club entered into a concession agreement whereby GKO manages the food and beverage operations of the Club located at the Main Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 5% of its monthly gross sales exclusive of VAT during the period of pandemic. After the COVID-19 pandemic, once the gross sale reaches ₱2,000,000, GKO shall pay 10% of the gross sales per month exclusive of VAT. The agreement is for a period of three (3) years from November 1, 2021 until October 31, 2024 subject to renewal upon mutual agreement of both parties. Upon signing of the contract, GKO shall be required to remit refundable security deposit in the amount of ₱500,000. The deposit was included under “Security deposits” in the statements of financial position 2024 and 2023.

The concessionaire fee recognized from GKO amounted to ₱2,239,245, ₱2,419,996 and ₱780,574 in 2024, 2023 and 2022, respectively.

- c) New Mandarin Sky Food Group, Inc. (NMSFGI), a local food concessionaire, and the Club entered into a concession agreement whereby NMSFGI manages the food and beverage operations of the Club located at the North Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 10% of its monthly gross sales exclusive of VAT. The agreement is for a period of five (5) years from October 1, 2022 until September 30, 2027 subject to renewal upon mutual agreement of both parties. Upon signing of the contract, NMSFGI shall remit a security deposit amounting to ₱500,000 which is refundable not later than 30 days from the termination of the contract. The deposit was included under “Security deposits” and “Trade and other payables” in the statements of financial position 2024 and 2023, respectively.

The concessionaire fee recognized from NMSFGI amounted to ₱2,892,568, ₱2,461,248 and nil in 2024, 2023 and 2022, respectively.



- d) Jay-j's Food Management, Inc. (JFMI), a local food concessionaire and the Club entered into a concession agreement whereby JFMI manages the food and beverage operations of the Club located at the North Clubhouse. The agreement also provides that the concessionaire shall pay a fee of 7% plus VAT of the monthly gross sales including special functions contracted for the members and guest and to purchase one (1) share of stock. The share of stock is pledged to the Club which serves as a security deposit to answer for any damages or expenses incurred. The agreement is for a period of three (3) years from August 1, 2016 up to July 31, 2019. The contract was further extended until July 31, 2020. On July 18, 2020, the BOD approved the contract extension for three (3) months after the end of the community quarantine. In December 2020, the contract was expanded, on a temporary basis, to include the Main Clubhouse starting January 1, 2021 until such time a new concessionaire for the main clubhouse is engaged. On May 28, 2022, the BOD approved the recommendation of the House Committee not to renew JFMI's contract as a concessionaire at the North Clubhouse. On May 31, 2022, the BOD released a formal notice of termination for the main clubhouse concession effective July 31, 2022.

The concessionaire fee recognized from JFMI amounted to nil in 2024 and 2023 and ₱984,740 in 2022, respectively.

Retail Shop

Pacsport Phils, Inc. was awarded the concession to operate a retail sales outlet, inside the Clubhouse to serve the members, guests and dependents, exclusively. In consideration for operating the outlet, the Club charges a basic minimum monthly concession fee of ₱65,000 or 15% of their gross sales per month inclusive of VAT, whichever is higher. The agreement is for a period of two (2) years from March 15, 2016 up to May 14, 2018.

On July 9, 2018, the contract was renewed and shall be effective for a period of two (2) years, starting from March 15, 2018 up to May 14, 2020. The contract provides that the concessionaire shall pay a fee of ₱70,000 or 15% of their gross sales per month inclusive of value added tax, whichever is higher. The agreement was extended on January 1, 2021 until December 31, 2023 with the same terms, subject to renewal upon mutual agreement of both parties. The agreement was further extended on January 1, 2024 until December 31, 2026.

The concessionaire fees from Pacsport Phils, Inc. amounted to ₱1,728,701, ₱1,517,346 and ₱1,227,319 in 2024, 2023 and 2022, respectively.

Spa and Massage Services

Four M's Spa and Wellness Center was awarded the concession to operate a spa and massage outlet inside the Clubhouse to serve the members, guests and dependents, exclusively. The agreement provides that the concessionaire shall pay a fee of 10% of their gross sales per month exclusive of VAT. The agreement is for a period of three (3) years from 2023 to 2026.

The concessionaire fees from Four M's Spa amounted to ₱122,088 in 2024 and nil in 2023 and 2022.



19. Rentals

	2024	2023	2022
Golf cart rental	₱13,651,838	₱13,034,934	₱14,900,957
Golf cart storage	6,467,614	5,961,189	3,789,831
Venue and room fee	1,369,889	1,563,304	414,361
Locker rental	1,030,364	1,023,725	920,084
Driving range	423,822	506,646	505,961
Communication cell site (Note 9)	334,109	305,404	305,404
Pull-cart rental	-	-	385
Others	436,921	306,257	150,000
	₱23,714,557	₱22,701,459	₱20,986,983

Golf carts, pull carts, and lockers pertain to rental fees charged to members and guests. The Club provides for pull carts to its members and guests in exchange for a rental fee for every play of golf. However, the players may opt to rent a golf cart instead, thus, the pull cart fee will be waived. Rentals of golf carts and lockers are for the use of the golf carts provided by the Club for its members. Rentals of lockers are for the use of the Club's locker rooms.

Golf cart storage pertains to rental fees charged to members for keeping the golf carts in reserve within the Club's premises.

On September 16, 2016, the Club entered into a Build-Lease-Transfer agreement with a third party to construct a Double Deck Driving Range with amenities located at the north course. The agreement includes a lease term of fifteen (15) years which commenced on July 8, 2017. The lessee shall pay a monthly lease of ₱25,000, inclusive of VAT, subject to a 10% escalation starting on the third (3rd) year. As part of the agreement, the lessee shall pay ₱450,000 representing one (1) year advance rental and six (6) months security deposits.

The future minimum rental commitment under this operating lease as at June 30, 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Within one (1) year	₱474,525	₱431,387	₱392,169
More than one (1) year but not more than five (5) years	2,422,499	2,202,272	2,002,066
More than five (5) years	2,529,594	3,224,346	3,855,939
	₱5,426,618	₱5,858,005	₱6,250,174

The excess of principal amount of the refundable security deposits over its fair value, at inception date of operating lease, is presented under "Security deposits" in the statements of financial position amounting to ₱96,078 and ₱109,803 as at June 30, 2024 and 2023, respectively. The current portion under "Trade and other payables" amounted to ₱73,201 and ₱82,350 as of June 30, 2024 and 2023, respectively. Straight-line amortization of deferred rent amounted to ₱13,725, ₱13,725, ₱7,380 in 2024, 2023, and 2022, respectively.

Interest expense from the amortization of security deposit amounted to ₱12,408, ₱12,209, and ₱11,638 in 2024, 2023 and 2022, respectively.



The Club leases the north clubhouse's rooftop to a local telecommunications company to be used as a cell site under certain conditions. Monthly rental amounts to ₱15,000, subject to a 4.5% escalation starting on the fourth (4) year. The lease period is from October 1, 2007 to September 30, 2017, renewable for a period to be mutually agreed upon by the parties. The contract was renewed in 2017 for a period of 10 years which took effectivity on October 1, 2017 and expiring on September 30, 2027. The lessee shall pay ₱23,197, inclusive of VAT, subject to a 4.5% escalation starting on the second year of the new lease period.

The future minimum lease commitment under this operating lease as at June 30, 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Within one (1) year	₱305,404	₱305,404	₱305,404
More than one (1) year but not more than five (5) years	687,159	992,563	1,297,967
	₱992,563	₱1,297,967	₱1,603,371

Others pertain to rental fees from the Club's housing and employee's canteen.

On March 31, 2022, the Club entered into a memorandum of conformity (MOC) with Globe Telecom Inc for the lease of Club's premises to be used as a cell sit under certain conditions. Monthly rental amounts to ₱25,000. The lease period is for a period of 10 years from January 1, 2022 to December 31, 2032 renewable for another 10 years.

The future minimum lease commitment under this operating lease as at June 30, 2024 are as follows:

	2024	2023	2022
Within one (1) year	₱267,857	₱267,857	₱300,000
More than one (1) year but not more than five (5) years	1,339,286	1,339,286	1,500,000
More than five (5) years	401,786	669,643	1,050,000
	₱2,008,929	₱2,276,786	₱2,850,000

20. Cost of Services

	2024	2023	2022
Outside services	₱60,103,238	₱57,386,637	₱43,131,926
Personnel cost (Note 22)	26,749,137	24,194,357	21,069,000
Club events	23,412,479	20,576,874	1,394,951
Depreciation and amortization (Notes 8, 9, and 11)	20,728,997	20,648,776	23,061,566
Supplies	19,415,045	15,173,055	19,027,951
Utilities	18,681,444	17,555,083	12,809,010
Repairs and maintenance	7,157,395	5,693,752	4,236,571
Taxes and licenses	3,337,258	3,337,258	3,337,258
Others	15,423,068	13,159,747	4,632,847
	₱195,008,061	₱177,725,539	₱132,701,080

Outside services pertains to retainer fees, legal fees, maintenance crews, and audit fees.



Club events pertains to the costs incurred in relation to the Don Celso Tuason tournaments, and Grand Raffle.

Others pertain to provision for tournament expenses, insurance, ads and publication, promotional and industrial expenses, parking fee, and other miscellaneous expenses.

21. Administrative Expenses

	2024	2023	2022
Personnel costs (Note 22)	₱9,410,505	₱9,480,376	₱8,677,336
Outside services	5,291,005	3,258,007	2,328,376
Taxes and licenses	2,866,341	3,532,653	1,601,703
Board members' meetings	2,252,560	1,641,252	829,297
Supplies	1,641,425	1,006,486	1,014,950
Bank charges	931,523	1,120,870	756,105
Utilities	795,202	776,439	615,451
Depreciation and amortization (Notes 8, 9, and 11)	479,128	318,270	356,299
Provision for inventory obsolescence (Note 7)	259,438	52,571	-
Marketing	699,385	841,889	190,643
Provision for (reversal of) ECL (Note 6)	(112,450)	-	614,492
Loss on derecognition of property and equipment (Note 8)	-	131,371	-
Sundries	5,711,060	2,440,115	1,511,213
	₱30,225,122	₱24,600,299	₱18,495,865

Sundries consist mainly of advertising expenses, prompt payment discounts, insurance and net expenses incurred during tournaments.

22. Personnel Costs

	2024	2023	2022
Cost of services (Note 20):			
Salaries and wages	₱20,603,395	₱18,835,048	₱16,146,963
Employee benefits	5,149,158	4,285,235	3,967,935
Service cost (Note 25)	996,584	1,074,074	954,102
	26,749,137	24,194,357	21,069,000
General and administrative (Note 21):			
Salaries and wages	7,769,919	7,863,206	6,843,837
Employee benefits	1,391,440	1,348,652	1,594,974
Service cost (Note 25)	249,146	268,518	238,525
	9,410,505	9,480,376	8,677,336
	₱36,159,642	₱33,674,733	₱29,746,336



23. Income Taxes

The composition of provision for (benefit from) income taxes is:

	2024	2023	2022
Current	₱237,379	₱834,224	₱170,312
Deferred	(6,822,617)	(1,717,364)	403,681
	(₱6,585,238)	(₱883,140)	₱573,993

- The Club's provision for current income tax pertains to MCIT in 2024 and 2022 and RCIT in 2023.
- The reconciliation of income computed at the statutory tax rates to provision for income tax as shown in the statements of income is as follows:

	2024	2023	2022
Income tax at the statutory rate	₱7,001,431	₱7,100,940	₱2,732,220
Income tax effects of:			
Nontaxable revenues	(27,669,806)	(28,950,694)	(19,215,588)
Nondeductible expenses	13,688,632	21,680,010	16,909,614
Movement of unrecognized deferred tax assets	898,554	(465,263)	211,854
Interest income subject to final tax	(504,049)	(248,133)	(64,107)
	(₱6,585,238)	(₱883,140)	₱573,993

- The components of the recognized net deferred tax assets are as follows:

	2024	2023
Deferred tax assets:		
Advance collections on fees and other dues	₱5,613,187	₱1,331,795
Retirement benefit obligation	2,392,837	–
Past service cost	645,726	–
Allowance for ECLs	–	153,623
Allowance for inventory obsolescence	–	13,142
	8,651,750	1,498,560
Deferred tax liabilities:		
Rent receivable	390,765	367,552
Interest income from accretion	4,617	4,288
	395,382	371,840
	₱8,256,368	₱1,126,720

The reconciliation of the net deferred tax assets (liabilities) is as follows:

	2024	2023
Balances at beginning of year	₱1,126,720	(₱177,111)
Benefit from deferred tax during the year recognized in:		
Profit or loss	6,822,617	1,717,364
OCI	307,031	–
Application of MCIT	–	(413,533)
Balances at end of year	₱8,256,368	₱1,126,720



No deferred tax assets from the following deductible temporary difference were recognized as it is not probable that sufficient taxable profit will be available to allow the benefit of the deferred tax assets to be utilized:

	2024	2023
NOLCO	₱12,290,619	₱-
Allowance for ECLs	1,613,395	-
Allowance for inventory losses	312,009	-
MCIT	237,379	-
Retirement benefit obligation	-	₱8,266,671
Unrecognized past service cost	-	2,193,301
	₱14,453,402	₱10,459,972

As at June 30, 2024, the movement in the Club's NOLCO which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable years, as follows:

Year Incurred	Availment Period	As at June 30, 2023	Addition	Applied	As at June 30, 2024
2024	2025-2028	₱-	₱12,290,619	₱-	₱12,290,619

As at June 30, 2024, the movement in excess of MCIT over RCIT that can be claimed as deductions from future taxable liabilities, are as follows:

Year Incurred	Availment Period	As at June 30, 2023	Addition	Applied	As at June 30, 2024
2024	2025-2028	₱-	₱237,379	₱-	₱237,379

On June 20, 2023, the Bureau of Internal Revenue issued Revenue Memorandum Circular (RMC) No. 69-2023 reverting the Minimum Corporate Income Tax (MCIT) rate to 2% of gross income effective July 1, 2023 pursuant to Republic Act (RA) No. 11534, otherwise known as the "Corporate Recovery and Tax Incentives for Enterprises (CREATE)" Act. MCIT rate was previously reduced from 2% to 1% effective July 1, 2020 to June 30, 2023 upon the effectivity of CREATE Act in 2021.

Consequently, the Company recognized MCIT using the effective rate of 2% in 2024 in accordance with RMC 69-2023.

24. Related Party Transactions

Related parties include members of key management personnel including directors and officers of the Club and close members of the family and companies associated with these individuals. In considering each possible related entity relationship, attention is directed to the substance of the relationship and not merely the legal form. Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.



A summary of major account balances with related parties follows:

Key Management Personnel Compensation

Compensation of key management personnel which represent short-term and retirement benefits are as follows:

	2024	2023	2022
Short-term benefits	₱3,723,903	₱3,636,362	₱3,226,557
Retirement benefits	857,068	876,469	1,627,171
	₱4,580,971	₱4,512,831	₱4,853,728

Key management personnel include the officers and managers of the Club.

Complimentary Club Coupons and House Guests Privileges

Complimentary green fee coupons are given to the BOD and certain officers for distribution to prospective members and certain guests and friends of the Club. The outstanding green fee coupons for each fiscal year are as follows:

	2024	2023	2022
Beginning balance	2,682	2,100	120
Additions during the year	5,000	5,000	4,440
Issuances during the year	(4,441)	(4,418)	(2,460)
Ending balance	3,241	2,682	2,100

On January 16, 2021, these green fee rates are changed ranging from ₱1,700 to ₱2,500 during weekdays, and ₱2,850 to ₱4,200 during weekends and holidays.

On January 16, 2024, these green fee rates are changed ranging from ₱1,000 to ₱4,500 during weekdays, and ₱1,600 to ₱5,500 during weekends and holidays.

The Club also authorizes certain Club officers to entertain houseguests and use the Club's facilities free-of-charge.

25. Retirement Benefit Obligation

The Club has a funded, non-contributory, defined benefit retirement plan covering all its qualified officers and employees. Under the plan, qualified officers and employees are entitled to receive pension benefits on a lump sum basis when they reach the retirement age of 60. With the consent of the Club, an employee may elect to retire early provided he has rendered at least 20 years of credited service or at least 15 years of credited service and at least 50 years old. The projected unit credit cost method was used to determine the retirement benefit costs and obligation. The Club's retirement fund is being held in trust by a trustee bank.

The following tables summarize the components of the retirement benefit cost recognized in the statement of income and the retirement benefit obligation recognized in the statement of financial position for the retirement plan.



Defined benefit cost expense recognized in the statements of income:

	2024	2023	2022
Service cost	₱1,245,730	₱1,342,592	₱1,192,627
Net interest expense:			
Interest cost on benefit obligation	1,691,249	1,701,201	1,144,456
Interest income on plan assets	(1,028,323)	(1,189,701)	(863,341)
	₱1,908,656	₱1,854,092	₱1,473,742

Re-measurement losses (gains) on defined benefit obligation recognized under OCI in the statements of comprehensive income:

	2024	2023	2022
Actuarial losses (gains):			
Experience adjustments	₱1,647,152	(₱51,565)	₱2,489,236
Changes in financial assumptions	(823,969)	595,399	(2,128,165)
Changes in demographic assumptions	(55,686)	81,325	744,246
	767,497	625,159	1,105,317
Return on plan assets excluding the amount included in net interest cost	460,625	171,656	1,587,165
Re-measurement losses on defined benefit obligation	₱1,228,122	₱796,815	₱2,692,482

Cumulative re-measurement effect recognized in OCI included in the accumulated excess of revenues over expenses:

	2024	2023
Balances at beginning of year	₱2,461,815	₱1,665,000
Re-measurement losses on defined benefit obligation – net of tax	921,091	796,815
Total amount recognized in OCI	₱3,382,906	₱2,461,815

Movements in retirement benefit obligation in 2024 and 2023 are as follows:

	2024	2023
Balances at beginning of year	₱8,266,671	₱7,614,418
Retirement benefit expense	1,908,656	1,854,092
Contributions paid	(1,832,100)	(1,998,654)
Remeasurement losses recognized in OCI	1,228,122	796,815
Balance at end of year	₱9,571,349	₱8,266,671



Changes in the present value of defined benefit obligation as follows:

	2024	2023
Balances at beginning of year	₱27,190,494	₱25,814,891
Benefits paid from plan assets	(6,614,694)	(2,293,349)
Interest cost	1,691,249	1,701,201
Current service cost	1,245,730	1,342,592
Net actuarial loss (gain) due to:		
Experience adjustments on plan liabilities	1,647,152	(51,565)
Changes in financial assumptions	(823,969)	595,399
Changes in demographic assumptions	(55,686)	81,325
Balances at end of year	₱24,280,276	₱27,190,494

Changes in the fair value of plan assets are as follows:

	2024	2023
Balances at beginning of year	₱18,923,823	₱18,200,473
Interest income on retirement plan assets	1,028,323	1,189,701
Actual contributions	1,832,100	1,998,654
Actual return excluding amount included in net interest cost	(460,625)	(171,656)
Benefits paid	(6,614,694)	(2,293,349)
Balances at end of year	₱14,708,927	₱18,923,823

Retirement obligation as reported in the statement of financial position:

	2024	2023
Present value of benefit obligation	₱24,280,276	₱27,190,494
Fair value of retirement plan assets at end of year	(14,708,927)	(18,923,823)
	₱9,571,349	₱8,266,671

The major categories of plan assets are as follows:

	2024	2023
Deposit in banks	₱1,770,735	₱3,130,259
Investment in government securities	5,776,253	7,156,135
Investment in shares of stock	2,947,009	3,404,754
Other securities and debt instruments	2,865,744	3,833,988
Unit investment in trust fund	1,247,742	1,231,224
Accrued interest receivable	140,996	158,245
Other receivables	-	73,717
Accrued trust fees and other payables	(39,552)	(64,499)
	₱14,708,927	₱18,923,823

Deposit in banks includes regular savings.

Investments in government securities consist of retail treasury bonds that bear interest ranging from 2.625% to 8.625% in 2024 and 2023 and will mature on various dates starting August 2023 to October 2037.



Investments in shares of stock consists of listed shares in the Philippines Stock Exchange carried at fair value.

Other securities and debt instruments pertain to ‘due from Bangko Sentral ng Pilipinas’ and ‘time certificate of deposit’.

Other receivable pertains to ‘dividends receivable’ and ‘due from brokers’.

The principal actuarial assumptions used in determining retirement benefit obligations for the Club’s retirement plan are as follows:

	2024	2023
Discount rate	6.73%	6.22%
Future salary increases	4.00%	4.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at the end of the reporting period, assuming all other assumptions were held constant:

	Increase (decrease)	Effect on defined benefit obligation
2024		
Discount rates	+1%	(₱1,492,303)
	-1%	1,659,614
Salary increase rate	+1%	₱1,688,504
	-1%	(1,543,482)
2023		
Discount rates	+1%	(₱1,555,769)
	-1%	1,737,482
Salary increase rate	+1%	₱1,758,831
	-1%	(1,601,752)

Shown below is the maturity profile of the undiscounted benefit payments:

	2024	2023
Year 1	₱1,908,520	₱6,454,000
Year 2	3,441,705	1,767,768
Year 3	2,627,202	3,292,978
Year 4	3,033,479	2,495,440
Year 5	498,097	2,900,269
Year 6 - 10	22,915,107	15,818,211

The average duration of the defined benefit obligation is 6.5 years and 6.1 years as at June 30, 2024 and 2023, respectively.

The Club’s latest actuarial valuation report was as of June 30, 2024.



26. Financial Instruments

Financial Risk Management Objectives and Policies

The Club's principal financial liabilities comprise of trade and other payables, members' deposit and others, and short-term borrowing. The main purpose of these financial liabilities is to raise finance for the Club's operations. The Club has various financial assets such as cash and cash equivalents and trade and other receivables and refundable deposit, which arise directly from its operations. The Club also has short-term investments, investments in financial assets at FVPL and trust fund.

The main risks arising from the Club's financial instruments are credit risk and liquidity risk. The BOD reviews and approves the policies for managing each of these risks and they are summarized below.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Club manages credit risk by establishing credit limits at the level of the individual borrower, corporate relationship and industry sector. Also, the Club transacts only with recognized third parties.

In addition, receivables balances are monitored on an ongoing basis with the result that the Club's exposure to bad debts is not significant. Provision for ECL/impairment losses on receivables will also be made if the situation so warrants subject to the BOD's review and approval.

The following table represents the Club's maximum exposure to credit risk:

	2024	2023
Cash in banks and cash equivalents	P108,849,238	P82,225,206
Short-term investments	21,529,278	-
Trade and other receivables	32,914,650	23,356,548
Financial assets at FVPL	-	10,387,218
Trust fund	5,186,530	4,984,096
Refundable deposit	749,297	1,425,516
	P169,228,993	P122,378,584

Impairment of financial assets

The Club's financial assets that are subject to the ECL model:

- cash and cash equivalents
- short-term investments
- trade and other receivables
- trust fund
- financial assets at FVPL
- refundable deposit

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of trade and other receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

While cash and cash equivalents, short-term investments, trust fund, financial assets at FVPL and refundable deposit are also subject to the impairment requirements of PFRS 9, the identified impairment loss were immaterial.



Trade and other receivables

Below is the information about the credit risk exposure on the Club's trade and other receivables using a provision matrix:

2024	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	0.0004%	0.0019%	0.0096%	0.0409%	0.0271%	100%	
Estimated total gross carrying amount at default	₱16,664,323	₱5,457,999	₱2,483,228	₱2,744,926	₱5,567,218	₱1,610,351	₱34,528,045
Expected credit loss	₱74	₱104	₱238	₱1,122	₱1,506	₱1,610,351	₱1,613,395

2023	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	1.2459%	2.8839%	3.0676%	4.4100%	4.8436%	100%	
Estimated total gross carrying amount at default	₱9,784,365	₱6,203,456	₱4,904,098	₱771,335	₱2,289,449	₱1,129,690	₱25,082,393
Expected credit loss	₱121,908	₱178,901	₱150,438	₱34,016	₱110,892	₱1,129,690	₱1,725,845

Liquidity risk

Liquidity risk is defined as the risk that the Club may not be able to settle or meet its obligations as they fall due. The Club monitors and maintains a level of cash deemed adequate by the management to finance the Club's operations and mitigate the effects of fluctuations in cash flows.

The table below summarizes the maturity profile of the Club's financial liabilities as at June 30, 2024 and 2023, based on contractual undiscounted cash flows. The table also analyses the maturity profile of the Club's financial assets in order to provide a complete view of the Club's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

	2024					Total
	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	
<i>Financial liabilities</i>						
Trade and other payables:						
Trade payables	₱18,721,365	₱-	₱290,011	₱35,694	₱5,241,638	₱24,288,708
Accrued expenses	-	764,828	177,390	232,482	3,118,871	4,293,571
Others*	37,402,318	-	-	-	-	37,402,318
Members deposits and others	23,637,412	-	-	-	-	23,637,412
Provisions for probable claims	-	-	-	-	5,668,575	5,668,575
Security deposits	-	-	-	-	1,390,000	1,390,000
	₱79,761,095	₱764,828	₱467,401	₱268,176	₱15,419,084	₱96,680,584
<i>Financial assets</i>						
Cash and cash equivalents	₱76,244,424	₱684,353	₱1,108,311	₱30,957,853	₱-	₱108,994,941
Short-term deposits	21,529,278	-	-	-	-	21,529,278
Trade and other receivables:						
Trade receivables	7,079,976	17,065,685	-	-	-	24,145,661
Others	3,712,530	5,056,459	-	-	-	8,768,989
Trust fund	-	-	-	-	5,186,530	5,186,530
Refundable deposits	-	-	-	-	749,297	749,297
	₱108,566,208	₱22,806,497	₱1,108,311	₱30,957,853	₱5,935,827	₱169,374,696

*Excludes statutory liabilities amounting to ₱6,155,007



	2023					Total
	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	
<i>Financial liabilities</i>						
Trade and other payables:						
Trade payables	₱4,029,118	₱10,094,259	₱-	₱-	₱-	₱14,123,377
Accrued expenses	-	5,666,906	2,787,885	1,183,007	14,202	9,652,000
Others*	22,983,485	-	-	-	-	22,983,485
Members deposits and others	19,477,090	-	-	-	-	19,477,090
Provisions for probable claims	-	1,600,000	-	-	5,668,575	7,268,575
Security deposits	-	-	-	-	890,000	890,000
	₱46,489,693	₱17,361,165	₱2,787,885	₱1,183,007	₱6,572,777	₱74,394,527
<i>Financial assets</i>						
Cash and cash equivalents	₱70,266,957	₱683,821	₱1,084,218	₱10,375,210	₱-	₱82,410,206
Trade and other receivables:						
Trade receivables	3,188,414	12,459,383	-	-	-	15,647,797
Others	4,481,122	3,227,629	-	-	-	7,708,751
FVPL	10,387,218	-	-	-	-	10,387,218
Trust fund	-	-	-	-	4,984,096	4,984,096
Refundable deposits	-	-	-	-	1,425,516	1,425,516
	₱88,323,711	₱16,370,833	₱1,084,218	₱10,375,210	₱6,409,612	₱122,563,584

*Excludes statutory liabilities amounting to ₱5,001,847

In November 2021, the Club entered into a one year Loan Agreement with Metrobank Trust Company with a principal amount of ₱694,400 for the acquisition of a transportation equipment for use as shuttle and emergence vehicle of the Club. The loan bears an interest of 7.27% per annum.

As at June 30, 2024 and 2023, the Club made payments on short term borrowing amounted to nil and ₱236,946, respectively. Interest expense from the Loan Agreement amounted to nil, ₱3,644, ₱23,911, in 2024, 2023 and 2022, respectively.

Fair Value Measurements

The following provides the fair value measurement hierarchy of the Club's assets and liabilities as at June 30, 2024 and 2023:

	Date of Valuation	Fair Value Measurement			
		Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets for which fair values are disclosed					
<i>Investment Properties</i>	2024	₱126,910,100	₱-	₱-	₱126,910,100
	2023	₱123,657,900	₱-	₱-	₱123,657,900
Assets measured at fair value					
<i>Financial assets at FVPL</i>	2024	₱-	₱-	₱-	₱-
	2023	₱10,387,218	₱10,387,218	₱-	₱-
<i>Trust Fund</i> invested in UITF	2024	₱-	₱-	₱-	₱-
	2023	₱4,984,096	₱4,984,096	₱-	₱-

Significant unobservable inputs for fair value measurement of the Club's investment properties include sales listing of currently executed transactions involving similar items within the immediate vicinity of the property. The fair value of the investment properties is adjusted considering the location, size and physical attributes of the property.



Description of significant unobservable inputs to valuation:

Assets	Valuation Technique	Significant Unobservable Input	Range of Input	Sensitivity of the Input to Fair Value
Investment properties	Market approach and cost approach	Price per area	Various	Increase (decrease) in price per area would increase (decrease) the fair value

There are no changes in the valuation techniques used for assets classified under Level 3 category. During the years ended June 30, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Cash and cash equivalents, short-term investments, trade and other receivables, trust fund invested in time deposits, refundable deposits, trade and other payables, security deposits and members' deposit and others

The carrying values of cash and cash equivalents, trade and other receivables, trade and other payables, and members' deposit and others, and short-term borrowing, approximate their fair values due to the relatively short-term maturity of these financial instruments.

Financial Assets at FVPL and Trust Fund invested in UITF

The carrying values of financial assets at FVPL and trust fund are measured at fair value and is computed based on net asset value per unit.

Capital Management

The primary objective of the Club's capital management policy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize members' value. The club manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Club is not subject to externally imposed capital requirements.

The Club considers total member's equity as capital.

	2024	2023
Capital stock	₱14,346,000	₱14,346,000
Contributions in excess of par value	201,627,772	201,627,772
Accumulated excess of revenues over costs and expenses	107,752,849	74,082,979
	₱323,726,621	₱290,056,751

No changes were made in the objectives, policies or processes for the years ended June 30, 2024 and 2023.

27. Supplementary Information under Revenue Regulations (RR) 34-2020 and 15-2010

RR 34-2020

The Club is not covered by the requirements and procedures for related party transactions provided by RR 34-2020 which prescribes the guidelines and procedures for the submission of BIR Form 1709 Related Party Transactions Form, transfer pricing documentation and other supporting documents.

RR 15-2010

On November 25, 2010, the BIR issued RR 15-2010 prescribing the manner of compliance in connection with the preparation and submission of financial statements accompanying the tax returns. It includes provisions for additional disclosure requirements in the notes to the financial statements,



particularly on taxes, duties and licenses paid or accrued during the year. The Club reported and/or paid the following types of taxes in 2023:

a. VAT

The NIRC of 1997 provides for the imposition of VAT on sales of goods and services. Accordingly, the Club's sales are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. Starting May 2024, the Club opted not to charge output VAT on the sales of concessionaires.

Details of the Club's net sales/receipts, output VAT and input VAT accounts are as follows:

i. Net Sales/Receipts and Output VAT declared in the Club's VAT returns

	Net Sales/ Receipts	Output VAT
Taxable sales:		
Sales of services	₱186,379,106	₱22,365,493
Exempt sales	20,883,564	-
	<u>₱207,262,670</u>	<u>₱22,365,493</u>

ii. Input VAT

Balance at July 1, 2023	₱-
Current year's domestic purchases/payments for:	
Domestic purchases of services	10,265,876
Goods other than for resale or manufacture	3,419,374
	<u>13,685,250</u>
Input vat allocable to exempt sales	(1,849,209)
Applied against output tax	(11,836,041)
Balance at June 30, 2024	<u>₱-</u>

b. Withholding Taxes

Expanded withholding taxes	₱3,187,399
Withholding taxes on compensation and benefits	767,166
	<u>₱3,954,565</u>

c. Other Taxes and Licenses

Real estate taxes	₱3,933,240
Business permits	2,229,744
Others	40,615
	<u>₱6,203,599</u>

d. Tax Assessments

On July 9, 2024, the Club received the Preliminary Assessment Notice for the deficiency of Income tax, VAT, Expanded withholding tax, and Documentary Stamp tax. On July 16, 2024, the Club submitted and presented the position paper on the justifications and arguments against the deficiency taxes. On August 14, 2024, the Club received the Final Assessment Notice (FAN) for the deficiency tax liabilities.



On May 7, 2024, the Club received a Notice of Discrepancy (NOD) from BIR in relation to the Letter of Authority dated December 1, 2021, covering income taxes and value-added taxes for the period July 1, 2019 to June 30, 2020. The Club submitted and presented the supporting documents and schedules in response to the discrepancies received from BIR.





68TH INTRACLUB TOURNAMENT CHAMPION



2024 CLUB CHAMPION - OPEN DIVISION

Swinging for Victory!

Highlight from our Epic Golf Tournaments.



2023 PARENT & CHILD TOURNAMENT



2024 PARENT & CHILD TOURNAMENT OVERALL CHAMPION



2023 BARKADAHAN CHAMPION



2024 BARKADAHAN CHAMPION



2023 PRESIDENTS AND DIRECTORS' CUP

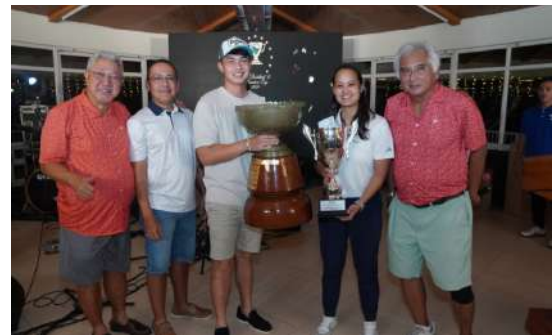


2-MAN TEAM



Swinging for Victory!

Highlight from the Presidents and Directors' Cup held on September 15, 2024





Swinging for Victory!

Highlight from the 23rd Don Celso Tuason & Founders Cup held on March 21 to 24 , 2024



History of Valley Golf & Country Club

Nestled in the rolling hills of Antipolo, Rizal, Valley Golf & Country Club, Inc. stands as a premier private, non-profit institution established in 1958 by a distinguished group of businessmen, led by the late Don Celso S. Tuason, along with Ernest Kahn, Henry J. Belden, Aurelio Montinola Sr., J. Antonio Araneta, Francisco Ortigas, Jr., and Jaime Velasquez. Their vision was clear: to promote and nurture the gentleman's game of golf. That same year, the Club was officially registered with the Securities and Exchange Commission (SEC), launching an initial offering of 1,800 shares at P10,000.00 per share. Today, 1,594 shares have been subscribed and issued.

The Club's journey began with the establishment of its nursery in 1958, originally featuring Tifton 328 greens, which were later upgraded to Tiff-Eagle in 2003. In 2019, the greens were further improved with the installation of Zoysia Matrella, enhancing the playing experience. Valley Golf's iconic layout resulted from a competitive design process, with two renowned architects – Englishman Fred Smith and Australian Jas H. Scott – submitting plans. Ultimately, Scott's vision was chosen, shaping the course's unique character.

In 1961, just three years after the nursery's creation, Valley Golf officially opened its doors to players, quickly becoming a favorite among golfers. Its popularity led to the Club's expansion in 1989, adding a second, par-70, 18-hole course on the north to complement its original south course.

Phone :

8658-4901 to 03

Website :

www.valleygolf.com.ph

Address :

Don Celso Tuason Ave., Antipolo
City

Email address :

info@valleygolf.com.ph

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

VALLEY GOLF & COUNTRY CLUB, INC.

Held at the Board Room, Main Clubhouse
Valley Golf & Country Club, Inc.,
Don Celso Tuason Avenue, Antipolo City
September 24, 2023 at 4:00 p.m.

TOTAL NUMBER OF SHARES OUTSTANDING	1,594
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	(1014) (64%)

I. CALL TO ORDER

After the National Anthem, the President and Chairman of the Board of Directors, Mr. Carlo J. Carpio, called the meeting to order and presided over the same.

The Corporate Secretary, Atty. Allan Jocson, recorded the minutes of the proceedings.

Before the meeting proper started, the Secretary stated for the record the names of Directors of Valley Golf & Country Club, Inc. who were present during the meeting. The following Directors were present:

Rafael Santos Raymundo	President
Jose Arsenio Isidro Dimacali Borromeo III	Vice-President
Rio Seginando Enriquez Venturanza	Treasurer
Constantine Leh Kohchet-Chua	Asst. Treasurer
Renato Campomanes Balibag	Director
Marvin Angustia Caparros	Director
Jose Ferdinand Reyes Guiang	Director
Nicanor Santos Jorge	Director
Jose Garcia Razon	Director

Also present were the members of the COMELEC namely:

Atty. Joseph Joel Castillo
Atty. Wendell Dimaculangan
Atty. Mark Boncris Santos

The Secretary also informed everyone that the meeting was convened via zoom live streaming and face-to-face, as approved by the Board of Directors and as authorized by SEC Memorandum Circular No. 6, Series of 2020. He reiterated that the meeting was being recorded in video and audio in accordance with the requirements of the Securities and Exchange Commission. Audio and video recordings of the 2023 ASM livestream broadcast will be adequately maintained by the Club and will be made available in the Club's website after the event.

ORIGINAL

II. CERTIFICATION OF NOTICE AND QUORUM

The Secretary confirmed that notices of the meeting were duly sent to all members of the Board of Directors together with a copy of the materials for the meeting.

The Secretary also confirmed that notices of the meeting were duly sent to all the Stockholders on records **through electronic mail to the members' email addresses officially registered with Valley Golf on 04 September 2022** which was at least 21 days prior to this scheduled Annual Stockholders' Meeting in accordance with the Revised Corporation Code and at least ten (10) days under the By-Laws of Valley Golf & Country Club, Inc.

The Secretary also confirmed that Notice of the meeting was also **posted on the front page of the Club website beginning on 04 September 2022.**

The Secretary therefore certified that the Stockholders were duly notified of the Annual Stockholders' Meeting.

As to the existence of quorum, the Secretary announced that based on the tally of the number of stockholders who have successfully registered on line and have submitted verified and validated SPAs and Proxies on hand, the total number of voting on-line in person and represented by proxy was **1014** shares or representing at least **64%** out of the 1,594 total outstanding capital stock of the Club. The number of shares voting on-line in Person was **128** shares and by Proxy, **886** shares.

The Secretary therefore certified the existence of a quorum for the valid transaction of business at the meeting.

Before proceeding with the meeting proper, the Secretary briefly explained the rules in the conduct of today's meeting and the voting procedures for the virtual meeting pursuant to the Guidelines for the September 26, 2022 Stockholders' meeting as approved by the Board of Directors which was included in the Club's Definitive Information Statement that was submitted to the Securities and Exchange Commission.

The Secretary laid down the 7 (seven) items for voting, they are:

1. Approval of the Minutes of the Annual Meeting of Stockholders held on September 25, 2022
2. Approval of the President's Report containing the Company's 2023 Annual Report and Financial Report of the Treasurer containing the Audited Financial Statements;
3. Approval, confirmation and ratification of all Acts and resolutions of the Board of Directors and the Management from July 1, 2022 to June 30, 2023;
4. Appointment of External Auditor;
5. Amendment of the Articles of Incorporation;
6. Amendment of the By-Laws;
7. Election of Directors;

The Secretary confirmed that the Administrative support was recording the numbers of stockholders who were connected to the Website and that they maintain a record of the same. Thus, the total numbers of stockholders who connected with the Website during the Annual Stockholders' meeting was 47 or 2.94% of the total numbers of stockholders.

III. APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 25 September 2022 was dispensed with as the same had been previously circulated/distributed to the stockholders.

Accordingly, the following resolution was thereafter passed:

“RESOLVED, that the reading of the minutes of the Annual Meeting of the Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. (the ‘Corporation’) held on 25 September 2022 is hereby dispensed.”

The Secretary confirmed that no inquiries of objections submitted on-line, the Minutes of the last Stockholders’ meeting was thereafter approved.

The votes for the Resolution on the approval of the Minutes of 2022 Annual Stockholders’ Meeting are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	935 (59%)	5 (0.31%)	74 (4.6%)

Accordingly, the following resolution was thereafter passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. (the ‘Corporation’) held on 26 September 2022 is hereby approved.”

IV. MATTERS ARISING FROM THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

The Chairman, Mr. Carlo J. Carpio inquired if there are questions submitted on-line regarding the previous year’s minutes.

The Secretary certified that there was no question submitted on-line regarding the matter.

V. APPROVAL OF THE PRESIDENT’S REPORT CONTAINING THE COMPANY’S 2023 ANNUAL REPORT AND FINANCIAL REPORT OF THE TREASURER CONTAINING THE AUDITED FINANCIAL STATEMENTS.

a. FINANCIAL REPORT OF THE TREASURER

The Chairman announced that the Financial Report of the Treasurer contains the Audited Financial Statements for Fiscal Year 2023 and that a copy of the Audited Financial Statements for the fiscal year 2023 was made available to the stockholders in the website of the club and was sent to the members via email.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

ORIGINAL

b. PRESIDENT’S REPORT

The Chairman announced that the President’s Report is the Company’s 2023 Annual Report and that a copy of the President’s Report was made available to the stockholders on the website of the club and was sent to the members via email.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval of the Financial Report of the Treasurer containing the Audited Financial Statements for Fiscal Year 2023 and the President’s Report containing the Company’s 2023 Annual Report were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2022-2023 Annual Report and Financial Statements	938 (59%)	9 (0.56%)	67 (4.2%)

The herein below resolution was likewise approved:

“RESOLVED, the Audited Financial Statements for Fiscal Year 2023 as reflected in the Treasurer’s Financial Report together with the Company’s 2023 Annual Report as reflected in the President’s Report, be noted and approved.”

VII. APPROVAL, CONFIRMATION AND RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT FROM JULY 01, 2022 TO JUNE 30, 2023.

The Chairman announced that a copy of the list of Acts of the Board and Management from July 1, 2022 to June 30, 2023 was made available to the stockholders in the website of the club and the same was sent thru email to the registered email addresses of all the stockholders.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval, confirmation and ratification of all acts and resolutions of the Board of Directors and the Management from July 01, 2022 to June 30, 2023 were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of all acts of the Board of Directors and Management from the date of the last stockholders’ meeting up to the date of the present meeting.	875 (55%)	42 (2.6%)	97 (6%)

The herein below resolution was likewise approved:

ORIGINAL

“RESOLVED, that all acts of the Board of Directors and Management for the period July 1, 2022 to June 30, 2023 are hereby confirmed, approved and ratified.”

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman announced that the present External Auditor is the Sycip, Gorres and Velayo & Co. So far, the Club is satisfied with their services, fees and reputation. The Audit Committee recommended to the Board the re-appointment of SGV as External Auditor and the recommendation was approved by the Board.

The Secretary certified that there were no questions or objections submitted on-line regarding the matter.

The votes for the approval of the re-appointment of Sycip, Gorres and Velayo & Co. as External Auditor were as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Re-appointment of Sycip Gorres Velayo & Company as External Auditor for 2023-2024	972 (61%)	0 (0 %)	42 (2.6%)

The herein below resolution was likewise approved:

“RESOLVED, that the re-appointment of Sycip Gorres Velayo & cO. (SGV & Co) is hereby noted and approved.”

IX. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Corporate Secretary announced that the Board of Directors has approved amendments to our Articles of Incorporation and to submit the same to the stockholders for approval during the Annual Stockholders’ Meeting scheduled on 25 September 2023.

The amendments to the Articles of Incorporation include among others: 1) the rewording of its secondary purposes so as to specifically authorize the Club to offer and sell its proprietary shares to the public; 2) stating with particularity its principal office address; 3) increasing the number of directors to eleven (11)(to accommodate the addition of two independent directors); 3) amending the Club’s term of existence to perpetual existence; and 4) specifically stating that shareholders shall have the right to share in the assets of the Club in the event of its dissolution or liquidation.

These proposed amendments to the Articles of Incorporation were adopted to fully comply with the provisions of the Revised Corporation Code (Republic Act No. 11232), the Securities Regulations Code (Republic Act No. 8799), issuances and memorandum circulars of the Securities and Exchange Commission (SEC) and the Amended Manual of Corporate Governance of the Club. In fact, the SEC’s Corporate Governance and Finance Department has previously directed the Club back in October 2021 to adopt these amendments in its Articles of Incorporation.

ORIGINAL

During last year's Annual Stockholders' Meeting, Valley Golf submitted these amendments for ratification by the stockholders so that Valley Golf will be compliant with the aforementioned laws and regulations. Unfortunately, all of them were not ratified for failure to reach the affirmative vote of the 2/3 of the shares of stock.

The Secretary certified that there was a question submitted on-line regarding this matter which we will discuss in the other matters of the agenda.

The votes for the Approval of the Amendment of the Articles of Incorporation are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST
Amendment of the Articles of Incorporation	797	42

The Secretary certified that the tally of votes received shows failure to reach the required votes or assent of at least 2/3 of the members or at least 1063 number of shares.

There is no approval from the members regarding this item on the agenda.

X. AMENDMENT OF THE BY-LAWS

The Corporate Secretary announced that the Board of Directors has approved amendments to our By-Laws and to submit the same to the stockholders for approval during the Annual Stockholders' Meeting scheduled on 25 September 2023.

There are significant amendments to the By-Laws, the most noteworthy and important are as follows: 1) shortening the term of directors to one (1) year (from three [3]); 2) institutionalizing the nomination and election of independent directors who should compose at least twenty percent (20%) of the number of directors; 3) providing for additional qualifications for regular directors and qualifications for independent directors; 4) inclusion among the standing committees of special committees as required by the Corporation's Amended Manual of Corporate Governance; 5) amendments to the composition of the Committee on Election, and; 6) authorization of stockholders' meetings by remote conference. Please refer to the Club website for the proposed amendments.

These proposed amendments to the By-Laws were adopted to fully comply with the provisions of the Revised Corporation Code (Republic Act No. 11232), the Securities Regulations Code (Republic Act No. 8799), issuances and memorandum circulars of the Securities and Exchange Commission (SEC) and the Amended Manual of Corporate Governance of the Club. In fact, the SEC's Corporate Governance and Finance Department has previously directed the Club back in October 2021 to adopt these amendments in its Articles of Incorporation and By-Laws.

During last year's Annual Stockholders' Meeting, Valley Golf submitted these amendments for ratification by the stockholders so that Valley Golf will be compliant with the aforementioned laws and regulations. Unfortunately, most of them, particularly the more significant ones like the one (1) year term for directors and institutionalization of the nomination and election of independent directors, were not ratified for failure to reach the affirmative vote of the majority of the shares of stock. Prior to last year, there was also an attempt to ratify amendments to the By Laws to institutionalize the nomination and election of independent directors as required by law but this was also not ratified for the same reasons.

ORIGINAL

Recently, the SEC (through the Corporate Governance and Finance Department) in its 18 May 2023 response to Valley Golf's letter dated 09 May 2023 seeking advice on this point, has already reiterated to Valley Golf that it remains NON-COMPLIANT with CGFD's directive issued last 22 October 2021 for VGCCI to amend Article IV, Section 1 of its BL (By-Laws) to align with Section 22 of the RCC.

In addition, the SEC CGFD in the same letter has warned Valley Golf that non-compliance with a legal requirement of the RCC as well as CGFD's directive may subject the Club to administrative sanctions as provided in Sec. 158 of the RCC.

Thus, Valley Golf's compliance with the applicable laws and directives of the SEC is mandatory and cannot be delayed further or excused by the failure of the stockholders to ratify the necessary amendments to the AOI and By Laws. It is for this reason and to avoid the exposure to sanctions that the Board of Directors, in its resolution last 26 June 2023 decided to implement the one (1) year term for directors and the institutionalization of the nomination and election of independent directors even pending submission to and ratification by the stockholders of the necessary amendments to the By Laws.

Nonetheless, it is still necessary to formalize the amendments to the By-Laws by ratifying the same so that there will be no confusion or ambiguity in the future and so that Valley Golf is in full compliance with the Revised Corporation Code, the Securities Regulations Code, other implementing rules and regulations of the SEC as well as our own Amended Manual of Corporate Governance. The SEC has also given notice that it requires these amendments to the AOI and By-Laws as a pre-requisite before it will even consider amendments of the AOI and By Laws pertaining to other matters.

Amendments to the By-Laws requires the affirmative vote of a majority of the outstanding capital stock.

The Secretary certified that there was a question submitted on-line regarding this matter which we will discuss in the other matters of the agenda.

The votes for the Approval of the Amendment of the By-Laws are as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST
Amendment of the By-Laws	798	41

The Secretary certified that the tally of votes received shows we were able to reach the required affirmative vote of the majority of the outstanding capital stock or at least 798 number of shares.

XI. ELECTION OF DIRECTORS

The Chairman announced that the members will elect 3 Directors for this Annual Stockholders' Meeting for the ensuing year. The individual profiles were sent thru email to the email addresses of the members officially registered with the Valley Golf, posted in the Club's bulletin board, website and appeared in the Definitive Information Statement.

The following were the official nominees:

Regular Directors

1. Jose Arsenio Isidro D. Borromeo III
2. Marvin A. Caparros

3. Jose Ferdinand R. Guiang
4. Eric R. Illescas
5. Constantine L. Kohchet-Chua
6. Edward P. Lim
7. Luis G. Quiogue
8. Rafael S. Raymundo
9. Jose G. Razon
10. Albert San Gabriel
11. Rio Sesanando E. Venturanza

Independent Directors:

1. Robert John C. Baretto
2. Michael T. Echavez
3. Ricky Libago

The Chairman of the COMELEC, Atty. Joseph Joel Castillo briefly explained the on-line voting process in accordance with the Rules and Procedures regarding on-line voting. The other members of the Comelec were Atty. Wendell Dimaculangan and Atty. Mark Boncris Santos.

Thereafter, the Chairman turned-over the tallying of votes to the representatives of SGV.

After all votes cast were counted, the following candidates were declared elected as new members of the Board of Directors of the Club for the year 2023-2024 after receiving the votes indicated opposite their names:

		STOCKHOLDERS		TOTAL
		VOTING ONLINE	BY PROXY	
Jose Ferdinand R. Guiang	Regular	60	910	970
Eric R. Illescas	Regular	59	990	1049
Constantine L. Kohchet-Chua	Regular	43	792	835
Luis G. Quiogue	Regular	120	819	939
Rafael S. Raymundo	Regular	108	914	1022
Jose G. Razon	Regular	66	883	949
Rio Sesanando E. Venturanza	Regular	111	854	965
Michael T. Echavez	Independent	13	189	202
Ricky Libago	Independent	11	452	463

Consequently, the Chairman declared that the seven regular directors and the two independent directors duly elected to serve as Directors until the election and qualification of their successors.

The newly elected Directors gave their short personal messages.

IX. OTHER MATTERS

The Corporate Secretary informed the Chairman that there were two online inquiries from stockholders. Atty. Ricardo Fernandez Jr. and Atty. Francis Aguilar both asked about the reply from the Securities and Exchange Commission (SEC) Corporate

ORIGINAL

Governance and Finance Department (CGFD) regarding Valley's request for guidance on the implementation of the CGFD's 22 October 2021 Directive to Amend the Provision of By-Laws on the term of the directors. The Corporate Secretary had prepared responses and sent them to the stockholders via email.

X. ADJOURNMENT

There being no other matters to be discussed, the meeting was thereupon adjourned.

Attested by:



RAFAEL S. RAYMUNDO
President



ALLAN JOCSON
Corporate Secretary

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DETAILS OF THE LEGAL PROCEEDINGS

1. **Heirs of Victor Reyes vs. Valley Golf and Country Club, Inc.**
(SC GR No. 190641; CA-G.R Civil Case No. 80378; RTC-Makati City, Branch 138: Civil Case No. 01-528; SEC Case No. 01-97-5522)

This is a complaint by a former stockholder of VGCCI for reinstatement of playing rights and/or issuance of new shares of stocks. The complainant claims the auction sale in 1986 of his share for delinquency of his accounts was void for lack of notice to him. He is also claiming the amount of PhP20,000.00 as attorney's fees as well as costs of suit against the Club. In its Answer, the Club claims that the complainant's action is already barred by the statute of limitation and there was proper notice to him of his delinquency and the auction sale. As counterclaim, the Club is claiming PhP50,000.00 as moral damages, PhP50,000.00 as exemplary damages and PhP25,000.00 as attorney's fees. The Regional Trial Court has rendered judgment dismissing the complaint as there was no infirmity in the auction sale of complainant's share. Mr. Reyes has filed an Appeal with the Court of Appeals where the case is now pending. During the pendency of this appeal, the plaintiff passed away and the court, upon motion of his heirs, ordered their substitution as the plaintiffs.

On August 5, 2008, the Court of Appeals rendered a Decision reversing the decision of the Regional Trial Court and declared the plaintiff (as substituted by his heirs) to be entitled to the reinstatement of his playing rights and/or the re-issuance of a new share of stock from Valley. The Court of Appeals said that the notice issued to the plaintiff as to the auction sale was defective as the registry receipt was not sufficiently authenticated and that even assuming there was notice of delinquency sent to the plaintiff, the payment of dues was the responsibility at the time of the playing guest to whom the playing rights of the share was assigned. The Club filed a Motion for Reconsideration on August 26, 2008 which was denied by the Court of Appeals in its Resolution dated November 25, 2009. On December 18, 2009, the Club filed a Petition for Review with the Supreme Court. The heirs of Victor Reyes already filed their Comment to which Valley Golf filed its Reply on 03 January 2011.

On 10 November 2015, the Supreme Court rendered its decision denying the Club's petition for review and affirming the Court of Appeals decision. On 16 February 2016, Valley Golf filed its Motion for Reconsideration. However, this was denied by the Supreme Court in its Notice dated 16 March 2016 which we received on 25 May 2016. An Entry of Judgment has been issued and hence, the decision has become final and executory.

While the parties were disputing the implementation of the Decision in its executory aspect, Valley Golf authorized its counsel to negotiate with the Plaintiffs' counsel for a settlement where a monetary amount will be paid to the Heirs of Dr. Reyes in lieu of a share of stock. After some discussions, the Plaintiffs' counsel informed Valley Golf's counsel that the former are willing to accept a payment of PhP1.6 million pesos as full and final settlement of the case. Valley Golf will no longer issue to them a share of stock. The parties executed a Compromise Agreement based on such terms and the Regional Trial Court of Makati rendered a Judgment Based on Compromise Agreement on 13 November 2023.

As there is also a pending petition for certiorari with the Court of Appeals, on 11 December 2023, the parties filed a Joint Manifestation and Motion to Consider the Case Closed and Terminated in view of the Judgement Based on Compromise Agreement. On 16 January 2024, the Court of Appeals in the Petition for Certiorari case (CA-G.R. SP No. 176984 rendered a Resolution granting the parties; Joint Manifestation and Motion to Consider Case Closed and Terminated. The Petition for Certiorari of Valley Golf was deemed withdrawn and the case declared closed and terminated. An Entry of Judgment was likewise rendered certifying that the Court of Appeals' Resolution dated 16 January 2024 has become final and executory and is hereby recorded in the Book of Entries and Judgments.

2. **Valley Golf and Country Club, Inc. vs. Gabina Maestre, et al.**
(Civil Case No. 09-8769, Branch 71 of the Regional Trial Court of Antipolo City)

This is a complaint for accion publiciana to recover possession of real property belonging to the Club under TCT No. 518354 currently being occupied by several squatters. The Club is seeking a decision from the Regional Trial Court ordering the defendants (about 37 in number), together with their families/households, and any and all persons claiming rights from them, at present and in the future, to vacate the subject properties in question and to restore the possession of the same to the Club. The Club is also seeking the payment of the attorney's fees in the amount of PHP50,000.00 acceptance fee and the amount of appearance fees, as and by way of attorney's fees, as well as for defendants to pay the costs of suit and litigation expenses.

Some of the defendants have filed an Answer claiming that they and their predecessors-in-interest have been in possession of the Club's property for more than thirty (30) years which will entitle them to the ownership and possession of the property. They also claim that the Club's title is not valid since the property was acquired from the Manila Railway Company and that under a 1900s law, the railway company was bound to give the property back to the public once it is no longer used for railway operation. As counterclaim, defendants are claiming PHP500,000.00 as moral damages and PHP20,000.00 attorney's fees for each of them.

Valley Golf has previously filed a motion to declare in default some of the defendants who failed to file their Answer and this motion was already granted by the court. On 04 September 2013, in view of the failure of the defendants represented by counsel to file their Pre-Trial Brief, the court allowed Valley Golf to present its evidence *ex-parte*. These defendants filed a Motion for Reconsideration which Valley opposed and the court denied this motion. Valley Golf presented its evidence *ex-parte* and filed its Formal Offer of Evidence. The other defendants filed another Manifestation with Motion, seeking that they be allowed to present their own evidence which was denied by the court after Valley Golf filed its opposition.

On 02 September 2015, Valley Golf through its counsels received the Decision of the Regional Trial Court which declared Valley Golf as the lawful owner of the property and ordered it to be placed in possession of it and the defendants were ordered to vacate the same to surrender it peacefully to Valley Golf. Some of the defendants filed a Motion for Reconsideration to which Valley Golf filed its Comment/Opposition on 27 October 2015.

Some of the plaintiffs thereafter filed a Notice of Appeal from the Regional Trial Court's decision. On 10 September 2019, we received the Decision of the Court of Appeals which affirmed the Decision dated 16 July 2015 and Order dated 24 October 2016 of Branch 71 of the Regional Trial Court of Antipolo. Defendants filed a Motion for Reconsideration to which we filed a Comment/Opposition on 04 November 2019. On 10 January 2020, we received the Resolution from the Court of Appeals which denied the defendants' Motion for Reconsideration. On 29 January 2020, defendants through their counsel filed a Manifestation stating that they "discovered" that the property subject of the case was registered in the name of another party, Harmony Homes, Inc. and not Valley Golf. They then said that they will forego further appeal to the Supreme Court but will resist execution of the judgment on the ground that an alleged indispensable party, Harmony Homes, Inc. was not impleaded as a party and the judgment is null and void. We have verified this claim of the defendants with the engineer of Valley Golf and the latter has confirmed that the claims of defendants are false as subject property is indeed under the title of Valley Golf.

With the foregoing of appeal by defendants, the decision of the Court of Appeals has become final and executory. An Entry of Judgment stating that the judgment has become final and executory as of 18 January 2020 was issued on 28 July 2020.

On 09 February 2022, the Regional Trial Court issued its Order granting our Motion for Issuance of Writ of Execution.

Beginning March 2023, Valley Golf commenced discussions with the Local Government of Cainta through its Mayor, the Hon. Maria Elenita Nieto, to seek assistance from the Local Government Unit to implement the decision of the Regional Trial Court. Thereafter, Valley Golf was informed by the Cainta LGU that resettlement lots will be provided for the settlers on the property and that the Urban Poor Administration Office (UPAO) will take the lead in relocating the settlers. A General Assembly was held with the settlers along with LGU officers last 14 June 2023 and it was agreed that the settlers will start vacating the property within 15 days from 19 June 2023. Complete vacation of the property should be accomplished within 60 days from 19 June 2023. Valley Golf will assist in providing some carpentry materials for some of the settlers to rebuild their houses on the relocation site.

Most of the settlers vacated the property and transferred to the relocation site provided to them by the LGU. However, at least 10 families still remained and refused to vacate the property. Meanwhile, Valley Golf's security guards secured the portions of the property vacated by the settlers. On 13 September 2023, the Sheriff of the Office of the Clerk of Court served upon them the remaining defendants the Notice to Vacate with copy of the Writ of Execution. The Sheriff also sought clarification from the court if the other occupants who were not defendants in the case will also be covered by the Writ of Execution.

On 28 September 2023, Valley Golf filed an Ex-Parte Motion for the Issuance of a Writ of Demolition with Order Authorizing Police Assistance. Valley Golf also argued in this motion that even the occupants who were not defendants in this case should also be covered by the Writ as they are either: a) trespassers, squatter or agent of the defendant fraudulently occupying the property to frustrate the judgment; b) guest or occupant of the premises with the permission of the defendant; c) transferee pendente

lite; d) a sub-lessee; e) co-lessee; or f) member of the family, relative or privy of the defendant. A hearing was held and the other occupants were required to engage counsel and file a complaint.

On 16 January 2024, the counsel for the non-impleaded occupants filed a Comment claiming that as they are not defendants in this case, the Writ cannot be implemented against them without violating their right to due process of law and that they have been in open, actual possession of their respective lots and have acquired them by acquisitive prescription. Valley Golf filed a Reply to this Comment on 08 February 2024 stating that these occupants' claims in their Comment were bereft of any evidence or legal basis.

The court allowed the non-impleaded occupants to present witnesses to substantiate their claims but upon cross-examination, they could not provide any documentary evidence that they have legal rights to the property concerned. They also filed a motion to maintain the status quo insofar as the wells which Valley Golf wanted to fill up because the waters therein were found to be unsanitary for human use. Valley Golf opposed the motion which was denied by the court and Valley Golf was able to back fill the wells.

During the hearing on 30 May 2024, the non-impleaded occupants through counsel requested the court for subpoena of documents related to a previous case (CC No. 05-7765) in another branch of RTC Antipolo. The next hearing was scheduled on 19 September 2024 for their witness to identify such documents. On 01 July 2024, Valley Golf through counsel filed a Manifestation With Comment to Request for Subpoena Duces Tecum with Motion to Cancel Hearing on 19 September 2024 and to Resolve the Plaintiff's Motion for the Issuance of Writ of Demolition With Order Authorizing Police Assistance. The grounds for this Manifestation and Motion were that the subject matter of the other case is a different parcel of land and therefore, irrelevant and immaterial to this case, and their witness was not even a party to this case. Valley Golf argued that the public land theory being espoused by the plaintiffs in that other case was already completely debunked, rejected and dismissed by the other RTC Antipolo branch.

The RTC Antipolo Branch 71 denied the non-impleaded occupants' Motion to Maintain the Status Quo as well as their Motion for Reconsideration of the denial of the same. The Court also denied Valley Golf's Manifestation with Motion. Continuation of the proceedings is scheduled on 12 December 2024.

3. ***Jose B. Tayawa vs. Valley Golf & Country Club, Inc., Jaime Victor Santos, Wilfredo G. Manahan, Albert G. Que, Leopoldo M. Garcia, and Albert D.G. San Gabriel***

(SCC Case No. 19-003, Regional Trial Court, Branch 70, Binangonan, Rizal)

The case filed by plaintiff, a member and stockholder of VGCCI as well as a Past President, is an Intra-Corporate Controversy insofar as the matter of his suspension of his membership by the Board of Directors for a period of one (1) year starting on 17 June 2019. As stated in his Complaint, he prayed that after due notice and hearing for the: 1) issuance of a Temporary Order valid for twenty (20) days for the immediate restoration of his full rights and privileges as member of VGCCI, 2)

thereafter, but before the Temporary Order expires, 2) issuance of a Writ of Preliminary Mandatory Injunction for all defendants to immediately restore his full rights and privileges as member of Valley Golf, and that after trial, judgment be rendered: 3) dissolving the Writ of Preliminary Mandatory Injunction and replacing it with a Permanent Mandatory Injunction, 4) as First Cause of Action, declaring the 17 June 2019 Suspension Order as Null and Void, 5) as Second Cause of Action, ordering Defendant Board Members to pay him One Million and Five Hundred Thousand Pesos (Php1,500,000.00) as Moral Damages; 6) as Third Cause of Action, ordering Defendant Board Members to pay him Three Million Pesos (Php3,000,000.00) as Exemplary Damages, and 7) on the Fourth Cause of Action, ordering Defendant Board Members to pay him the amount of Five Hundred Thousand Pesos (Php500,000.00) as Attorney's Fees and Costs of Litigation.

The dispute arose when the Board of Directors imposed upon plaintiff the penalty of suspension for one (1) year. As stated in the Notice of Suspension, the grounds for suspension was for acts of cheating, in particular, for knowingly, deliberately and with intent to make a mockery of the election of the directors submitting to Valley Golf and using without the authority of the authorized signatory of Solid State Multi Product Corporation the Request for Duplicate/New Proxy Form (RFD) as well as replacement proxies of Solid State for one candidate, as the authorized signatory of Solid State himself certified that he only signed one set of proxies in favour of another candidate.

In his Complaint, plaintiff alleges that he did not commit any forgery or cheating or submission of an unauthorized proxy and hence, he should not have been suspended. He argues that even assuming that there was sufficient evidence of wrongdoing on his part, the penalty of one (1) year suspension against him is harsh, oppressive and confiscatory since the Board of Directors has no authority to increase the penalty recommended by the Membership Committee. He also claims that there was no complaint against him to begin with and assuming there was, the complainant was not called upon to confirm the truthfulness and veracity of his complaint. He added that the defendant board members merely assumed the same and on the basis of their faulty reasoning and assumption, held that plaintiff cheated or has submitted an unauthorized proxy. Plaintiff claims that on procedural and substantive grounds, the Suspension Order should be declared null and void.

Plaintiff likewise claims that as a result of defendants' acts, he suffered serious anxiety, sleepless nights, besmirched reputation and social humiliation which is why he is claiming for moral damages. Plaintiff likewise accuses defendants of acting in wanton, fraudulent, reckless, malevolent and oppressive manner for which he is claiming exemplary damages. He is likewise claiming for attorney's fees and costs of suit.

On the other hand, defendant VGCCI and board members argue in their Answer with Compulsory Counterclaim claim that there is sufficient evidence or substantial evidence as required in administrative proceedings for defendants to conclude that plaintiff submitted and used proxies for the five (5) shares of Solid State without the authority of the latter. The authorized signatory of Solid State sent a letter addressed to the directors certifying that he signed only one set of proxy forms in favor of another candidate, and not the candidate appearing in the proxy forms submitted by plaintiff, thereby disowning the proxy forms submitted by the plaintiff. Defendants allege that the

plaintiff readily admitted that he does not know the president or any of the officers and directors of Solid State Multi-Products corporation. Hence, it would not be possible for plaintiff to be able to secure proxies duly signed by its authorized representatives. Thus, defendants argue that they were justified in concluding that without a doubt, plaintiff willfully and maliciously submitted and used the proxies of Solid State without being authorized to do so.

Defendants further argue that plaintiff was fully accorded procedural due process as he was allowed to give letters in response to the accusations against him and was even allowed to appear before the Board of Directors to air his side. They likewise state that the penalty of one (1) year suspension is not harsh, oppressive and confiscatory considering the gravity and seriousness of the offense committed by plaintiff. Defendants also argue that the penalty of one (1) year suspension is also within the power of the Board of Directors pursuant to the Revised Corporation Code, the Amended By-Laws of VGCCI and the Member's Handbook as well.

Defendants also denied the claims for moral damages, exemplary damages as well as attorney's fees for lack of any factual or legal bases. Defendants also claim that there is no basis for the court to grant plaintiff's prayer for a Writ of Preliminary Mandatory Injunction as he has not demonstrated any injury that is incapable of pecuniary estimation and no clear and unmistakable right on his part that was violated when he was suspended by defendant Board members.

As counterclaim, individual defendants claim that by reason of the filing of this baseless, unwarranted complaint against them, considering that they were only performing their duties as directors to defend the interest, honor and integrity of the corporation's election process, they have suffered serious anxiety, sleepless nights, besmirched reputation thereby entitling each of them to claim the amount of Five Hundred Thousand Pesos (Php500,000.00) as and by way of moral damages. And because of the malicious filing of the case which is devoid of any merit, defendant VGCCI was compelled to engage the service of counsel for which plaintiff should be held liable to pay Php175,000.00 acceptance fee, appearance fees of Php10,000.00 (partner) and Php7,500.00 (associate) for every appearance, pleading fees from Php10,000.00 to Php50,000.00, milestone fees and other litigation costs and costs of suit.

Proceedings were held before the Regional Trial Court of Binangonan, Antipolo to hear the plaintiff's prayer for a Writ of Preliminary Mandatory Injunction. Plaintiff completed his presentation of evidence and filed his Formal Offer of Exhibits to which defendants filed their Comment/Objections. Thereafter, Defendants presented their witnesses to oppose plaintiff's prayer for a Writ of Preliminary Mandatory Injunction. However, due to the COVID 19 Pandemic, hearings were suspended and the Court was not able to rule on the prayer for Writ of Preliminary Mandatory Injunction. The one (1) year suspension has already lapsed rendering the issue of suspension moot, except as to the claim for damages and counter-claim of the defendants.

Plaintiff adopted his previous testimony for the main incident. After Plaintiff rested his case, Valley Golf presented four (4) witnesses to testify on defenses and counterclaim of defendants and adopted testimonies of its witnesses during the preliminary injunction proceedings.

On 13 June 2023, Valley Golf filed through counsel an Ex-Parte Motion to take the testimony of Mr. Gabriel Chua by way of Written Interrogatories in view of the advanced age of the intended witness who is the president of Solid State Multi Products Corporation whose proxies were the subject matter of this case. Plaintiff filed his Opposition to the Ex-Parte Motion. The Court in its Order dated 19 January 2024 granted the Ex-Parte Motion to take the testimony of Mr. Gabriel Chua by way of Written Interrogatories.

On 08 March 2024, Valley Golf filed its Notice of Submission with Motion For Leave to Proceed attaching thereto the Written Interrogatories to Mr. Chua. On 18 March 2024, Plaintiff filed through his counsel a Motion to Impose Conditions in the Taking of Deposition with attached Cross-Interrogatories to the deponent. We filed a Comment thereto where objections were made to question nos. 1 to 7 of the Cross-Interrogatories. In its Order dated 27 March 2024, the Regional Trial Court sustained our objections to question nos. 1 to 7 of the Cross Interrogatories but ordered that the deposition shall be videorecorded and that only one counsel for each party may be present during the deposition, aside from a caregiver or nurse as may be required by the doctor of the deponent.

The deposition of Mr. Chua by way of written interrogatories was held on 22 May 2024 before Atty. Myra SJ San Buenaventura, notary public of Makati City who is the designated deposition officer. We are awaiting the final report on the deposition to be submitted to the court by Atty. San Buenaventura as the designated deposition officer. Mr. Chua is intended to be the last witness. Once the final report is submitted and accepted as evidence, we will ask time to file our Formal Offer of Evidence and rest our case.

4. ***Valley Golf and Country Club, Inc. (represented by Rosanna Arguelles) vs. Jetrick Nelson Tamayo***
(For Other Deceits, pending before Office of the Provincial Prosecutor of Rizal)

This is a criminal complaint for Other Deceits filed against Jetrick Nelson Tamayo, a person who was apprehended for having used fake Valley Golf car sticker in entering Don Celso Tuason Avenue on 16 October 2018. Upon his apprehension by Valley Golf's security guards, Tamayo admitted to using the fake Valley Golf car sticker and promised to pay the Php5,000.00 fine imposed by Valley Golf for the use of fake car stickers. However, he failed to do so. Demand letters were sent to him to pay the fine of Php5,000.00 but to no avail. Hence, Valley Golf authorized the filing of a criminal complaint for Other Deceits against him with the Office of the Provincial Prosecutor.

After the filing of the criminal complaint, we were informed that the Asst. Provincial Prosecutor decided not to hold preliminary investigations anymore and instead submitted the case for resolution. To date, we have yet to receive the prosecutor's Resolution.

5. *In Re: Petition for Issuance of New Owner's Duplicate Copy of Original Transfer Certificate of Title No. 140578 in lieu of the Lost One*
(LRC Case No. 21-7784, Regional Trial Court of Antipolo)

This is a petition for the issuance of a new owner's duplicate copy of original Transfer Certificate of Title No. 140578.

On 6 April 2019, RealtyPro & Diligence, Inc. (hereinafter referred to as "RealtyPro") was hired by Valley Golf to survey lots in the VGCCI Complex. After the conduct of the survey, Realtypro reported to the Real Estate Committee of Valley Golf that during the course of its investigation of Lot 16 Block 1 (a parcel of land covered by Transfer Certificate of Title No. 140582), they identified that one of the boundary lots is Lot 12 Block 1 and the same is registered in the name of Valley Golf.

Immediately thereafter, RealtyPro submitted a Lot Plan and identified TCT No. 140578 as Lot 12, Block 1. Immediately thereafter, Valley Golf made an initial verification of its records as to whether or not TCT No. 140578 was in its files. The initial search verified that TCT No. 140578 was not in the records and files of Valley Golf.

Upon realizing that the Owner's Duplicate Copy of TCT No. 140578 was nowhere to be found, diligent efforts were immediately exerted to locate the Owner's Duplicate Copy in records of Petitioner VGCCI. The officers concerned of Petitioner spent several days searching the official repositories in their respective offices. However, despite diligent search and effort to locate the same, it was to no avail as they failed to locate the Owner's Duplicate Copy of TCT No. 140578. Thus, Valley Golf genuinely believed that the said title is now lost and beyond recovery. Accordingly, the Board of Directors authorized the filing of the petition for the issuance of a new owner's duplicate copy of TCT No. 140578 with the Regional Trial Court of Antipolo.

On 06 July 2021, the petition was filed with the Regional Trial Court of Antipolo, Office of the Clerk of Court. Thereafter, the case was raffled to Branch 139 of the Regional Trial Court of Antipolo and summons were served upon the Registry of Deeds of Antipolo City as a necessary party.

A hearing was held for presentation of jurisdictional facts last 05 January 2022. On 28 September 2022, Valley Golf presented its lone witness to prove the allegations of its Petition and counsel made an oral offer of the documentary exhibits for the purposes for which they are intended.

On 30 September 2022, the Regional Trial Court granted the petition and rendered judgment: "1) Declaring the lost owner's duplicate copy of TCT No. 140578 be null and void and of no further force and effect; and 2) Directing the Office of the Registry of Deeds for Antipolo City to issue new duplicate owner's copy of TCT No. 140578 in lieu and as replacement of that which was lost giving it the same faith and credit and with the same terms and conditions appearing on the original, upon payment of the required fees at the expense of the petitioner."

After the Decision has become final and executory and the Certificate of Finality issued, we presented the same to the Registry of Deeds of Antipolo for the issuance of the new owner's duplicate title. On 17 July 2023, we were able to obtain the new

Owner's Duplicate Copy of the Transfer Certificate of Title No. 140578. The title bears the new title no. 1630140578 in the name of Valley Golf Club, Inc. This case is now closed and terminated.

6. Valley Golf and Country Club, Inc. (formerly, Valley Golf Club, Inc.) versus Hon. Margarette A.B. Dauz-Aspacio, in her capacity as Acting Presiding Judge of the Municipal Trial Court in Cities, Branch 4, Sheriff Ma. Wilma A. Coronado, and Ramoncito G. Tagle

(SCA Case No. 22-1806, Regional Trial Court of Antipolo)

This is a Petition filed by Valley Golf and Country Club, Inc. against Ramoncito Tagle and public respondents MTCC Judge Margarette A.B. Dauz-Aspacio and Sheriff Ma. Wilma A. Coronado.

Valley Golf and Country Club, Inc. is the absolute and registered owner of parcels of land covered by Transfer Certificate of Title ("TCT") Nos. 143135, 224882, and 224883, as well as Street Lot Nos. 2, 3, 5, and 6, respectively covered by TCT Nos. 224983, 224984, 224986, and 224987. It has been in open, continuous, and peaceful ownership, possession, and occupation of the said parcels of land since the 1960s.

On 14 March 2022, to the utter surprise of Valley Golf, a group of around fifty (50) persons, representing Ramoncito Tagle, appeared near the Sumulong Gate of Valley Golf. The said group was comprised of (a) Ramoncito Tagle; (b) P.Col. Dominic Baccay, PNP Rizal Provincial Director; (c) around twenty (20) PNP officers, which were either uniformed or in plain clothes; (d) around twenty (20) workers; and (e) a dozen private security guards.

The group began forcibly taking down fences previously erected by Valley Golf and replaced them with their own.

When asked about their authority for fence off the premises, Tagle's group said that they are implementing a Writ of Demolition issued by the MTCC Branch 4 of Antipolo City. Apparently, Ramoncito Tagle filed an ejectment case against Domingo Tuazon and Roberto Santiago, and the Writ of Demolition was issued as a consequence of the said ejectment proceedings. Valley Golf was not a party to the said case nor did it have notice of the same.

Despite not being privy to the case, the Sheriff still implemented the Writ of Demolition against Valley Golf, an innocent third party. Other lot owners in the area were also affected.

Upon further verification, it was discovered that Ramoncito Tagle is claiming a large tract of land which overlaps with several titled properties, including that of Valley Golf.

It was also revealed that Tagle's Original Certificate of Title No. P-1085 was previously declared by the Land Registration Authority ("LRA") Task Force Titulong Malinis ("TFTM") as unlawfully and erroneously issued. The LRA TFTM directed the Register of Deeds of Antipolo City to annul OCT No. P-1085.

Valley Golf considered availing of legal remedies with the Municipal Trial Court that issued the Writ of Demolition but was informed that this court denied all the motions and pleadings filed by other adversely affected parties who were not parties to the case.

Valley Golf could no longer intervene or pray for any other reliefs in SCA Case No. 008-16 on account of the Order dated 04 April 2022, stating that third parties adversely affected by the Decision and the Writ of Demolition can no longer intervene or filed any motion contesting the Decision. In order to protect its property rights and having no other plain, speedy, or adequate remedy under the particular circumstances, Valley Golf filed the Petition under Rule 65 of the Rules of Court with the Regional Trial Court of Antipolo.

In the Petition, Valley Golf prayed that:

- 1) A writ of preliminary injunction and a writ of preliminary injunction be issued (i) restraining Respondents from enforcing the Writ of Execution dated 12 April 2019 and the Writ of Demolition dated 04 October 2019; (ii) directing Respondents to restore the subject properties to its original state (and to the possession of Petitioner prior) to the enforcement of the Writ of Execution and Writ of Demolition; and (iii) directing Respondents to maintain the status quo until the Petition is resolved by the Honorable Court.
- 2) The Writ of Execution dated 12 April 2019 and the Writ of Demolition dated 04 October 2019 issued by public respondent Trial Court in SCA Case No. 008-16, entitled "*Ramoncito G. Tagle, represented by his Attorney-in-fact, Meldred C. Bendanillo, versus Domingo G. Tuazon and Roberto Santiago, doing business under the name and style of Charlestone Trading and General Merchandise and all other persons claiming rights from them*", be quashed, annulled, and set aside insofar as Valley Golf's properties are concerned; and
- 3) A Decision be rendered in Valley Golf's favor, and an Order be issued declaring the execution of the Writ of Execution dated 12 April 2019 and the Writ of Demolition dated 04 October 2019 null and void and cannot be enforced against Petitioner.

The RTC Antipolo Branch 140 has issued an Order to Comment to respondent Tagle. On 05 July 2022, we received a copy of Tagle's Answer/Comment to the Petition.

On 27 July 2022, we filed on behalf of Valley Golf an Urgent Ex-Parte Motion for Issuance of a Temporary Restraining Order and To Set Case for Hearing on the Issuance of the Writ of Preliminary Injunction praying that a Temporary Restraining Order (TRO) be issued enjoining respondent Ramoncito Tagle from closing, obstructing or fencing off Valley Golf's Sumulong Highway Gate at Don Celso Tuason Avenue; from selling the subject property during the pendency of this case, as well as demolishing, damaging or defacing Valley Golf's concrete and ball signages at Sumulong Highway near Don Celso Tuason Avenue. The motion also prayed that the case be set for hearing on Valley Golf's prayer for issuance of the Writ of Preliminary Injunction.

On 02 August 2022, a hearing was held before the Regional Trial Court on the motion for the issuance of TRO against respondent Tagle. Oral arguments were given by both parties and the incident was considered submitted for resolution.

On 06 October 2022, we received by electronic mail the Order dated 05 October 2022 of the Regional Trial Court dismissing the Petition *motu proprio* for being an improper remedy to directly assail via certiorari the questioned writ of execution dated 12 April 2019 and the writ of demolition dated 04 October 2019, both issued by the Municipal Trial Court in Cities, without first filing a motion to quash *a quo*.

On 21 October 2022, Valley Golf through counsel filed a Motion for Reconsideration arguing that it had no plain, speedy and adequate remedy in the ordinary course of law since the MTCC Antipolo Court already prohibited interventions and the filing of additional third party pleadings and motions. Valley Golf also argued that there is still an imminent threat to sell and/or close parts of the property of Valley Golf which necessitated the urgent Petition for Certiorari and Prohibition.

In its Order dated 06 December 2022 (received on 03 January 2023), the Regional Trial Court denied Valley Golf's Motion for Reconsideration prompting it to file a Notice of Appeal to the Court of Appeals on 17 January 2023. On 23 June 2023, Valley Golf through counsel received the Order from the Court of Appeals directing it to file its Memorandum within a non-extendible period of thirty (30) days from receipt. On 22 September 2023, we filed on Valley Golf's behalf, its Memorandum. Respondent Ramoncito Tagle filed his Memorandum through his counsel on 14 September 2023. Upon orders from the Court of Appeals, he also filed his Comment and Objection on Valley Golf's Motion for Issuance of Temporary Restraining Order and/or Writ of Preliminary Injunction.

Valley Golf's appeal is still pending decision with the Court of Appeals (15th Division).

7. ***Albert Que vs. Valley Golf and Country Club, Inc.***

(Comm. Case No. 23-1875, Regional Trial Court, Branch 99 , Antipolo City)

This is an injunction suit filed by Stockholder/Member Albert G. Que against Valley Golf seeking to reverse his one (1) year suspension from 16 September 2022 to 15 September 2023 with prayer for Temporary Restraining Order and Writ of Preliminary Mandatory Injunction against the enforcement of the suspension order. According to the Letter of Suspension, Mr. Que was suspended for negligence and lack of transparency in his conduct of overseeing the construction of the Two Storey Golf Cart Parking Building Project which led to wasteful and ill planned use of membership funds.

In his Complaint, Mr. Que alleged that there is no basis to hold him liable for the allegations against him concerning the Building Project, that he was singled out when there were other people more involved in the project and that he was deprived of due process when he was suspended. Plaintiff did not claim any monetary damage in this suit.

Hearings were held on Plaintiff's prayer for TRO and Writ of Preliminary Injunction. Valley Golf has opposed the prayer for TRO and Writ of Preliminary Injunction arguing that: 1) Plaintiff failed to allege, much less prove, the extreme urgency of his prayer for TRO; 2) Plaintiff failed to show that he would suffer grave and irreparable injury should the TRO sought be denied; and 3) Plaintiff's suspension which was already in effect for 9 months has become a *fait accompli* and injunction will not issue to restrain the performance of an act already done.

Valley Golf has already its Answer with Counterclaim and presented its witnesses. On 03 November 2023, Valley Golf through its counsel filed a motion to declare moot the case and dismiss the same in view of the lapse of the suspension period of Mr. Que. However, the said motion remains unresolved. Thus, on 08 July 2024, Valley Golf through its counsel filed a Motion for Early Resolution of its Motion to Declare Moot and Dismiss Complaint dated 26 October 2023. The court has yet to act on these motions.

From: [ICTD Submission](#)
To: info@valleygolf.com.ph
Subject: Re: CGFD_Valley Golf & Country Club Inc_SEC Form 17-A_8 October 2024
Date: Tuesday, 8 October 2024 4:35:02 PM

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6

5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.