



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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**SEC Registration No.:** 0000013951

**Company Name:** VALLEY GOLF AND COUNTRY CLUB, INC.

**Industry Classification:** O92499

**Company Type:** Stock Corporation

## Document Information

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## **SEC FORM-ACGR (FOR PC/RI)**

### **ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS**

1. For the fiscal year ended - June 30, 2024
2. SEC Registration Number - 13951
3. BIR Tax Identification Number - 000-649-197-000
4. Exact Name of the Issuer as specified in its charter - Valley Golf & Country Club, Inc.
5. Province, Country or other jurisdiction of incorporation or organization – Antipolo City Province of Rizal
6. Address of Principal Office – Don Celso S. Tuason Ave. Barangay MuntinDilaw, Antipolo City
7. Postal Code - 1870
8. Issuer's telephone number, including area code - 0286584901
9. Former name, former address, and former fiscal year, if changed since last report  
Not Applicable
10. Industry Classification Code (For SEC's use only)

# COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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V	I	C	T	O	R	I	A		V	A	L	L	E	Y	,		A	N	T	I	P	O	L	O	,
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(Business Address: No. Street/City/Province)

**ABIGAE B. BLANCO**

Contact Person

**658-4901**

Company Telephone Number

**0 6**

Month

**3 0**

Day

Fiscal Year

## ANNUAL CORPORATE GOVERNANCE REPORT

FORM TYPE

**09 4<sup>th</sup> Sunday**

Month

Day

Annual Meeting

Secondary License Type, If Applicable

**C G F D**

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders  
Owning at Least One Board Lot

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

LCU

Cashier

STAMPS

## 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:

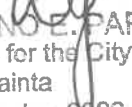
- 1) That I have caused this **Annual Corporate Governance Report for the period January to December 31, 2024** to be prepared on behalf of **VALLEY GOLF & COUNTRY CLUB, INC.**
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic 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  
THIS \_\_\_\_\_ DAY OF JUN 26 2025 AT  
ANTIPOLO CITY AFFIANT EXHIBITING  
TO ME HIS/HER \_\_\_\_\_

DOC. NO. 417  
PAGE NO. 85  
BOOK NO. 18  
SERIES OF 2024

  
ATTY. ALBINO E. PARANA  
Notary Public for the City of Antipolo,  
Taytay and Cainta  
Until 31 December 2026  
No. 11-A P Burgos St., Brgy. San Jose,  
Antipolo City  
Roll No. 53950  
MCLE No. VIII-0016996/4-14-28  
IBP No. 468655/9-20-2024  
PTR No. 9596808 - 1-2-25 Antipolo City

# ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION		COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD'S GOVERNANCE RESPONSIBILITIES				
<b>Principle 1. ESTABLISHING A COMPETENT BOARD</b>				
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.				
<b>Recommendation 1.1</b>				
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following: <i>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors.</i>	Please see page 4 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The Board has an appropriate mix of competence and expertise.	Compliant	<i>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.</i>	President 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.  Vice President 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, a 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 chairs the Board of the Philippine Children's Mission, based in Balagtas, Bulacan, an organization dedicated to addressing the physical, educational, and spiritual needs of underprivileged children. He also serves as the Corporate Secretary of Sta. Clara International Corporation, Meridian Securities Inc., Professional Parking & Management Corp., and ParkSecure Management Corp.

Treasurer Rafael S. Raymundo is a graduate of Bachelor of Science in Management from San Beda University. Mr. Raymundo is currently the President of Service One Corporation.

Asst. Treasurer Maria Cecilia Ng - Esguerra is a graduate of Bachelor of Fine Arts in Interior Design from College of the Holy Spirit. Dir. Esguerra is currently the President of RN Construction Co. Inc.

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 (Pasig Branch), Director of Ace Trader Equipment Sales Corp., and Proprietor of Choice Cut Enterprises. He is also the Corporate Secretary of Crugar Lending Ventures Inc.

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. Ron Nelson Pua See holds a Bachelor of Arts in Human Resource Management from the De La Salle-College of Saint Benilde. He currently serves as the President and General Manager of Route to Market Sales Incorporated, Reachmore Sales and Distribution Inc., and Precis Sales and Distribution Excellence Inc. He is also the President and a member of the Board of Directors of NextGen Properties & Realty Development Inc. and Stellar Manpower Services, and serves as a Director at Berry Food Source Incorporated. In addition, he holds the position of Chief Finance Officer at Chynna Consumer Services Inc.

				<p>Dir. Jose Ferdinand R. Guiang is a graduate of AB Economics from the Far Eastern University. Dir. 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.</p> <p>Dir. Federico Feliciano earned his Bachelor of Science in Architecture from the University of Santo Tomas. Dir. Feliciano is currently the President of La Comida Food Services.</p>
3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		<p>Please see pages 5-17 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>All the members of the Board of Directors are qualified for their positions.</p>
<b>Recommendation 1.2</b>				
1	The Board is headed by a competent and qualified Chairperson.	Compliant	<i>Provide information or reference to a document containing information of the Chairperson, including his/her name, qualifications, and expertise.</i>	<p>Please see pages 17-26, and 30-31 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>President 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.</p> <p>In this company he gives direction and oversees the operation, develops new clients, researches and develops strategies and establishes short and long term goals and its implementation.</p>
<b>Recommendation 1.3</b>				
1	The company provides a policy on training of directors.	Compliant	<i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i>	Please see page 15 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The company has an orientation program for first-time directors.	Compliant	<i>Provide information or link/reference to a document</i>	Valley Golf requires all Members of the Board of Directors, Compliance Officer and Corporate

			<p><i>containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.</i></p>	<p>Secretary to attend the training/seminar/webinar on Corporate Governance or related topics from SEC Accredited Institutions.</p>
3	<p>The company has relevant annual continuing training for all directors.</p>			<p>The following are the trainings attended by the Directors:</p> <p>The following Members of the Board of Directors attended the Webinar on Corporate Governance Orientation Program held on October 23, 2024 via Zoom conducted by the Ateneo de Manila University Graduate School of Business Center for Continuing Education:</p> <ol style="list-style-type: none"> <li>1. Atty. Allan Jocson</li> <li>2. Dir. Federico H. Feliciano</li> <li>3. Dir. Ma. Cecilia N. Esguerra</li> <li>4. Dir. Ron Nelson See</li> </ol> <p>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:</p> <ol style="list-style-type: none"> <li>1. Dir. Constantine L. Kohchet-Chua</li> <li>2. Dir. Rafael S. Raymundo</li> </ol> <p>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.</p> <p>Atty. Rio Sesinando 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.</p>



				<p>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.</p> <p>Dir. Michael T. Echavez attended the seminar on Code of Ethics &amp; 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.</p> <p><a href="#">Attached are the Certificates of Attendance.</a></p>
<b>Recommendation 1.4</b>				
1	The Board has a policy on board diversity.	Compliant	<p><i>Provide information or link/reference to a document containing the company's board diversity policy.</i></p> <p><i>Indicate gender, age and competence composition of the board.</i></p>	<p>Please see page 5 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>President Constantine Kohchet - Chua – Male, 59 yrs. old, Businessman. CPA.</p> <p>Vice President Rio Sesinando Venturanza – Male, 66 years old, Lawyer</p> <p>Treasurer Rafael S. Raymundo – Male, 61 yrs. old, Businessman, Manpower Agency.</p> <p>Asst. Treasurer Ma. Cecilia Ng Esguerra – 63 years old, Businesswoman.</p> <p>Dir. Ricky Libago – Male, 60 years old, Businessman, Civil Engineer</p> <p>Dir. Ron Nelson See – Male, 50 years old, Businessman</p>

				<p>Dir. Jose Ferdinand Guiang – Male, 60 years old, Businessman.</p> <p>Dir. Michael Echavez – Male, 61 years old, Businessman, Mechanical Engineer</p> <p>Dir. Federico Feliciano – Male, 55 years old, Businessman</p>
<b>Recommendation 1.5</b>				
1	The Board is assisted by a Corporate Secretary.	Compliant	<i>Provide information or link/reference to a document containing information of the Corporate Secretary, including his/her name, qualifications, duties and functions.</i>	<p>Please see pages 27 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Corporate Secretary of Valley Golf &amp; Country Club is Atty. Allan Jocson. Atty. Allan Jocson became a Proprietary member of Valley Golf since August 2018. He is currently a Partner in Sallan &amp; Jocson Law Offices. He is a graduate of Bachelor of Laws in San Beda College of Law/ Arellano Law Foundation (1999) and Bachelor of Arts Major in Political Science, De La Salle University (1994)</p>
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		<p>Please see pages 27 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Atty. Allan Jocson is not the Compliance Officer of Valley Golf.</p>
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant		<p>Please see pages 27 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Atty. Allan Jocson is not a member of the Board of Directors.</p>
4	The Corporate Secretary attends annual training/s on corporate governance.	Compliant	<i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of training, number of hours and topics covered.</i>	<p>Atty. Allan Jocson conducts Basics of Corporate Governance Orientation Programs. He attended Seminar on the Corporate Governance in Ateneo De Manila University Graduate School Center for Continuing Education as Exposure to Corporate Directors held on October 23, 2024.</p>
<b>Recommendation 1.6</b>				
1	The Board is assisted by a Compliance Officer.	Compliant	<i>Provide information or link/reference to a document</i>	

			containing information of the Compliance Officer, including his/her name, position, qualifications, duties and functions.	<p>Please see pages 28-29 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Compliance Officer of Valley Golf &amp; Country Club is Atty. Joseph Joel Rivera Castillo. He was born on May 27, 1973 in Manila and is now 53 years old.</p>
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant		<p>Please see pages 11-13 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Compliance Officer was appointed by the Board of Directors in their Regular Meeting. As stipulated in the Manual of Corporate Governance, the Compliance Officer will be part of Management and will hold the position of a Senior Manager. His accountability extends not only to the President but to the Board as well.</p>
3	The Compliance Officer is not a member of the board.	Compliant		<p>Please see pages 11-13 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Atty. Joseph Joel Rivera Castillo is not a member of the Board of Directors.</p>
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of the training, number of hours and topics covered.	<p>Atty. Joseph Joel Rivera Castillo attended a Seminar on the Corporate Governance Orientation Program on September 20, 2024 via Zoom conducted by the Philippine Chamber of Commerce and Industry.</p>

## Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

### Recommendation 2.1

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	<i>Provide information or reference to a document containing information on how the directors performed their duties (this can include board resolutions and minutes of meetings).</i>	<p>Please see pages 10-14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Please see page 4 of <a href="#">Amended Articles of Incorporation – Valley Golf and Country Club, Inc</a></p> <p>Please see pages 2-4 of <a href="#">Amended By Laws – Valley Golf and Country Club, Inc</a></p> <p><a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a></p>
Recommendation 2.2				
1	The Board oversees the development and approval of the company’s business objectives and strategy.	Compliant	<i>Provide information or link/reference to a document containing information on how the directors performed this function (this can include board resolutions and minutes of meetings).</i>	<p>Please see pages 10-14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
			<i>Indicate frequency of development of business objectives and strategy.</i>	<p>The development of the business objectives and strategy of the Board of Directors is usually done at the beginning of their term which is October to November and then during the preparation and approval of the Financial and Budget Plan during the month of June.</p>
2	The Board oversees and monitors the implementation of the company’s business objectives and strategy.	Compliant		<a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a>
Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<i>Disclose and provide information or link/reference to a document containing the company’s succession planning policies and programs and its implementation.</i>	<p>Please see page 4 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
				<p>Please see pages 3-5 of <a href="#">Amended-By-Laws (2).pdf</a></p>
2	The Board adopts a policy for the retirement of directors and key officers.	Compliant		<p>The Policy is already being implemented pending approval of the proposed amended articles of incorporation and by-laws.</p>
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	<i>Provide information or link/reference to a document containing the company’s</i>	<p>Please see page 10 Section II, No. 1.5. Small Letter d of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p>

			remuneration policy and its implementation, including the relationship between remuneration and performance.	<p>Please see page 5 of <a href="#">Amended-By-Laws</a></p> <p>This is not applicable because the Board of Directors and Executive Officers do not receive salary.</p>
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		<p>Please see page 10 Section II, No. 1.5. Small Letter d of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Please see page 5 of <a href="#">Amended-By-Laws</a></p> <p>This is not applicable because the Board of Directors and Officers do not receive salary.</p>
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		<p>Please see page 10 Section II, No. 1.5. Small Letter d of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Please see page 5 of <a href="#">Amended-By-Laws</a></p> <p>This is not applicable because the Board of Directors and Executive Officers do not receive salary.</p>
<b>Recommendation 2.5</b>				
1	The Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.	<p>Please see page 29 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Please see pages 3-5 of <a href="#">Amended-By-Laws</a></p>
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board.	<p>Please see page 29 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant	Provide information if there was an assessment of the	<p>The Nomination Committee circularizes yearly before the Election the invitation to submit the names of nominees for the Board of Directors. Stockholders with different educational backgrounds, lines of business and expertise are</p>

			effectiveness of the Board's processes in the nomination, election or replacement of a director.	submitted as nominees to ensure diversity of experience and background of directors in the board.  The said Nomination Committee shall prepare, sign and post at least twenty-one (21) days before the annual meeting, a list of not less than ten (10) candidates for the Regular Directors and three (3) candidates for the Independent Directors for the Board of Directors for the ensuing year; Provided that no stockholder may run for both independent and regular director positions at the same time.  Please see page 5 of (Article IV Section 1) <a href="#">Amended-By-Laws</a>
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant		Please see page 29 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a> Please see pages 4-6 of <a href="#">Amended-By-Laws</a>
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant		Please see page 29 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant		Please see page 29 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
<b>Recommendation 2.6</b>				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.  Identify transactions that were	Please see page 11 Section II, No. 2. No.1.5 , Small Letter f of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>  There is no transaction approved pursuant to the above policy.

2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<i>approved pursuant to the policy.</i>	<p>The review and monitoring of RPT is performed by the Audit Committee.</p> <p>Please see pages 20-21 Section II, No. 3. Letter A, Small Letter m-o of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
<b>Recommendation 2.7</b>				
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p>	<p>Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Management is currently under the leadership of the President, Mr. Constantine Kohchet-Chua, who assumes interim oversight of operations pending the appointment of a General Manager to fully assume the responsibilities of the role.</p>
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on assessing the performance of management.</i></p> <p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p>	<p>Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Assessment of the Board is done monthly. The General Manager submits the monthly report to the Board on the plans and programs, status of on-going projects, financial reports and matters for approval of the Board.</p>
<b>Recommendation 2.8</b>				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	<p><i>Provide information or link/reference to a document containing the Board's performance evaluation framework for management and personnel.</i></p>	<p>Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Management Report is submitted to the Board every month during its Regular Board Meeting. The discussion, evaluation and assessment of the performance of Management is done monthly in the Board Meeting.</p> <p>Valley Golf has a Business Plan and Annual Budget and Management conducts a monthly review of compliance with the action plan. The status report</p>



				includes analysis 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.
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant		<p>Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Reports from all departments are submitted to the Board every month which include the status of the on-going projects, financial reports, incident reports and plans of Management. The discussion, evaluation and assessment of the performance of Key personnel is done monthly in the Board Meeting.</p>
<b>Recommendation 2.9</b>				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	<i>Provide information or link/reference to a document showing the Board's responsibility in ensuring that an appropriate internal control system is in place, and what comprises the internal control system.</i>	Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant		Please see page 29 Section III, No. 2 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
3	The Board adopts an Internal Audit Charter.	Compliant	<i>Provide reference or link to the company's Internal Audit Charter.</i>	<a href="http://valleygolf.com.ph">SC227 VALLE22060408520 (valleygolf.com.ph)</a>
<b>Recommendation 2.10</b>				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<i>Provide information or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</i>	Please see page 12 Section II, No. 1.5. Letter B , Small Letters m of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<i>Provide proof of effectiveness of</i>	Overall risk management philosophy of Valley Golf is to identify and assess the business risks as early as possible, prioritize and control the probability and/or impact of the event. The



			<p>risk management strategies, if any.</p>	<p>effectiveness of the risk management system of the Club is usually reviewed at the beginning of the term of the Board of Directors in the month of Sept. The risk management system is adequate. The risk management system is reviewed regularly by the Audit Committee with the Internal Auditors. The assessment on its effectiveness is upon evaluation and recommendation of the Audit Committee</p>
<b>Recommendation 2.11</b>				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	<p>Provide link to the company's website where the Board Charter is disclosed and/or other proof that it is publicly available.</p>	<p><a href="https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf">https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf</a></p> <p><a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf</a></p> <p><a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant		<p><a href="https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf">https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf</a></p> <p><a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf</a></p> <p><a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
3	The Board Charter is publicly available.	Compliant		<p><a href="https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf">https://valleygolf.com.ph/wp-content/uploads/2021/05/AMENDED-ARTICLES-OF-INC.pdf</a></p>

<https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf>

[Manual-of-Corporate-Governance\\_25September2020.pdf \(valleygolf.com.ph\)](#)

### Principle 3. ESTABLISHING BOARD COMMITTEES

The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

#### Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information of all board committees established by the company.	<p>Please see pages 35 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The standing committees established by the Board of Directors in accordance with the By-laws are as follows:</p> <ol style="list-style-type: none"> <li>1. House Committee</li> <li>2. Grounds Committee</li> <li>3. Sports &amp; Games Committee</li> <li>4. Membership Committee</li> <li>5. Finance Committee</li> <li>6. Administration Committee</li> <li>7. Engineering Committee</li> </ol>
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#### Recommendation 3.2

1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Provide information or link/reference to a document containing information of the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p>	<p>Please see pages 19-24, Section II, No. 3. Letter A of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Audit Committee recommends to the Board any appointment, reappointment, removal, and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the corporation, and provides an objective assurance on the manner by which the financial</p>
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				statements shall be prepared and presented to the shareholders;
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Compliant	<i>Provide information or link/reference to a document containing information of the members of the Audit Committee, including their qualifications and type of directorship.</i>	<p>The composition of the Audit Committee:</p> <p>Dir. Ricky Libago – Chairman, Independent Director, Non-Executive Director</p> <p>Dir. Ron Nelson See – Vice-Chairman, Non-Executive Director</p> <p>Mr. Winston Co - Member</p> <p>Mr. Bonifacio Sam - Member</p> <p>Mr. Rene Almeda - Member</p> <p>Mr. Hilario Abalos - Member</p> <p>Mr. Leopoldo Sanchez - Member</p> <p>Mr. Saturnino Torregosa, Jr. – Member</p> <p>Mr. Reginald Benjamin San Pedro - Member</p> <p>Mr. Nestor Borromeo – Adviser</p>
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i>	<ol style="list-style-type: none"> <li>1. Dir. Ricky Libago – Businessman, Civil Engineer</li> <li>2. Dir. Ron Nelson See – Businessman</li> <li>3. Mr. Winston Co - Businessman</li> <li>4. Mr. Bonifacio Sam – Businessman</li> <li>5. Mr. Rene Almeda – Businessman</li> <li>6. Mr. Hilario Abalos – Businessman</li> <li>7. Mr. Leopoldo Sanchez - Businessman</li> <li>8. Mr. Saturnino Torregosa, Jr. – Doctor</li> <li>9. Mr. Reginald Benjamin San Pedro – Businessman</li> <li>10. Mr. Nestor Borromeo – Businessman</li> </ol>
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant	<i>Provide information or link/reference to a document containing information of the Chairperson of the Audit Committee.</i>	Dir. Ricky Libago is the Chairperson of the Audit Committee. He 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. Ricky Libago is a Chairperson of the Sports and Games, a non-line Committee. See page 20 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
<b>Recommendation 3.3</b>				
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p><i>Provide information or reference to a document containing information of the Corporate Governance Committee, including its functions.</i></p> <p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p>	<p>Please see pages 18-19 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Corporate Governance Committee determines the nomination and election process for the company's directors and defines the general profile of board members that the company may need, and ensures that appropriate knowledge, competencies and expertise that complement the existing skills of the Board are adopted as standards and criteria for nomination and election; the nomination and election process also includes the review and evaluation of the qualifications of all persons nominated to the Board, including whether candidates:</p> <ol style="list-style-type: none"> <li>1. Possess the knowledge, skills and experience, and particularly in the case of non-executive directors, the independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile;</li> <li>2. Have a record of integrity and good repute;</li> <li>3. Have sufficient time to carry out their responsibilities;</li> <li>4. Have the ability to promote a smooth interaction between board members;</li> </ol> <p>The process includes monitoring the qualifications of the candidates.</p>

2	<p>The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.</p>	Compliant	<p><i>Provide information or link/reference to a document containing information of the members of the Corporate Governance Committee, including their qualifications and type of directorship.</i></p>	<p>Please see page 18 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Should the Board establish a separate Nomination Committee, it shall be composed of at least three (3) members and one of whom shall be an independent director, to review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.</p> <p>Should the Board establish a separate Remuneration Committee, it shall be composed of at least three (3) members and one of whom shall be an independent director, to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates.</p> <p>The Members of the Corporate Governance Committee are:</p> <ol style="list-style-type: none"> <li>1. Dir. Federico Feliciano - Chairman</li> <li>2. Dir. Ron Nelson See - Vice-Chairman</li> <li>3. Atty Rio Seginando Venturanza- Member</li> <li>4. Dir. Ma. Cecilia Esguerra- Member</li> <li>5. Mr. Nilo Calatrava II – Member</li> <li>6. Mr. Nicanor Jorge - Member</li> <li>7. Mr. Luis Quiogue – Member</li> <li>8. Mr. Renato Mercado - Member</li> <li>9. Mr. Vincent Frederick Lopez – Member</li> <li>10. Mr. Isauro San Pedro - Adviser</li> </ol> <p>The Members of the Nomination Committee are:</p> <ol style="list-style-type: none"> <li>1. Dir. Ron Nelson See – Independent Director</li> </ol>
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				<ol style="list-style-type: none"> <li>2. Dir. Rafael S. Raymundo – Treasurer</li> <li>3. Atty. Alvin O. Geli</li> <li>4. Atty. Conrad P. Cereno</li> <li>5. Atty. Arlan N. Sallan</li> </ol> <p>The Members of the Remuneration Committee are:</p> <ol style="list-style-type: none"> <li>1. Pres. Constantine Kohchet-Chua – President</li> <li>2. Dir. Ma. Cecilia Ng Esguerra – Co-Chairman, Non-Executive Director</li> <li>3. Mr. Nicasio Lim - Member</li> <li>4. Mr. Donald Joseph Macomb - Member</li> <li>5. Mr. Marvin Caparros - Member</li> <li>6. Mr. Anthony Cheng - Member</li> <li>7. Mr. Ravin Sehswani - Member</li> <li>8. Mr. Renato Balibag – Member</li> <li>9. Mr. Romeo Robles - Adviser</li> </ol>
<b>Recommendation 3.4</b>				
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<i>Provide information or link/reference to a document containing information of the Board Risk Oversight Committee (BROC), including its functions</i>	<p>Please see page 22, Letter C, small letter p of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Audit Committee performs the functions of the Board Risk Oversight Committee.</p> <p>Please see page 21 - 23 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	Compliant	<i>Provide information or link/reference to a document containing information of the members of the BROC, including their qualifications and type of directorship.</i>	<p>The composition of the Audit Committee</p> <ol style="list-style-type: none"> <li>1. Dir. Ricky Libago – Chairman, Independent Director, Non-Executive Director</li> <li>2. Atty. Rio Sesinado Venturanza – Vice-Chairman, Non-Executive Director</li> <li>3. Mr. Hilario Abalos – Member</li> <li>4. Mr. Rene Almeda – Member</li> <li>5. Mr. Jose Basilio Leonardo - Member</li> <li>6. Mr. Emilio Morales – Member</li> <li>7. Mr. Bonifacio Sam – Member</li> <li>8. Mr. Leopoldo Sanchez – Member</li> <li>9. Mr. Elmo Francis Sarona - Member</li> </ol>

				10. Mr. Nestor Borromeo - Adviser
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<i>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</i>	1. Dir. Ricky Libago – Businessman, Civil Engineer 2. Atty. Rio Seginado Venturanza – Lawyer 3. Mr. Hilario Abalos – Businessman 4. Mr. Rene Almeda – Businessman 5. Mr. Jose Basilio Leonardo - Businessman 6. Mr. Emilio Morales – Businessman 7. Mr. Bonifacio Sam – Businessman 8. Mr. Leopoldo Sanchez – Businessman 9. Mr. Elmo Francis Sarona - Businessman 10. Mr. Nestor Borromeo - Businessman
<b>Recommendation 3.5</b>				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<i>Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i>	Please see page 30 of <a href="http://valleygolf.com.ph/Manual-of-Corporate-Governance">Manual of Corporate Governance (valleygolf.com.ph)</a> Please see pages 3, 4 and 6 of <a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf</a>  <a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/AUDIT-COMMITTEE-CHARTER.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/AUDIT-COMMITTEE-CHARTER.pdf</a>
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Compliant	<i>Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i>	Please see pages 17-18 of <a href="http://valleygolf.com.ph/Manual-of-Corporate-Governance-25September2020.pdf">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>  Please see pages 3, 4 and 6 of <a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/Amended-By-Laws.pdf</a>  <a href="https://valleygolf.com.ph/wp-content/uploads/2022/06/AUDIT-COMMITTEE-CHARTER.pdf">https://valleygolf.com.ph/wp-content/uploads/2022/06/AUDIT-COMMITTEE-CHARTER.pdf</a>
<b>Principle 4. FOSTERING COMMITMENT</b>				

To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

#### Recommendation 4.1

1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p><i>Provide information or link/reference to a document containing the process and procedure for tele/videoconferencing board and/or committee meetings.</i></p> <p><i>Provide information or link/reference to a document containing the attendance and participation of directors to Board, Committee and shareholders' meetings.</i></p>	<p>Please see page 25 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p> <p><a href="http://valleygolf.com.ph/wp-content/uploads/2024/08/2024-Guidelines-for-Stockholders-Meeting-FINAL.pdf">http://valleygolf.com.ph/wp-content/uploads/2024/08/2024-Guidelines-for-Stockholders-Meeting-FINAL.pdf</a></p> <p><a href="http://valleygolf.com.ph/wp-content/uploads/2024/09/MINUTES-ASM-2023.09.24-draft.pdf">http://valleygolf.com.ph/wp-content/uploads/2024/09/MINUTES-ASM-2023.09.24-draft.pdf</a></p> <p><a href="#">Valley Golf &amp; Country Club, Inc. BOD ATTENDANCE</a></p>
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant		<p>Please see page 25 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p><i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</i></p>	<p><a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a></p> <p><a href="#">MINUTES-RBM-2024.06.29.pdf (valleygolf.com.ph)</a></p>

#### Recommendation 4.2

1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	<p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i></p>	<p>President Constantine L. Kohchet-Chua is currently the General Manager of K.C. Bros. Industrial Corp.</p> <p>Vice President Rio Seginando Venturanza is currently a Partner of Tan Venturanza Valdez Law Offices, a Director of Palm Concepcion Power Corporation, Maugat Holdings Inc., Blue Panel Equities &amp; Dev. Inc., T&amp;V Realty Corporation, and U.P. Law Class 82 Foundation Inc. He chairs the Board of the Philippine Children's Mission, based in</p>
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Balagtas, Bulacan, an organization dedicated to addressing the physical, educational, and spiritual needs of underprivileged children. He also serves as the Corporate Secretary of Sta. Clara International Corporation, Meridian Securities Inc., Professional Parking & Management Corp., and ParkSecure Management Corp.

Treasurer Rafael S. Raymundo is currently the President of Service One Corporation.

Asst. Treasurer Maria Cecilia Ng – Esguerra is currently the President of RN Construction Co. Inc.

Dir. Ron Nelson See is currently the President and General Manager of Route to Market Sales Incorporated, Reachmore Sales and Distribution Inc., and Preci Sales and Distribution Excellence Inc. He is also the President and a member of the Board of Directors of NextGen Properties & Realty Development Inc. and Stellar Manpower Services, and serves as a Director at Berry Food Source Incorporated. In addition, he holds the position of Chief Finance Officer at Chynna Consumer Services Inc.

Dir. Ricky Libago is currently the President of The Architectural Centre Club, Inc.

Dir. Jose Ferdinand R. Guiang is is currently the President of JFG Construction and Trading Corp., President of Pharmazel, Inc., and President of Genesis Homes Realty, Inc.

Dir. Federico Feliciano is currently the President of La Comida Food Services.

Dir. Michael Echavez is currently the Managing Partner of Amazigrace Global Manpower, Inc (Pasig Branch), Director of Ace Trader Equipment

				Sales Corp., and Proprietor of Choice Cut Enterprises. He is also the Corporate Secretary of Crugar Lending Ventures Inc.
<b>Recommendation 4.3</b>				
1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	<i>Provide copy of/reference to the written notification to the board or minutes of board meeting wherein the matter was discussed.</i>	<p>Please see page 25 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>For this current year, there has not been an instance of a board member accepting a directorship in another company during his incumbency thereby necessitating the sending of the notice to the board except the following:</p> <ol style="list-style-type: none"> <li>1. Michael Echavez– Director of Ace Trader Equipment Sales Corp.</li> <li>2. Ron Nelson See - President and a member of the Board of Directors of NextGen Properties &amp; Realty Development Inc. and Stellar Manpower Services, and serves as a Director at Berry Food Source Incorporated.</li> </ol>
<b>Principle 5. REINFORCING BOARD INDEPENDENCE</b>				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
<b>Recommendation 5.1</b>				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	<i>Identify or provide link/reference to a document identifying the directors, the type of their directorships and their qualifications.</i>	Please see pages 45 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
<b>Recommendation 5.2</b>				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	<i>Provide information or link/reference to a document containing the number of independent directors in the board.</i>	<p>The two (2) Independent Directors of Valley Golf are:</p> <ol style="list-style-type: none"> <li>1. Dir. Ricky Libago</li> <li>2. Dir. Ron Nelson See</li> </ol>

Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<p><i>Provide information or link/reference to a document containing the qualifications of independent directors.</i></p>	<p>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.</p> <p>Dir. Ron Nelson Pua See holds a Bachelor of Arts in Human Resource Management from the De La Salle-College of Saint Benilde. He currently serves as the President and General Manager of Route to Market Sales Incorporated, Reachmore Sales and Distribution Inc., and Precis Sales and Distribution Excellence Inc. He is also the President and a member of the Board of Directors of NextGen Properties &amp; Realty Development Inc. and Stellar Manpower Services, and serves as a Director at Berry Food Source Incorporated. In addition, he holds the position of Chief Finance Officer at Chynna Consumer Services Inc.</p>
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	<p><i>Provide information or link/reference to a document containing the company's policy on term limits for its independent director.</i></p>	<p>Please see page 28 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p>
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	<p><i>Provide reference to the meritorious justification and proof of shareholders'/members' approval during the annual regular meeting.</i></p>	<p>This is not applicable since there is no Independent Director that is retained by Valley Golf for more than nine (9) years.</p>
Recommendation 5.5				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	<p><i>Identify the company's Chairperson of the Board and Chief Executive Officer (or its equivalent).</i></p>	<p>Please see page 28 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>The Chairperson of the Board of Directors and President is Mr. Constantine Kohchet - Chua. The holding of the positions of Chairperson and President by one and the same person is provided for and allowed by the Manual of Corporate</p>

				Governance. The By-Laws do not provide for a position of the Chairperson. We only elect the President; therefore we are compliant.
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	<i>Provide information or link/reference to a document containing the roles and responsibilities of the Chairperson of the Board and Chief Executive Officer (or its equivalent). Identify the relationship of the Chairperson and CEO.</i>	Please see pages 28 to 30 of <a href="http://valleygolf.com.ph">Manual of Corporate Governance (valleygolf.com.ph)</a>
<b>Recommendation 5.6</b>				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Compliant	<i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairperson is an independent director.</i>	A lead independent director will be designated.
<b>Recommendation 5.7</b>				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her/their adverse interest, abstain/s from taking part in the deliberations for the same, and recuse/s from voting on the approval of transaction.	Compliant	<i>Provide proof of full disclosure and abstention, if any, of the interested director/trustee.</i>	All the Directors have made full disclosures of their interests, and none has any conflict with that of the Club's transactions.
<b>Recommendation 5.8</b>				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Compliant	<i>Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.</i>	Please see page 4 (Special Board Meeting held on Sept. 3, 2022 <a href="https://valleygolf.com.ph/wp-content/uploads/2023/08/Summary-of-Board-Resolutions-2022-2023.pdf">https://valleygolf.com.ph/wp-content/uploads/2023/08/Summary-of-Board-Resolutions-2022-2023.pdf</a>  <a href="http://valleygolf.com.ph/wp-content/uploads/2024/09/SUMMARY-OF-BOARD-RESOLUTIONS-2023-2024.pdf">http://valleygolf.com.ph/wp-content/uploads/2024/09/SUMMARY-OF-BOARD-RESOLUTIONS-2023-2024.pdf</a>
2	The meetings are chaired by the lead independent director, if applicable.	Compliant		Not Applicable

**Principle 6. ASSESSING BOARD PERFORMANCE**

The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

**Recommendation 6.1**

1	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	<i>Provide proof of self-assessments conducted by the whole board, the individual members, the Chairperson and the Committees.</i>	Please see pages 30-31 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The Chairperson conducts an annual self-assessment of his performance.	Compliant		The Board of Directors in their Regular Monthly Board Meeting conducts evaluation and discussion of the on-going projects, plans and programs of the Chairperson.  <a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a>
3	The individual members conduct a self-assessment of their performance.	Compliant		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.  <a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a>
4	Each committee conducts a self-assessment of its performance.	Compliant		Each Committee submits a monthly report to the Board of the matters discussed in their meetings, recommendations to the Board and status of their on-going projects for discussion and evaluation of the Board of Directors.  <a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a>

**Recommendation 6.2**

1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Compliant	<i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders/members.</i>	Please see pages 30-31 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The system allows for a feedback mechanism from the shareholders/members.	Compliant		The Summary of the Minutes of the Regular Monthly Board Meetings is published in the Website of Valley Golf and members/shareholders may send their feedback in the Website, Community Viber, Email, Facebook and other social media accounts.

<b>Principle 7. STRENGTHENING BOARD ETHICS</b>				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
<b>Recommendation 7.1</b>				
1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Compliant	<i>Provide information or link/reference to the company's Code of Business Conduct and Ethics.</i>	<p>Please see page 14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p><a href="#">Our Mission, Vision, Code of Ethics – Valley Golf and Country Club, Inc</a></p> <p>Please see page 13 of <a href="#">VGCC-Handbook-fin-081408.pdf</a></p>
2	The Code is properly disseminated to the members of Board.	Compliant	<i>Provide information or discuss how the company disseminated the Code to the members of the Board.</i>	<p>The Code of Ethics is published in the Website of Valley Golf and printed in the Members' Handbook.</p> <p><a href="#">Our Mission, Vision, Code of Ethics – Valley Golf and Country Club, Inc</a></p>
3	The Code is disclosed and made available to the public through the company website.	Compliant	<i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</i>	<p>Please see page 13 of <a href="#">VGCC-Handbook-fin-081408.pdf</a></p>
<b>Recommendation 7.2</b>				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p><i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</i></p> <p><i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i></p>	<p>In compliance with the Manual of Corporate Governance, the Board of Directors in their Regular meeting last October 21, 2023, approved that the Ethics Committee can be organized as an ad hoc Committee under the supervision of the Corporate Governance Committee.</p> <p>The Members of the Corporate Governance Committee:</p> <ol style="list-style-type: none"> <li>1. Dir. Federico Feliciano - Chairman</li> <li>2. Dir. Ron Nelson See - Vice-Chairman</li> <li>3. Atty Rio Seginando Venturanza- Member</li> <li>4. Dir. Ma. Cecilia Esguerra- Member</li> <li>5. Mr. Nilo Calatrava II – Member</li> <li>6. Mr. Nicanor Jorge - Member</li> </ol>

				<p>7. Mr. Luis Quiogue – Member  8. Mr. Renato Mercado - Member  9. Mr. Vincent Frederick Lopez – Member  10. Mr. Isauro San Pedro - Adviser</p> <p>All members are required to comply with the Code of Business Conduct and Ethics. Any violations are reported and investigated by the appropriate Committee based on the violation committed and then reported to the Membership Committee and the Board of Directors for appropriate action.</p>
<b>DISCLOSURE AND TRANSPARENCY</b>				
<b>Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES</b>				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
<b>Recommendation 8.1</b>				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p><i>Provide information or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders/members and other stockholders.</i></p>	<p>Please see pages 14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p><a href="#">Summary-of-Board-Resolutions-2023-2024.pdf (valleygolf.com.ph)</a></p> <p><a href="#">Valley-Golf-Country-Club-Inc. FS 2024-06-30.pdf (valleygolf.com.ph)</a></p> <p><a href="#">valleygolf.com.ph/wp-content/uploads/2024/10/Valley-Golf-Country-Club-Inc. SEC-FORM-17A 2024.pdf</a></p> <p><a href="#">valleygolf.com.ph/wp-content/uploads/2024/10/Valley-Golf-and-Country-Club-Inc-GIS2024-with-QR.pdf</a></p>
<b>Recommendation 8.2</b>				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	<p><i>Provide information or link/reference to the company's policy requiring directors and officers to</i></p>	<p>Please see page 14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p>

2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	<i>disclose their dealings in the company's shares.</i>  <i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i>	Please see page 14 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i>	<a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The company's MCG is submitted to the SEC.	Compliant		<a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>  The Amended Manual of Corporate Governance was submitted to SEC on May 20, 2025.
3	The company's MCG is posted on the company website.	Compliant		<a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant	<i>Provide link to the company's website where the Annual Corporate Governance Report is posted.</i>	Please see page 225 of <a href="#">Annual Report (SEC Form 17-A) for the Year Ended June 30, 2024</a>  <a href="#">2024 ACGR Valley Golf and Country Club, Inc (valleygolf.com.ph)</a>
2	The company's ACGR is submitted to the SEC.	Compliant		<a href="#">Please see page 275 of Annual Report (SEC Form 17-A) for the Year Ended June 30, 2024</a>  <a href="#">2024 ACGR Valley Golf and Country Club, Inc (valleygolf.com.ph)</a> The ACGR was submitted to SEC on July 2, 2024
3	The company's ACGR is posted on the company website.	Compliant		<a href="#">Please see page 225 of Annual Report (SEC Form 17-A) for the Year Ended June 30, 2024</a>  <a href="#">2024 ACGR Valley Golf and Country Club, Inc (valleygolf.com.ph)</a>



Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.				
Recommendation 9.1				
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	<i>Provide information or link/reference to a document containing the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</i>	Please see pages 19-24 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a>
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	<i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i>	The reappointment of Sycip Gorres Velayo & Co as Valley Golf's External Auditor was ratified by 95% of the Stockholders.
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	<i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i>	Not applicable as to date, there has been no instance of removal of the external auditor.
Recommendation 9.2				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	<i>Provide link/reference to the company's Audit Committee Charter.</i>	<a href="#">SC227 VALLE22060408520 (valleygolf.com.ph)</a>
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		<a href="#">SC227 VALLE22060408520 (valleygolf.com.ph)</a>
Recommendation 9.3				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	Compliant	<i>Disclose the nature of non-audit services performed by the external auditor, if any.</i>	Not applicable as there are no non-audit services performed by the external auditor.

2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<i>Provide link or reference to guidelines or policies on non-audit services.</i>	Please see page 33 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>
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## Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

### Recommendation 10.1

1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	<i>Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues.</i>	Please see pages 33-34 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Compliant	<i>Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.</i>	<a href="#">Annual Report (SEC Form 17-A) for the Year Ended June 30, 2024 (valleygolf.com.ph)</a>  The disclosure of the strategic and operational objectives of Valley Golf with emphasis on EESG matters are included in the President's Report, the Treasurer's Report and the Committee Reports published in the Annual Report.

## Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

### Recommendation 11.1

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	<i>Provide link to the company's website.</i>	<a href="#">Valley Golf and Country Club, Inc</a>
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## INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS

## Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.

### Recommendation 12.1

1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p><i>List quality service programs for the internal audit functions.</i></p> <p><i>Indicate frequency of review of the internal control system.</i></p>	<p>Please see page 8 of <a href="#">SC227 VALLE22060408520 (valleygolf.com.ph)</a></p> <p>Please see pages 13 of <a href="#">Manual of Corporate Governance (valleygolf.com.ph)</a></p> <p>Auditing activities play an essential and useful role in the conduct of successful operations. The policies/guidelines/procedures developed by the Company such as By-laws, Manual of Corporate Governance, Code of Conduct, Audit Charter, Operations Manual and Organizational Structure are independently and regularly reviewed and evaluated not only to provide reasonable assurance that the controls are operating effectively but also to improve the effectiveness of risk management, control and governance process in the financial, administrative, and operational activities of the enterprise, which supplies management personnel at all levels with information to assist in their attainment of objectives for which they are responsible.</p> <p>Two (2) In-house auditors are performing the internal audit functions of the Club who are directly reporting to the Audit Committee.</p>
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p><i>Identify international framework used for Enterprise Risk Management.</i></p> <p><i>Provide information or reference to a document containing information on:</i></p> <ol style="list-style-type: none"> <li><i>1. Company's risk management procedures and processes.</i></li> <li><i>2. Key risks the company is currently facing.</i></li> <li><i>3. How the company manages</i></li> </ol>	<p>As mandated by the Manual of Corporate Governance, the Board of Directors appointed the members of the Audit Committee. The Audit Committee is primarily responsible in assisting the Board in the performance of its oversight responsibility and monitors compliance with the system of internal controls and policies of the Club. Through the assistance of the Internal Audit Department the Board of Directors through the</p>

			<p><i>the key risks.</i></p> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p>	<p>Audit Committee ensures the effectiveness and adequacy of the internal control system.</p> <p>The Head of Internal Audit, together with the Internal Audit Assistant reports regularly to the Audit Committee on the internal audit activity's purpose, authority, responsibility, and performance relative to its plan. Reporting also includes significant risk exposures and control issues, items related to management's process of risk management, control and governance, management's progress in addressing the issues, any areas where management has accepted a level of residual risk that may be unacceptable to the organization, and other matters needed or requested by the board.</p> <p>All concerns and correspondences of the Internal Audit Department are coursed through initially to the Audit Committee and will be eventually elevated to the Board of directors. Yes, the Internal Audit Department has a direct and unfettered access to the Board of directors (which will be coursed through first to the Audit Committee) and to all records, properties and personnel.</p> <p>To achieve the effectiveness of the internal control system, the Audit Committee meets once a month to review and evaluate the audit and financial reports as well as the over-all operations of the Club. The report of the Audit Committee is discussed, reviewed and evaluated in the Board Meeting.</p>
<b>Recommendation 12.2</b>				
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p><i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm hired.</i></p>	The Internal Audit of Valley Golf is In-house. The Staff of the Internal Audit Department are one (1) Internal Audit Head and one (1) Audit Assistant.
<b>CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS</b>				
<b>Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS</b>				

The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

#### Recommendation 13.1

1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	Compliant	<i>Provide link or reference to the company's Manual on Corporate Governance where shareholders'/members' rights are disclosed.</i>	Please see pages 35-39 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>
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#### Recommendation 13.2

1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	<i>Indicate the number of days before the annual or special stockholders'/members' meeting when the notice and agenda were sent out. Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS).</i>	<a href="#">2024-Notice-and-Agenda-of-Annual-meeting-of-Stockholders.pdf (valleygolf.com.ph)</a>  The Notice and Agenda were sent on August 9, 2024 or 25 business days before the Stockholders Meeting
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#### Recommendation 13.3

1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Compliant	<i>Provide information or reference to a document containing all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</i>	<a href="#">Minutes-of-the-ASM-September-24-2023.pdf (valleygolf.com.ph)</a>
2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	Compliant	<i>Provide link to minutes of meeting in the company website.  Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.  Indicate also if the voting on resolutions was by poll.  Include whether there was opportunity to ask question and the answers given, if any.</i>	<a href="#">Minutes-of-the-ASM-September-24-2023.pdf (valleygolf.com.ph)</a>

#### Recommendation 13.4

1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p><i>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</i></p> <p><i>Provide link/reference to where it is found in the Manual on Corporate Governance.</i></p>	<p>The Manual Corporate Governance did not mention any specific alternative mechanism in resolving intra-corporate disputes, but it states in page 39 item no. VI.14.B that the Board shall establish clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.</p> <p>Please see page 39 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
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### Recommendation 13.5

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	<p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <p>1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address</p>	<p>The Membership Department is in charge of the Investor Relations.</p> <p>1. Ms. Zarina Manzano – Membership Manager 2. Tel. No. 09171102124 3. Fax. No. (02)86584919 4. Email – membership@valleygolf.com.ph</p>
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	<p><i>Indicate if the IRO or CRO or its equivalent was present during the ASM.</i></p>	<p>Yes Ms. Zarina Manzano was present during the Annual Stockholders Meeting.</p>

## DUTIES TO STAKEHOLDERS

### Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS

The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

### Recommendation 14.1

1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p><i>Identify the company's stakeholders and provide information or reference to a document containing the company's policies and programs for its stakeholders.</i></p>	<p>Please see page 39 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
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### Recommendation 14.2

1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	<p><i>Identify policies and programs for the protection, fair treatment and enforcement of the rights of the company's stakeholders.</i></p>	<p>Please see page 39 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p>
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Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION				
A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.				
Recommendation 15.1				
1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<i>Provide information or link/reference to company policies, programs and procedures that encourage employee participation.</i>	Please see page 39 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	Compliant	<i>Identify or provide link/reference to the company's policies, programs and practices against corruption.</i>	<p>Please see pages 39-40 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p> <p><a href="#">Our Mission, Vision, Code of Ethics – Valley Golf and Country Club, Inc</a></p> <p>Please see page 13 of <a href="#">VGCC-Handbook-fin-081408.pdf</a></p>
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<i>Identify how the board disseminated the policy and program to the employees across the organization.</i>	The Board disseminates the policy and program to the employees through Memorandum Circulars, Announcement in social media, posting in the Bulletin Board of the employees and Meetings or Briefings.
Recommendation 15.3				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	<i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i>	Please see page 40 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a>
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p><i>Indicate if the framework includes procedures to protect the employees from retaliation.</i></p> <p><i>Provide contact details to report any illegal or unethical behavior.</i></p>	<p>Please see page 40 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf (valleygolf.com.ph)</a></p> <p>The employees are represented by a Union that conducts regular dialogue with Management on several matters including operational concerns.</p>



				Possible weakness in Internal Controls or violations are reported to the General Manager that directs the investigation of the report.
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i>	<p>Please see page 40 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf</a> (<a href="#">valleygolf.com.ph</a>)</p> <p>Management regularly reports to the Board the results of the investigations and appropriate measures are decided upon by the Board.</p>

#### **Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY**

The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

#### **Recommendation 16.1**

1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<i>Provide information or reference to a document containing the company's community involvement and environment-related programs.</i>	<p>Please see page 40 of <a href="#">Manual-of-Corporate-Governance 25September2020.pdf</a> (<a href="#">valleygolf.com.ph</a>)</p> <p>Annual Donation during Christmas time to CSWD . The beneficiaries are CSWD supported organizations like Bahay Kalinga, Children in conflict with the Law, Kanlungan ni Maria (Senior Citizens) and Antipolo City LGU.</p>
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## SIGNATURES

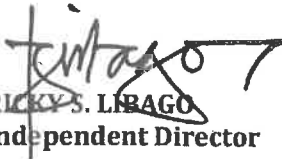
Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Antipolo on \_\_\_\_\_

### VALLEY GOLF & COUNTRY CLUB, INC.

By:



**CONSTANTINE KOHCHET - CHUA**  
President



**RICKY S. LIBAGO**  
Independent Director



**RON NELSON SEE**  
Independent Director



**ATTY. ALLAN JOCSON**  
Corporate Secretary



**ATTY. JOSEPH JOEL RIVERA CASTILLO**  
Compliance Officer

**JUN 27 2025**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_ day of \_\_\_\_, 2025 affiants exhibiting to me their valid ID's, as follows:

Name

Constantine Kohchet-Chua

TIN No. 109-854-140

Ricky Libago

TIN No. 122-334-942

Ron Nelson See

TIN No. 196-978-765

Atty. Allan Jocson

TIN No. 205-687-949

Atty. Joseph Joel Castillo

TIN No. 204-792-064

**NOTARY PUBLIC**

Doc. No. 470;

Page No. 95;

Book No. 18;

Series of 2025

**ATTY. ALDINO E. PARANADA**  
Notary Public for the City of Antipolo,  
Taytay and Cainta  
Until 31 December 2026  
No. 11-A P Burgos St., Brgy. San Jose,  
Antipolo City  
Roll No. 53950  
MCLE No. VIII-0016996/4-14-28  
IBP No. 468655/9-20-2024  
PTR No. 9596808 - 1-2-25 Antipolo City



**Institute of Corporate Directors**

presents this

## Certificate of Participation

to

**Constantine L. Kohchet-Chua**

Valley Golf & Country Club, Inc.

for having completed the online course

**Corporate Governance**

**Orientation Program**

held on

February 23, 2022 at 8:00:00 AM - 12:00:00 PM

February 24, 2022 at 8:00:00 AM - 12:00:00 PM

through ZOOM Meetings

Carlos Jose P. Gatmaitan  
Chief Executive Officer



CENTER FOR GLOBAL  
BEST PRACTICES FOUNDATION  
(SEC Provider Accreditation Number CG2018-002)

*presents this*

# CERTIFICATE OF ATTENDANCE

*to*

**Atty. Rio Seginando Enriquez Venturanza**

*for participating in the three-hour webinar on*

**New Code of Corporate Governance for  
Public Companies and Registered Issuers**

*held at 1:30 in the afternoon*

*on Tuesday, January 12, 2021 via ZOOM*

*Henry Belleza Aquino, MBM, Hon. DPA  
Founder & President  
Center for Global Best Practices*

*Atty. Justina Fernandez Callangan  
Course Director and Lecturer  
Center for Global Best Practices*



**Institute of Corporate Directors**

presents this

## Certificate of Participation

to

**Rafael S. Raymundo**

Valley Golf & Country Club, Inc.

for having completed the online course

**Corporate Governance**

**Orientation Program**

held on

February 23, 2022 at 8:00:00 AM - 12:00:00 PM

February 24, 2022 at 8:00:00 AM - 12:00:00 PM

through ZOOM Meetings

A handwritten signature in black ink, appearing to read 'Carlos', is written over the printed name.

Carlos Jose P. Gatmaitan

Chief Executive Officer



ATENEO DE MANILA UNIVERSITY  
**GRADUATE SCHOOL OF BUSINESS**  
CENTER FOR CONTINUING EDUCATION

**CERTIFICATE OF COMPLETION**

Ma. Cecilia N. Esguerra

has successfully completed the

**BASICS OF CORPORATE GOVERNANCE**

October 23, 2024

Given this 23rd day of October 2024  
at the Ateneo de Manila University, Salcedo Campus,  
130 HV Dela Costa Street, Salcedo Village, Makati City, Philippines.

A handwritten signature in black ink, appearing to read 'Marleth'.

MARLETH S. CALANOG  
EXECUTIVE DIRECTOR, AGSB-CCE



**Philippine Institute of Certified Public Accountants**  
The National Organization of Certified Public Accountants  
**Western Metro Manila Chapter**  
**METRO MANILA REGION**  
CPE Provider Accreditation No. 001

*presents this*

***Certificate of Attendance***

*to*

**MICHAEL T. ECHAVEZ**

CPA License No.

for attending the seminar/workshop on

***"Code of Ethics & Good Governance"***

*CPE Credit Units on:*

**III. Ethical, Governance, and Quality Principles - ETHICS 8.0**

Wednesday, October 9, 2013, 8:00a.m.-5:00p.m.  
PICPA Building,  
700 Shaw Blvd., Mandaluyong City  
Philippines

  
**GIOVANNI ANTONIO C. ALINGOG**  
President  
Western Metro Manila Chapter

ETHICS & GOVERNANCE\_2013\_00143



ATENEO DE MANILA UNIVERSITY  
GRADUATE SCHOOL OF BUSINESS  
CENTER FOR CONTINUING EDUCATION

## CERTIFICATE OF COMPLETION

Federico H. Feliciano

has successfully completed the

**BASICS OF CORPORATE GOVERNANCE**

October 23, 2024

Given this 23rd day of October 2024  
at the Ateneo de Manila University, Salcedo Campus,  
130 HV Dela Costa Street, Salcedo Village, Makati City, Philippines.

A handwritten signature in black ink, appearing to read 'Marleth'.

MARLETH S. CALANOG  
EXECUTIVE DIRECTOR, AGSB-CCE





**SGV**

Building a better  
working world

This

## Certificate of Attendance

Is presented to

**Jose Ferdinand F. Guiang**

for having completed the seminar on

## Corporate Governance

05 December 2019

1:00 p.m. to 5:00 p.m.

Isabella Ballroom A, Makati Shangri-La,  
Ayala Center, Makati City, Philippines



**Leonardo J. Matignias, Jr.**  
Partner, SGV & Co.



CENTER FOR TRAINING AND  
DEVELOPMENT INC.

# CERTIFICATE OF ATTENDANCE

THIS CERTIFICATE IS HEREBY PRESENTED TO:

*Ricky S. Libago*

for actively participating in the online seminar entitled:

"2022 Annual Corporate Governance: Fostering Good Corporate Governance in the New  
Normal"

Held on December 6, 2022 via Zoom Online

  
ATTY. ROSARIO S. BERNALDO, CPA, MBA  
Director



ATENEO DE MANILA UNIVERSITY  
GRADUATE SCHOOL OF BUSINESS  
CENTER FOR CONTINUING EDUCATION

## CERTIFICATE OF COMPLETION

Ron Nelson P. See

has successfully completed the

**BASICS OF CORPORATE GOVERNANCE**

October 23, 2024

Given this 23rd day of October 2024  
at the Ateneo de Manila University, Salcedo Campus,  
130 HV Dela Costa Street, Salcedo Village, Makati City, Philippines.

A handwritten signature in black ink, appearing to read 'Marleth'.

MARLETH S. CALANOG  
EXECUTIVE DIRECTOR, AGSB-CCE



ATENEO DE MANILA UNIVERSITY  
**GRADUATE SCHOOL OF BUSINESS**  
CENTER FOR CONTINUING EDUCATION

**CERTIFICATE OF COMPLETION**

Allan Jocson

has successfully completed the

**BASICS OF CORPORATE GOVERNANCE**

October 23, 2024

Given this 23rd day of October 2024  
at the Ateneo de Manila University, Salcedo Campus,  
130 HV Dela Costa Street, Salcedo Village, Makati City, Philippines.

A handwritten signature in black ink, appearing to read 'Marleth'.

MARLETH S. CALANOG  
EXECUTIVE DIRECTOR, AGSD-CCE



Philippine Chamber of Commerce and Industry

# CERTIFICATE

## OF PARTICIPATION

*This is to certify that*

**JOSEPH JOEL CASTILLO**

*has participated in the*

**CORPORATE GOVERNANCE SEMINAR  
SEC Accreditation No. CG2023-01**

*Held on 20th September 2024, 1:00PM – 5:00PM via Zoom*

*Signed on the 20th day of September 2024*

**EUNINA V. MANGIO**

President

Philippine Chamber of Commerce and Industry

**ATTY. JOCELYN VILLAR-ALTAMIRA**

Chairman

Corporate Governance Committee