



NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

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

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. will be conducted virtually via Live Streaming on September 27, 2020 at 4:00P.M. as provided for in SEC Memorandum Circular No. 6, series of 2020.

Because of the present pandemic situation, stockholders may only attend the meeting by remote communication through an online live broadcast and exercise their right to vote in absentia through the Club's secure online voting system or by appointing a proxy. Stockholders intending to participate by remote communication and exercise the right to vote in absentia should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Elections for Members of the Board shall likewise be held on Sept 23 (8:00 a.m.) up to Sept. 24, 2020 (5:00 p.m.) for members Voting in Person online and September 25, 2020 (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

AGENDA

1. Call to Order
2. Corporate Secretary's Certification of Service of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on September 22, 2019
4. Matters arising from the Minutes and action taken.
5. Financial Report of the Treasurer
6. President's Report
7. Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2019 to June 30, 2020)
8. Appointment of External Auditor
9. Election of Directors
10. Amendment of Article III, Section 1 of the By-laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication
11. Amendment of No. Sixth of Articles of Incorporation and Article IV, Section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office.
12. Other Matters
13. Adjournment

WHO ARE QUALIFIED TO VOTE

The Board of Directors has fixed August 1, 2020 as the record date for the determination of the stockholders who are entitled to vote at said Annual Meeting. "Only stockholders in good standing shall have the right to vote and be voted upon x x x." (Article III, Sec. 8, Amended By-Laws). The stock and transfer book of the corporation will not be closed.

Only stockholders in good standing as of August 1, 2020 and not appearing in the Club's delinquent list as posted on September 20, 2020 shall be qualified to vote.

For voting purposes, each share of stock shall be entitled to one (1) vote. However in electing the candidates for the Board of Directors, each shareholder shall be entitled to three (3) cumulative votes.

A stockholder may appoint a proxy to represent him or her during the Annual Meeting, subject to the Rules and Procedures in the Verification/Authentication of Proxies as shown in Enclosure No. 4. All proxies submitted and registered on or before 5:00 P.M. of the record date, shall be the basis for determining the quorum.

WHO ARE QUALIFIED FOR ELECTION

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

Stockholders on record shall elect three (3) Directors from the list of qualified candidates.

SCHEDULE OF VOTING, CANVASSING & ANNOUNCEMENT OF RESULT

September 23-24, 2020 (Wednesday – Thursday)	Voting in Person online from Sept 23 (8:00 a.m.) up to Sept. 24, 2020 (5:00 p.m.)
September 25, 2020 (Friday)	Voting by Proxyholder online from 8:00 a.m. to 5:00 pm

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

An independent third party entity will count and tabulate the votes cast in absentia through the Voting System/Portal. The Committee on Election will validate the voting results. The Committee on Election shall report the results of voting during the Meeting.

RULES OF THE MEETING

a. The virtual Stockholders' Meeting will either be via zoom or live streaming.

LIVESTREAM - ZOOM WEBINAR

- Please go to <https://zoom.us/test> and click "Join".
 - You will be given the option to "download and run Zoom" (if not yet installed previously, especially for mobile devices) or to "join from your browser" (recommended for desktop/laptop users).
 - To join the webinar, click the link that the host provided or the one you received in the confirmation page after you registered. If the host sent a registration confirmation email, the link can also be found there.
- b. Stockholders of record who have OTP will be provided a direct link to the live stream broadcast of the 2020 Annual Stockholders Meeting (ASM).
 - c. Stockholders are advised to ensure a stable internet connection during online registration, voting, and viewing of the live stream broadcast of the 2020 Annual Stockholders Meeting (ASM).
 - d. Items in the Agenda together with the questions, suggestions or comments sent through email by any stockholder including the results of the voting on every item in the Agenda will be presented sequentially during the meeting
 - e. A recording of the full meeting will be available in the main page of the Club website. Simply click on the WATCH icon.
 - f. The invitation link is unique to the Stockholder and only one person may watch the live stream broadcast through that link.
 - g. Only the items in the Agenda and the results of the election will be taken up in the virtual meeting.
 - h. Only the Board of Directors and members of the Committee on Election (Comelec) (and administrative support staff) will be present in the virtual meeting.
 - i. Audio and video recordings of the 2020 ASM livestream broadcast will be adequately maintained by the Club and will be made available in the Club's website after the event.
 - j. Stockholders may submit questions and comments including objections, if any, on matters in the Agenda, on or before 5:00 p.m. on September 20, 2020 which will be posted with the corresponding replies thereto during the live stream of the 2020 Annual Stockholders Meeting (ASM).
 - k. Any questions or comments submitted and received after the deadline shall be answered directly by Management thru email to the stockholder concerned. Additional questions or comments may be sent to officeofthepresident@valleygolf.com.ph
 - l. Mechanism for information dissemination – The website will include a portion for "Frequently asked questions". Stockholders are advised to visit the Frequently Asked Questions (FAQ) page prior to sending inquiries.


ATTY. MARCUS ANTONIUS T. ANDAYA
 Corporate Secretary

Enclosures: 1) Minutes of the Stockholders Meeting on September 22, 2019; 2) Summary of all Board Resolutions; 3) Rules and Procedures in the Verification/Authentication of Proxies and Election of Directors; 4) List of Candidates; and 5) Calendar.