

COVER SHEET

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S.E.C. Registration Number

C	A	M	P		J	O	H	N		H	A	Y		G	O	L	F		C	L	U	B	,		I	N	C	.						

(Company's Full Name)

C	A	M	P		J	O	H	N		H	A	Y	,		L	O	A	K	A	N		R	O	A	D	,							
B	A	G	U	I	O		C	I	T	Y																							

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

JUDSON D. EUSTAQUIO

Contact Person

(074) 424-3493

Company Telephone Number

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Month

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Day

Fiscal Year

SEC FORM 20-ISA

FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-ISA

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 - ☐ Preliminary Information Statement
 - ☒ Definitive Information Statement
 - ☒ Additional Materials
 - 1) Notice of 12 May 2023 Annual Members' Meeting;
 - 2) Proxy Form (Individual Membership);
 - 3) Proxy Form (Membership owned by Juridical Entity);
 - 4) Nomination Form;
 - 5) Ballot;
 - 6) Explanation of Agenda Items;
 - 7) Minutes of the 13 May 2022 Annual Members' Meeting;
 - 8) Management Report;
 - 9) Audited Financial Statements as of the period ended 31 December 2022;
 - 10) Statement of Management's Responsibility for Financial Statements; and
 - 11) Notarized Certifications from Nominees for Independent Governor
2. Name of Registrant as specified in its charter: **CAMP JOHN HAY GOLF CLUB, INC.**
3. **MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **A1997-5628**
5. BIR Tax Identification Code: **004-595-560**
6. **THE CLUBHOUSE, GOLF CLUB DRIVE, CAMP JOHN HAY, LOAKAN ROAD, BAGUIO CITY, 2600**
Address of principal office Postal Code
7. Registrant's telephone number, including area code: **(074) 424-3493**
8. Date, time and place of the meeting of security holders: **12 May 2023 at 10:30 a.m.**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **On or before 20 April 2023**
10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **CAMP JOHN HAY GOLF CLUB, INC.**
Address and Telephone No.: **Camp John Hay, Loakan Road
Baguio City, 2600
(074) 444-2132/33**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the Revised Securities Act (information on number of shares/memberships and amount of debt is applicable only to corporate registrants):

Title of each Class	Number of Memberships Outstanding or Amount of Debt Outstanding ¹
Regular Memberships Outstanding Inclusive of Ten Founders' Memberships	2,500
Playing Rights	34

¹ As of 27 March 2023.

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes _____ No X

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

- (a) The date, time and place of the meeting of security holders is on **12 May 2023 at 10:30 a.m.** The meeting will be held at the Clubhouse, Golf Club Drive, Camp John Hay Compound, Loakan Road, Baguio City. Physical attendance shall be subject to the guidelines promulgated by the Inter-Agency Task Force for the Management of Emerging Infectious Diseases and the Baguio City Local Government on the implementation of community quarantine. Members may participate through remote communication.
- (b) The approximate date on which copies of the definitive information statement (including proxy form and other solicitation materials, in case of proxy solicitations) are first to be sent or given to all security holders shall be at least fifteen (15) business days before the Annual Members' Meeting or on or before **20 April 2023**.

Item 2. Dissenters' Right of Appraisal

The dissenter's right of appraisal is not applicable to any of the matters to be submitted to the members as the Registrant is a non-stock, non-profit Corporation.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

The Management does not expect opposition to matters to be acted upon during the meeting.

The governors and executive officers of the Registrant have no substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon, other than election to office.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) As of 27 March 2023 (the "Record Date"), the Registrant has issued 2,500 membership certificates but only 1,943 members are in good standing. The rest have been declared delinquent of which some have been auctioned.
- (b) All members in good standing as of the Record Date, shall be entitled to notice and to vote at the annual membership meeting on 12 May 2023. Each membership shall be entitled to one (1) vote each.
- (c) In the election of members of the Board of Governors, each member entitled to vote shall have the right to vote, in person or by proxy or by remote communication, the number of memberships registered in his name as of the Record Date. A member entitled to vote may cast as many votes as there are governors to be elected but may not cast more than one vote for one candidate. Candidates receiving the highest number of votes shall be declared elected. No cumulative voting rights are provided for in the Registrant's By-Laws.

Pursuant to the provisions of the By-laws of the Registrant, nominations to the Board of Governors shall be made by the Nomination and Election Committee ("NOMELEC") thirty (30) days prior to

the scheduled election. In addition to this, the NOMELEC shall simultaneously call for and accept nominations in writing from Regular Members, provided, however, that the members of the NOMELEC shall be disqualified from being nominated or elected. The period for nomination shall be closed twenty (20) calendar days prior to the scheduled election.

Security Ownership of Certain Record and Beneficial Owners²

As of 27 March 2023, the Registrant has no record of any member who has, directly or indirectly, ownership of more than 5% of the outstanding memberships, except as set forth below:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Memberships Held	Percent
Regular Membership	CJH Development Corp. ³ 9/F Renaissance Towers, Meralco Avenue, Pasig City	Same as Record Owner	Filipino	1,219 "record"	48.76%

Mr. Robert John L. Sobrepeña, Chairman of the Board of CJH Development Corp., shall direct the voting of these memberships.

Security Ownership of Governors and Executive Officers

The table below sets forth as of 27 March 2023, the record and beneficial ownership of each Governor and Executive Officer of the Registrant:

Title of Class	Name and Address of Record Owner	Name of Beneficial Owner	Citizenship	Amount/ Nature of Record/ Beneficial Ownership	Percent of Class
Regular Membership	Robert John L. Sobrepeña Chairman of the Board & Governor Unit 2601-A Renaissance 3000 Condominium, Renaissance Center,	CJH Development Corp.	Filipino	2-r	0.08%

² There are no additional memberships which the listed beneficial or record owner has the right to acquire within thirty (30) days from options, warrants, rights, conversion, privilege or similar obligations, as these are not applicable to the Registrant, not being a stock corporation.

³ CJH Development Corporation's top stockholders are Fil-Estate Management Inc. (FEMI), College Assurance Plan Phils., Inc. (CAPPI), Comprehensive Annuity Plans and Pension Corp. (CAPPC) and Northwood Resources Corp. (Northwood).

CAPPI's top stockholders are the following: (1) the Thomsons (estate of James Marsh Thomson, Gillian Akiko Thomson-Guevara, Julia Thomson, and Joshua Charles Thomson); (2) Rockshed Management; (3) the Espaldons (estate of Romulo Espaldon, estate of Ernesto Espaldon, Jr., Ernesto Espaldon, Sr., Leticia Espaldon, and Arlene Espaldon Ramos); (4) the Sobrepeñas (estate of Enrique A. Sobrepeña, Jr. and estate of Rose Sobrepeña); (5) the Evangelistas (Rafael E. Evangelista, Jr., Margarita A. Evangelista, Clarissa Evangelista, Patricia Evangelista, Rafael A. Evangelista, and Cristina Evangelista); (6) Crescencio Bendijo; (7) estate of Coronado P. Muñasque; (8) Euron Realty; and (9) Jose A.R. Bengzon III.

CAPPC's top stockholders, on the other hand, are CAPPI (top stockholders of which are listed above); Rafael Evangelista, Jr., estate of James Marsh Thomson, Rockshed Management, Heirs of Romulo Espaldon, Heirs of Ernesto Espaldon, Heirs of Manuel Manahan, Alejandro Rocas, Jose A. R. Bengzon III, estate of Coronado Muñasque, estate of Enrique Sobrepeña, Jr., Raymundo Rolando Dizon, Ma. Corazon Bitong, Diana Lynn Agustin, Yvette Suzanne Dizon, estate of Paul I. Goco, Arleigh Joseph Espaldon, Robert John L. Sobrepeña, William Russell Sobrepeña, Silvestre Bello III, Quincin Doromal, Ernesto Espaldon, Jr., and Gillian Akiko Thomson.

Northwood's top stockholders are Reference Development Corp., Baguio International Ltd., Manta Equities, Inc. and Greenworld Development Corp.

Title of Class	Name and Address of Record Owner	Name of Beneficial Owner	Citizenship	Amount/ Nature of Record/ Beneficial Ownership	Percent of Class
	Meralco Avenue, Ortigas Center, Pasig City 1600				
Regular Membership	Ferdinand T. Santos President & Governor 4 Sunrise Hills New Manila, Quezon City	CJH Development Corp.	Filipino	1-r	0.04%
Regular Membership	Francisco C. Gonzalez Governor 225 Socorro Fernandez Street, Addition Hills, Mandaluyong City, Metro Manila 1550	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Rafael Perez de Tagle, Jr. Governor/Treasurer 5 Acropolis Drive Acropolis Village Quezon City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Gulshan Bedi Governor Cottage 589, Scout Hill Camp John Hay Baguio City	Same as Record Owner	Indian	1-r	0.04%
Regular Membership	Alfredo M. Mendoza Governor CargoAir Center Ninoy Aquino Ave. corner Kabihasnan, Brgy. San Dioniso, Parañaque City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Mario V. Benitez, Jr. Independent Governor 4 Outlook Drive, Cottage 119, Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Ramon Luis F. Garcia Independent Governor No. 92 General Luna Road, Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Jaime M. Cacho Governor	Same as Record Owner	Filipino	1-r	0.04%

Title of Class	Name and Address of Record Owner	Name of Beneficial Owner	Citizenship	Amount/ Nature of Record/ Beneficial Ownership	Percent of Class
	No. 50 P Tuason Street, Cubao, Quezon City				
Regular Membership	Mauricio G. Domogan Independent Governor No. 31 Upper Brookside Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Gilbert Raymund T. Reyes Corporate Secretary 5/F SEDCCO I Building Rada corner Legaspi Streets Legaspi Village Makati City	Same as Record Owner	Filipino	1-r	0.04%

The aggregate ownership of all members of the Board of Governors and officers as a group unnamed total 12, or about 0.48% of the total outstanding memberships.

Voting Trust Holders of 5% or more

There are no Voting Trust Agreements covering any of the securities of the Registrant.

Changes in Control

There has been no significant arrangement which may result in a material change in control of the Registrant.

Item 5. Directors and Executive Officers

1) Incumbent Directors and Executive Officers

The following are the names of all incumbent governors and executive officers of the Registrant:

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Age</u>	<u>Gov./Off. Since</u>
Robert John L. Sobrepeña	Chairman/Governor	Filipino	68	1997
Ferdinand T. Santos	President/Governor	Filipino	72	1997
Rafael Perez de Tagle, Jr.	Treasurer/Governor	Filipino	68	1997
Gulshan Bedi	Governor	Filipino	58	2019
Francisco C. Gonzalez	Governor	Filipino	79	1999
Alfredo M. Mendoza	Governor	Filipino	73	2009
Mario V. Benitez, Jr.	Ind. Governor	Filipino	68	2015
Ramon Luis F. Garcia	Ind. Governor	Filipino	60	2016
Jaime M. Cacho	Governor	Filipino	66	2020
Mauricio G. Domogan	Ind. Governor	Filipino	76	2006 to 2014; 2021 to present
Gilbert Raymund T. Reyes	Corporate Secretary	Filipino	64	2004
Raymund M. C. Rodriguez	Assistant Corp. Secretary/ Compliance Officer	Filipino	57	2004

Other Significant Employees

- (1) MR. JUDSON D. EUSTAQUIO assumed the position of Assistant General Manager of the Registrant beginning 15 September 2021. He was appointed by the Board of Governors as General Manager of the Registrant effective 19 July 2022.
- (2) The Registrant has an Internal Auditor in the person of MR. RODEEN A. CORPUZ pursuant to Section 2.2.2.2.3 of the Registrant's New Manual on Corporate Governance.
- (3) MR. SIMPLICIO L. LANGBAYAN, JR. is the Registrant's Financial Controller.

2) Term of Office

The term of office of the Governors and Elected Officers is one (1) year from their election as such until their successors are duly elected and qualified.

3) Legal Proceedings

To the best knowledge of the management, none of the governors, executive officers, and nominees for governors of the Registrant is subject to any pending legal proceeding, which is material to an evaluation of the ability or integrity of any governor or person nominated to become governor or executive officer of the Registrant, apart from the following:

- (a) Robert John L. Sobrepeña and Ferdinand T. Santos in *BCDA v. Sobrepeña, et al.*, NPS Docket No. XVI-INV-12B-00117 pending before the Department of Justice ("DCJ") for violation of Section 27, in relation to Section 3 (m) and 45 of R.A. No. 7279. This case remains pending with the DOJ;
- (b) Robert John L. Sobrepeña, Ferdinand T. Santos, and Rafael Perez De Tagle, Jr. in Criminal Case No. R-PSY-14-08408-CR, entitled *People of the Philippines v. Robert John L. Sobrepeña, et al.* for estafa, which is pending before Branch 119, Regional Trial Court, Pasay City. This case is currently undergoing trial;
- (c) Robert John L. Sobrepeña, Ferdinand T. Santos, and Rafael Perez De Tagle, Jr. in *Guillermo C. Uy, Jr. vs. Ferdinand T. Santos, et al.* docketed as NPS Docket No. XV-01-INV-10A-00078 for violation of Section 73 of Republic Act No. 8799, and pending at the Office of the City Prosecutor, Antipolo City. The Complainant has already filed a Motion to Withdraw his Complaint in 2010 but respondents have not received the handling prosecutor's resolution with respect to the Motion to Withdraw, or any issuance from the SEC on this case.

4) Business Experience of the Governors and Executive Officers during the past five (5) years

MR. ROBERT JOHN L. SOBREPEÑA, the Chairman of the Board of Governors of the Registrant, is also the Chairman of the Board of Directors of Fil-Estate Management, Inc., Metro Rail Transit Corporation (MRTC), Metro Rail Transit Development Corp. ("MRTDC"), The Manila Southwoods Golf & Country Club, Inc., Forest Hills Golf & Country Club, Sherwood Hills Golf Club, Asia Pacific Golf Corp., CJH Hotel Corp., CJH Suites Corp. and CJH Development Corp. ("CJHDevCo"). He is also Chairman of Metro Global Holdings Corp., which is publicly listed in the Philippine Stock Exchange.

ATTY. FERDINAND T. SANTOS is the President of Forest Hills Golf & Country Club, Inc. He is also the President of the Registrant, Fairways & Bluewater Resort Golf & Country Club, Inc., Metro Global Holdings Corp., CJHDevCo, CJH Hotel Corp. and CJH Suites Corp. He is also a Director of The Manila Southwoods Golf & Country Club, Inc.

MR. RAFAEL PEREZ DE TAGLE, JR. is the Executive Vice-President and Chief Operating Officer of Metro Rail Transit Development Corp. He is also the Treasurer of the Registrant, The Manila Southwoods Golf & Country Club, Inc. and Forest Hills Golf and Country Club.

MR. GULSHAN BEDI is presently the Executive Vice President of Operations of CJHDevCo. He also served as Senior Vice President of CJH Hotel Corporation for the past ten years.

MR. FRANCISCO C. GONZALEZ is a director of The Manila Southwoods Golf & Country Club, Inc. He is also the Chairman of the Board and CEO of Romago, Inc., Fabriduct & Metal Systems Inc., and Electro Mechanical Products International, Inc.

MR. ALFREDO M. MENDOZA is the Managing Director and President of CargoAire Freight Forwarders, Inc., CargoAire Maritime Corp. and Cyclo Air Systems Technology, Inc. He is also a director of The Manila Southwoods Golf and Country Club, Inc.

MR. MARIO V. BENITEZ, JR. is the Managing Director of John Hay Coffee Services and a Director of the Hotel and Restaurant Association of Baguio (HRAB).

MR. RAMON LUIS F. GARCIA is the President of Afuengar Corporation. He is also the owner of RLFG Food Services and from March 2002 to March 2014, has opened and operated restaurants in Baguio City and Fort Bonifacio Global City, Taguig City namely - Brod Pit Bar and Grill, Katsutori Japanese Restaurant, The Backyard, Brod Pit Grill (in SM) and Brod Pit Grill (Market Market Mall, BGC, Taguig City).

MR. JAIME M. CACHO is the President and Chief Operating Officer of Metro Countrywide Corporation. He is the Head of Project Development and Management Services of Fil-Estate Management, Inc. He is also a Director of Metro Global Holdings Corporation and the President and Chief Operating Officer of Metro Global Renewable Energy Corporation. He has 37 years of top-level management and construction experience in various organizations during his career.

ATTY. MAURICIO G. DOMOGAN is the Chairperson of the House Committee of the Issuer from 2009 to present. Atty. Domogan previously served as Independent Governor from 2006 to 2014 and as Chairperson of the Membership Committee from 2006 to 2007. He is currently engaged in the private practice of law in his own firm, Domogan and Associates Law Office. From 1988 to 2019, he was elected as Baguio City Councilor, Vice Mayor, Mayor, and Congressman.

ATTY. GILBERT RAYMUND T. REYES is a Founding Partner of Poblador Bautista & Reyes Law Offices and the Chairman Emeritus of the Board of Governors of the U.P. Vanguard, Inc. He is presently the Corporate Secretary of the Registrant, Asian Hospital, Inc., Asian Hospital Charities, Inc., Levi Strauss Philippines II, Inc., Quinta Trading Corporation, CJH Development Corporation, CJH Hotels, Inc., CJH Suites, Inc., and Southeast Asian Colleges, Inc. He is also the Treasurer of Common Area (Philippines), Inc., Sleep Well Land Development Corp. and Sleep Well More Fun Corp. He also serves as the Compliance Officer of The Manila Southwoods Golf & Country Club, Inc.

ATTY. RAYMUND MARTIN C. RODRIGUEZ, the Assistant Corporate Secretary and Compliance Officer of the Registrant, is a Senior Partner in Poblador Bautista and Reyes Law Offices. He is also the Assistant Corporate Secretary and Compliance Officer of Forest Hills Golf and Country Club, Inc. He is also the Corporate Secretary of Common Area (Philippines), Inc., Ito Seisakusho Philippines Corporation, New Image Far East Philippines, Inc., Toyota Bacoar Cavite, Inc., Pacific Premium Fresh Produce Corp., TNT Express Deliveries (Phils.), Inc., WPG Electronics Philippines, Inc., California Heart Properties, Inc., Crossfoods Corporation, Crossproperty Management, Inc., JTI GBS Philippines, Inc. and Loc&Stor 24/7, Inc.

5) **Other Directorships Held in Reporting Companies:**

Mr. Robert John L. Sobrepeña	-	Co-Chairman of the Board of Directors of Global Estate Resorts, Inc. and Chairman of the
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		Board of Directors of Metro Global Holdings Corp. and Forest Hills Golf & Country Club, Inc.
Atty. Ferdinand T. Santos	-	President of Forest Hills Golf & Country Club, Inc., Director and President of Metro Global Holdings Corporation, and President of Fairways and Bluewater Resort Golf and Country Club, Inc.
Mr. Rafael Perez De Tagle, Jr.	-	Director, Metro Global Holdings Corporation, Director, The Manila Southwoods Golf & Country Club, Inc., and Director and Treasurer of Forest Hills Golf & Country Club, Inc.
Mr. Jaime M. Cacho	-	Director of Metro Global Holdings Corp.

6) Family Relationship

There are no family relationships among the remaining governors and officers.

7) Legal Proceedings to which Registrant is a party

The Registrant is one of many respondents in a *Petition for Review on Certiorari* filed by the Bases Conversion and Development Authority (BCDA) before the Supreme Court in G.R. No. 219421.

This case originated from the award issued by the Arbitral Panel in the Arbitration case of *CJH Development Corporation v. Bases Conversion and Development Authority*, PDRCI Case No. 60-2012 dated 11 February 2015. In said Arbitration proceedings, the Arbitral Panel declared the Original Lease Agreement and the Revised Memorandum of Agreement between CJH Development Corp. (CJHDevCo) and the BCDA as rescinded due to the mutual breach of both the BCDA and CJHDevCo, and directed CJHDevCo to turn-over Camp John Hay to the BCDA. The Arbitral Panel dismissed BCDA's claim of over P3 Billion in alleged back rentals declaring them as legally not due and demandable from CJHDevCo. BCDA was in turn ordered to pay CJHDevCo Php 1.4 Billion by way of returning all rentals which CJHDevCo has paid to the BCDA. The said award had already been confirmed by the Regional Trial Court of Baguio City, and the necessary Writ of Execution had already been issued.

Even though it was not a party to the arbitration proceedings between CJHDevCo and BCDA, the said Writ of Execution and Notice to Vacate were served on Registrant at the behest of the BCDA directing it to vacate Camp John Hay. Finding the same as constituting grave abuse of discretion amounting to a lack or excess of jurisdiction, the Registrant filed a Petition-in-Intervention for Certiorari and Prohibition (With Urgent Application for the Issuance of a Writ of Preliminary Injunction) before the Court of Appeals ("CA") praying that it be allowed leave to intervene in the Petition filed by CJHDevCo against BCDA in CA-G.R. SP No. 140422, and that the CA issue a writ of preliminary injunction enjoining the implementation and execution of the Notice to Vacate and Writ of Execution against it.

On May 19, 2015, the CA issued a Temporary Restraining Order (TRO) against the implementation of the Writ of Execution and the enforcement of the Notice to Vacate.

On July 30, 2015, the CA issued a Decision annulling and setting aside, as against the Registrant, the said Writ of Execution and Notice to Vacate. The CA likewise directed BCDA to respect and not to disturb the various contracts of third parties occupying the leased CJH premises, which includes the premises of the Golf Club.

However, BCDA appealed the CA's Decision to the Supreme Court via a Petition for Review on Certiorari. Registrant was made a respondent therein. The case was docketed as G.R. No. 219421 and remains pending to date.

On 5 January 2021, the Supreme Court issued a Resolution in CJH Development Corporation vs. Commission on Audit and Bases Conversion and Development Authority docketed as G.R. No. 241772 consolidating the said case with G.R. No. 219421 which involve similar issues.

Significantly, the Registrant possesses the clubhouse, the golf course, and the appurtenant facilities in accordance with the Registration Statement which was filed with and was approved by the SEC. The Registrant and its members could use the said facilities and premises until 2046. The Registrant is a third party to the arbitration stated above and, as such, should not be affected by the same. The BCDA, however, is of the opinion that the Registrant should vacate the premises it occupies.

Registrant is also a party to an intra-corporate case initiated by some members (two of which have already withdrawn as plaintiffs) questioning the Registrant's authority to impose special assessments. The dispute is in relation to the Registrant's imposition of a 24-month PhP1,000 special assessment in late 2014. The case is entitled *Benjamin G. Favis, et al. v. Camp John Hay Golf Club, Inc.* and docketed as Civil Case No. 8423-R. In September 2018, the Registrant filed a *Motion for Summary Judgment* arguing that there were no genuine issues raised by the Plaintiffs. The parties filed their respective memoranda last October 2018 and are now awaiting the decision of the Regional Trial Court, Branch 5 of Baguio City.

8) Transactions with Directors, Executive Officers, Security Holders, and Members

No governor has resigned or declined to stand for re-election to the Board of Governors since the date of annual meeting of the members due to a disagreement with the Registrant or any matter relating to the Registrant's operations, policies, or practices.

During the last two (2) years, the Registrant neither participated in any transaction nor had any proposed transaction with any of its governors, executive officers, nominees for governorship, members, or with any of the immediate family members of the foregoing persons.

9) Nominees for Governors

The following are the nominees to the Board of Governors of Registrant and for whom proxies are solicited:

1. Gulshan Bedi
2. Mario V. Benitez, Jr.*
3. Jaime M. Cacho
4. Ramon Luis F. Garcia*
5. Francisco C. Gonzalez
6. Alfredo M. Mendoza
7. Ferdinand T. Santos
8. Robert John L. Sobrepeña
9. Rafael Perez de Tagle, Jr.
10. Bayani B. Tecson*

*Nominees for Independent Governors were nominated by the Management in accordance with Rule 38 of the SRC.

All of the incumbent members of the Board of Governors except Mauricio G. Domogan are nominated for re-election as governors at this year's Annual Members' Meeting. Their qualifications and other required information were stated in Part I, Item 5 (1), (4), and (5) of this Information Statement.

Bayani B. Tecson, the new nominee for Independent Governor, is a medical doctor, and has been the Chairman of the Health & Safety Committee of the Registrant since 2021. Dr. Tecson also currently serves as Vice Chairman of the Commission on Elections of the Philippine Medical Association, Inc., a professor at the Department of Surgery at the School of Medicine of St. Louis University, and Chairman of the: (a) Operating Room Management Committee at Notre Dame De Chartres Hospital, Baguio City; (b) Operating Room Management Committee at Notre Dame De Chartres Hospital, Baguio City; (c) Hospital Pharmacy and Therapeutics Committee at Notre Dame De Chartres Hospital, Baguio City; (d) Department of Surgery at Notre Dame De Chartres Hospital, Baguio City; and (e) Cordillera Consortium General Surgery

Training Program at Benguet General Hospital, Notre Dame De Chartres Hospital, and Pines City Doctors Hospital. He was the Chairman of the Philippine Board of Pediatric Surgery Inc. from 2021 to 2022.

The Nomination and Election Committee of the Registrant is composed of the following:

Jaime Borromeo	-	Chairman
Ramoncito Cabrera	-	Vice-Chairman
Alexander Ignacio	-	Member
Manuel T. Solis, Jr.	-	Member
Carlos T. De Leon, Jr.	-	Member

Item 6. Compensation of Directors and Executive Officers

<u>Name/Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonuses</u>	<u>Privileges</u>
Robert John L. Sobrepeña Chairman and Governor	1997-2023	None	None	see below
Ferdinand T. Santos President and Governor	1997-2023	None	None	see below
Rafael Perez de Tagle, Jr. Treasurer and Governor	1997-2023	None	None	see below
Gulshan Bedi Governor	2019-2023	None	None	see below
Francisco C. Gonzalez Governor	1999-2023	None	None	see below
Alfredo M. Mendoza Governor	2009-2023	None	None	see below
Mario V. Benitez, Jr. Independent Governor	2015-2023	None	None	see below
Ramon Luis F. Garcia Independent Governor	2016-2023	None	None	see below
Jaime M. Cacho Governor	2020-2023	None	None	see below
Mauricio G. Domogan Independent Governor	2006-2014; 2021-2023	None	None	see below
Gilbert Raymund T. Reyes Corporate Secretary	2004-2023	None	None	see below
Raymund M. C. Rodriguez Assistant Corp. Secretary Compliance Officer	2004-2023	None	None	None

The Registrant's By-Laws do not provide for a salary for the members of the Board of Governors. Instead, their compensation consists of: (a) exemption from the payment of monthly dues and locker rentals; (b) 40 rounds of free green fees per year; (c) reserved parking; and (d) monthly consumable allowance of P3,000 pesos for food and beverage, golf cart rentals, and other golf-related charges within the Registrant. In order to avail themselves of the foregoing, they must, however, attend the monthly meetings of the Board of Governors.

Besides the foregoing, no further action is to be taken with regard to any bonus, profit-sharing or other compensation plan, contract or arrangement, any pension/retirement plan, granting of extension of any option, warrant or right to purchase any securities in respect of the election of Governors.

Item 7. Independent Public Accountants

- (a) The Registrant is compliant with Part I 3(B)(ix) of Revised Securities Regulation Code Rule 68 on the Rotation of External Auditors.
- (b) The auditing firm of Isla Lipana & Co. (a member firm of PricewaterhouseCoopers International Limited), with address at Philamlife Tower, 29th Floor, 8767 Paseo de Roxas, Makati City 1227, Metro Manila, was the principal accountant of the Registrant for the fiscal year most recently completed (31 December 2022).
- (c) Representatives of Isla Lipana & Co. are expected to be present at the membership meeting, and will have the opportunity to make a statement if they desire to do so. They are expected to be available to respond to appropriate questions.
- (d) Carlos Federico C. de Guzman of Isla Lipana & Co. was the Engagement Partner in the audit of Registrant's Financial Statements for the year ending 31 December 2022.
- (e) Ramon Luis F. Garcia, an Independent Governor of the Board, is the Chairman of the Audit Committee. The other member of the Audit Committee namely, Rafael Perez de Tagle, Jr. is likewise a Board Member.
- (f) There have been no changes in/disagreements with Isla Lipana & Co. and/or any previous external auditor regarding the Registrant's accounting and financial disclosure.
- (g) The Registrant intends to re-appoint Isla Lipana & Co. (a member firm of PricewaterhouseCoopers International Limited) as its independent external auditor.

Item 8. Compensation Plans

No action is to be taken with respect to any plan, whether stock options, warrants, rights plans or otherwise, pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action is to be taken with respect to the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the Registrant, or the issuance or authorization for issuance of one class of securities of the Registrant in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

(a) Information Required

Since no action is to be taken with respect to any matter specified in Items 9 or 10, this item is not applicable.

(b) Reference

THE REGISTRANT WILL PROVIDE WITHOUT CHARGE TO EACH PERSON SOLICITED, ON THE WRITTEN REQUEST OF ANY SUCH PERSON, A COPY OF THE REGISTRANT'S ANNUAL REPORT OR SEC FORM 17-A. SUCH WRITTEN REQUEST SHOULD BE DIRECTED TO THE CORPORATE SECRETARY, ATTY. GILBERT RAYMUND T. REYES, 5F SEDCCO I BLDG., RADA CORNER LEGASPI STREETS, LEGASPI VILLAGE, MAKATI CITY. A CHARGE MAY BE MADE FOR EXHIBITS, PROVIDED SUCH CHARGE IS LIMITED TO REASONABLE EXPENSES INCURRED BY THE REGISTRANT IN FURNISHING SUCH EXHIBITS.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be taken with respect to any transaction involving Mergers, Consolidations, Acquisitions and Similar Matters.

Item 13. Acquisition or Disposition of Property

No action is to be taken with respect to a major acquisition or disposition of any property except in the ordinary course of the Registrant's business.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the Registrant.

D. OTHER MATTERS

Item 15. Action with Respect to Reports:

1. Ratification of the acts of Board of Governors and Officers
(This refers to all day-to-day acts and decisions of Management and the Board of Governors, including contracts entered into by the Registrant during the immediately preceding year, until the date of the Annual Membership Meeting)

The following is a brief summary of the acts and resolutions of the Management and of the Board:

- 1) Approval of new members of the committees of the Registrant;
- 2) Approval of the proposed repayment scheme for the Registrant's liability to IEE Ltd. Co. (formerly Eboueurs Golf Cart Services, Inc.);
- 3) Approval of the course and slope ratings adjustments as certified by the National Golf Association of the Philippines;
- 4) Approval of the changes in the Registrant's authorized signatories for its accounts with the Asia United Bank;
- 5) Approval of provisional membership privileges;
- 6) Approval of the budget for construction and maintenance activities at the Registrant's golf course;
- 7) Approval of the purchase of a rough mower from Abomar Equipment Sales Corporation through finance lease with the Asia United Bank;
- 8) Adoption of the IATF Guidelines on isolation and quarantine protocols as of 4 June 2022 insofar as the staff of the Club are concerned and approval of quarantine or isolation policy for members and guests;
- 9) Approval of the resumption of Caddies' Day;
- 10) Allow licensed caddies to drive and operate golf carts provided that the member, guest, or customer signs an Authority to Drive Golf Cart and Indemnity;
- 11) Appointment of Mr. Judson D. Eustaquio as the Registrant's General Manager;
- 12) Approval of the purchase of a service vehicle for the General Manager;
- 13) Declaration of unruly guests as *personae non grata*;
- 14) Approval of the Water Proofing Project at the Registrant's View Deck to be constructed by Daoas General Construction Services;

- 15) Approval of the proposed budget for the year 2023;
- 16) Approval of the new rates with regard to transactions involving the Registrant's memberships submitted to the Membership Committee beginning 1 December 2022;
- 17) Approval of the Christmas assessment of One Thousand Pesos (Php1,000) per member;
- 18) Approval of a discount of Four Thousand Two Hundred Pesos (Php 4,200.00) for members who will make a one (1)-year advance payment for membership dues;
- 19) Approval of the sale of ten (10) memberships of the Registrant with a purchase price of Php 550,000.00 inclusive of the transfer fee for each membership, Php 50,000.00 membership fee, and Php 25,000.00 Golf Club Maintenance Deposit Fee, for a total of Php 625,000.00 per membership;
- 20) Approval of regular and provisional membership applications as of October 2022;
- 21) Approval of the reinstatement of playing rights of the Superintendent of the Philippine Military Academy;
- 22) Ratification of the Registrant's arrangement with Aqua Haus, Inc. for the repair of the Registrant's vertical pumps at a contract price of Php 265,000.00;
- 23) Approval of the Tree Cutting and Pruning project at the Registrant's premises to be conducted by Mr. Ignacio Abluyen;
- 24) Directive to Management to follow the COVID-19 guidelines on the wearing of masks as promulgated by the Office of the President, the Inter-Agency Task Force for the Management of Emerging Infectious Diseases ('IATF') and the local government of the City of Baguio;
- 25) Ratification of the appointment of Dr. Ed Montenegro as a member of the Health & Safety Committee;
- 26) Approval of the Registrant's new venue rental rates;
- 27) Approval of a bag storage fee of Php 500.00 per month or Php 100.00 per day;
- 28) Approval of the penalties imposed upon certain erring members of the Registrant as of October 2022;
- 29) Approval of the sale of two (2) golf carts to CJH Development Corporation;
- 30) Approval of the sale of the Registrant's Fairway Mower John Deere 3225 and Rough Mower John Deere 2653 as junk;
- 31) Approval of the holding of the 'PANTAWID' exhibit and free art lessons at the Registrant's premises in such areas which will not interrupt the operations of the Registrant for a period of thirty (30) days;
- 32) Ratification of the engagement by the Registrant of the services of Topconsult, Inc. for the valuation and appraisal of the Registrant's properties;
- 33) Approval of regular and provisional membership applications as of January 2023;
- 34) Approval of signing privileges in favor of all provisional members of the Registrant;
- 35) Approval of the 12 May 2023 Annual Members' Meeting timetable, voting and participation in the Annual Members' Meeting by remote communication, and setting of Record Date;
- 36) Approval of the proposed changes to the COVID-19 Operational Guidelines and Protocols of the Registrant;
- 37) Approval of the discount extended to the Philippine Military Academy ('PMA') in the year 2019 for the PMA Golf Tournament;
- 38) Approval of the schedule of upcoming tournaments and events which will be held at the Registrant's premises in the year 2023;
- 39) Approval of the penalties imposed upon certain erring members of the Registrant as of January 2023;
- 40) Approval of amendments to the Registrant's Amended By-Laws; and
- 41) Approval of the holding of the 'Bishop Otto Cenzon's Golf Cup at the Registrant's premises on 14 April 2023 and to grant the same sponsorship/discount as that granted for the previous year.

2. Chairman or Management's Report

3. Re-appointment of Isla Lipana & Co. (a member firm of PricewaterhouseCoopers International Limited) as independent external auditors
4. Ratification and approval of the Audited Financial Statements for the year 2022
5. Election of members of the Board of Governors

Item 16. Matters Not Required to be Submitted

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendments of Charter, By-Laws & Other Documents for the Information of the Stockholders

The Chairman of the Board of Governors will endorse to the members for approval the following proposed amendments to the Club's By-laws which were approved by the Board of Governors during its 17 January 2023 Regular Board meeting:

"Section 2.6 The Board of Governors, by the vote of 2/3 of the members present provided there is a quorum, may, depending on the severity of an offense, reprimand, suspend or expel a member on any of the following grounds:

- (a) Violation of the Articles of Incorporation, and/or the By-laws of the Club;
- (b) Violation of any rules or regulations adopted by the Board of Governors; or
- (c) Commission of an act or conduct inimical to the interest and purposes of the Club.'" (underscoring provided)

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'Section 8.4 NOMINATION. The Election Committee shall, thirty (30) calendar days prior to a scheduled election, nominate the Regular Members who are candidates for Governors. In addition, the Committee shall simultaneously call for and accept nominations in writing from Regular Members; provided, however, that the members of the Election Committee shall be disqualified from being nominated or elected. The period for nomination shall be closed twenty (20) business days prior to the scheduled election. The official list of nominees shall be prepared by the Committee and posted at the Clubhouse bulletin board at least fifteen (15) calendar days prior to the date of the meeting at which the election shall be held. Such list shall likewise be attached to the Notice of Meeting to be sent to all members.

The procedure for nomination of Independent Governors shall be in accordance with Rule 38 of the Implementing Rules and Regulations of the Securities Regulation Code or any amendments thereto.' " (underscoring provided)

Item 18. Other Proposed Action

None. There are no material contracts which were entered into by the Management for the ratification by the members.

Item 19. Voting Procedures

The conduct of and voting by Regular Members in good standing by remote communication at the 12 May 2023 Annual Members' Meeting were approved at the 17 January 2023 Regular Meeting of the Board of Governors.

1. Ratification of the Acts of the Board of Governors and Officers and Report of the Management

Vote Required: Majority of the issued and outstanding memberships, voting either in person, by remote communication, or by proxy.

Method by which votes shall be counted: Each outstanding membership shall be entitled to one (1) vote. Voting may be exercised either in person or by remote communication or by a proxy duly executed in writing by the member himself or his duly authorized representative. The instrument appointing a proxy shall be deposited with the Secretary not later than five (5) business days before the date of the meeting.

2. Appointment of Independent External Auditor

Vote Required: Majority of the issued and outstanding memberships, voting either in person, by remote communication, or by proxy.

Method by which votes shall be counted: Each outstanding membership shall be entitled to one (1) vote. Voting may be exercised either in person or by remote communication or by a proxy duly executed in writing by the member himself or his duly authorized representative. The instrument appointing a proxy shall be deposited with the Secretary not later than five (5) business days before the date of the meeting.

3. Election of Governors

Vote Required: The ten (10) candidates obtaining the highest number of votes shall be declared winners, provided however, that in the event that two (2) or more nominees garner identical number of votes, the tie shall be decided by a simple drawing of lots between or among the tied Governors. If based on plurality of votes, less than three (3) independent governors land in the top ten (10) of the candidates, such number of regular governors-candidates garnering the least number of votes will give way to such number of independent governors-candidates to ensure that at least three (3) independent governors are elected.

Method by which votes shall be counted: Each member entitled to vote shall have the right to vote, in person or by remote communication or by proxy, the number of memberships registered in his name as of Record Date, by indicating or appropriately marking the names of the nominees he is voting for. A member entitled to vote may cast as many votes as there are governors to be elected but may not cast more than one vote for one candidate.

The Chairman of the meeting shall appoint two (2) persons, other than any of those who were nominated to the Board, to act as inspectors of election. At the close of the voting period, the NOMELEC shall immediately convene to canvass the ballots. Members of the NOMELEC, assisted by representatives from the BDO Unibank, Inc. - Trust and Investments Group, the Stock Transfer Agent of the Registrant, are the persons authorized to count the ballots. The ten (10) candidates receiving the highest number of votes shall be declared elected provided that at least three (3) independent governors are elected. If based on plurality of votes, less than three (3) independent governors land in the top ten (10) of the candidates, such number of regular governors-candidates garnering the least number of votes will give way to such number of independent governors-candidates to ensure that at least three (3) independent governors are elected.

Any protest regarding the conduct of the elections must be made before the start of the canvass. Any protest connected with the canvassing must be made before the proclamation of the winning candidates by the NOMELEC, which must forthwith make a ruling.

The procedure for the nomination and election of Independent Governors shall be in accordance with Rule 38 of the Implementing Rules and Regulations of the Securities Regulation Code.

Management does not intend to bring any matter before the meeting other than those set forth in the Notice of the annual meeting of members and does not know of any matters to be brought before the meeting by others. If any other matter does come before the meeting, it is the intention

of the persons named in the accompanying proxy to vote the proxy in accordance with their judgment.

4. Amendment of By-laws.

Vote Required: Pursuant to Section 16.4 of the Amended By-laws, a majority of the outstanding Regular membership in good standing must vote, either in person, by remote communication, or by proxy, in favor of the amendments, subject to the approval of the Securities and Exchange Commission.

Method by which votes shall be counted: Each outstanding membership shall be entitled to one (1) vote. Voting may be exercised either in person or by remote communication or by a proxy duly executed in writing by the member himself or his duly authorized representative. The instrument appointing a proxy shall be deposited with the Secretary not later than five (5) business days before the date of the meeting.

PART II.

INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification

The Management, represented by the Chairman, Robert John L. Sobrepeña, and/or the President, Ferdinand T. Santos, is soliciting proxies. Both or either of them shall vote in case of proxy's absence during the meeting.

Item 2. Instruction

The proxy giver makes, constitutes, appoints and grants authority to proxy solicitors named therein, as his true and lawful attorney or proxy, without power of substitution for and in the name of proxy solicitors, to act and vote as proxy for the proxy giver according to the number of membership certificates held, or at any adjournment or adjournments thereof, in the transactions of any and all business that may properly come before said meeting or meetings and thereat to vote in accordance with the instructions representing the membership certificate held by the proxy giver and entitled to be voted thereat upon the matters stated therein. The proxy giver would be entitled to vote if then personally present or voting by remote communication at the above-mentioned time and place of meeting.

The member, whose proxy is solicited, is instructed to appoint the Chairman of the Board of Governors of the Registrant, or in his absence, the President, or in his absence, the Corporate Secretary as its/his proxy to represent and register in its/his name and to vote in its/his behalf at the Annual Membership Meeting of the Registrant. Validation of the proxies shall be held on or before 6 May 2023. In case the foregoing instructions are not properly exercised by the member whose proxy is solicited, the proxy shall be voted for the items listed in the attached proxy forms.

Item 3. Revocability of Proxy

Any member who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. No formal procedure is specified for such revocation. The proxy shall continue until such time as the same is withdrawn or revoked by the member through notice in writing delivered to the Corporate Secretary before the meeting, but shall not apply in case the member personally registers its/his attendance before the meeting. Memberships represented by a valid proxy will be voted as authorized by the member executing such proxy.

Item 4. Persons Making the Solicitation

The enclosed proxy is solicited by the Management of CAMP JOHN HAY GOLF CLUB, INC.

There is no member of the Board who has informed the Registrant in writing that he intends to oppose any action intended to be taken by the Registrant.

The expenses of printing and mailing the proxy materials will be borne by the Registrant. Solicitations shall be effected either by mail, or through personal delivery.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

The governors and executive officers of the Registrant have no substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon, other than election to office.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on 14 April 2023.

CAMP JOHN HAY GOLF CLUB, INC.
Registrant

By:


RAYMUND MARTIN C. RODRIGUEZ
Assistant Corporate Secretary