

COVER SHEET

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S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

KRISHA CALAWAGAN

Contact Person

(074) 444-2131/33

Company Telephone Number

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Month

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Dau

SEC FORM 20-IS

FORM TYPE

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Month

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Day

Fiscal Year

Annual Meeting

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

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 14 May 2021 Annual Members' Meeting;
- 2) Sample Proxy form (Individual Share);
- 3) Sample Proxy form (Corporate Share);
- 4) Nomination Form;
- 5) Sample Ballot;
- 6) Explanation of Agenda Items;
- 7) Notarized Certifications from Independent Directors;
- 8) Audited Financial Statements as of the period ended 31 December 2020;
- 9) Statement of Management's Responsibility for Financial Statements; and
- 10) Management Report

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) 444-2131/33**

8. Date, time and place of the meeting of security holders: **14 May 2021 at 10:30 a.m.**

9. Approximate date on which the Information Statement is first to be sent or given to security holders:
23 April 2021

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 RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding ¹
Regular Memberships Outstanding Inclusive of Ten Founders' Memberships	2,500

¹ As of 31 March 2021.

Playing Rights	41
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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 **14 May 2021 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 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 **23 April 2021**.

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 the Record Date, the Registrant has issued 2,500 membership certificates but only **1,768** 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 31 March 2021, the Record Date, shall be entitled to notice and to vote at the annual membership meeting on 14 May 2021. 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 thirty (30) days prior to the scheduled election. In addition to this, the Committee shall simultaneously call for and accept nominations in writing from Regular Members, provided, however, that the members of the Nomination and Election Committee 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 31 March 2021, 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 Member-ships Held	Percent
Regular Membership	CJH Development Corp. ³ 9/F Renaissance Towers, Meralco Avenue, Pasig City	Same as Record Owner	Filipino	1,243 "record"	49.72%

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 31 March 2021, the record and beneficial ownership of each Governor and Executive Officer of the Registrant:

² There are no additional shares 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, 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 Raul I. Goco, Arleigh Joseph Espaldon, Robert John L. Sobrepeña, William Russell Sobrepeña, Silvestre Bello III, Quintin 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
Regular Membership	Robert John L. Sobrepeña Chairman of the Board & Governor 11 Tabuena Street Corinthian Gardens Quezon City	CJH Development Corp.	Filipino	2-r	0.20%
Regular Membership	Ferdinand T. Santos President & Governor 4 Sunrise Hills New Manila, Quezon City	CJH Development Corp.	Filipino	2-r	0.08%
Regular Membership	Francisco C. Gonzalez Governor 225 F. Socorro Fernandez Street Mandaluyong City	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. cor. 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 Dr., Cottage 119, Baguio City	Same as Record Owner	Filipino	1-r	0.04%
	Ramon Luis F. Garcia	Same as	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
Regular Membership	Independent Governor 4 Outlook Dr., Cottage 119, Baguio City	Record Owner			
Regular Membership	Jaime M. Cacho Governor No. 50 P Tuason St., Cubao, Quezon City	Same as Record Owner	Filipino	1-r	0.04%
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 13, or about 0.52% 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	65	1997 to 2020
Ferdinand T. Santos	President/Governor	Filipino	69	1997 to 2020
Rafael Perez de Tagle, Jr.	Treasurer/Governor	Filipino	65	1997 to 2020
Gulshan Bedi	Governor	Filipino	56	2019 to 2020
Francisco C. Gonzalez	Governor	Filipino	75	1999 to 2020
Alfredo M. Mendoza	Governor	Filipino	69	2009 to 2020

Mario V. Benitez, Jr.	Ind. Governor	Filipino	64	2015 to 2020
Ramon Luis F. Garcia	Ind. Governor	Filipino	57	2016 to 2020
Jaime M. Cacho	Governor	Filipino	64	2020
Mauricio G. Domogan	Ind. Governor	Filipino	74	2006 to 2014; 2020
Gilbert Raymund T. Reyes	Corporate Secretary	Filipino	62	2004 to 2020
Raymund M. C. Rodriguez	Assistant Corp. Secretary/ Compliance Officer	Filipino	55	2004 to 2020

Other Significant Employees

- (1) **MR. TIMOTHY ALLEN AVRAMIDIS** has been the Registrant's General Manager since 4 July 2014.
- (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.

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. Sobrepena and Ferdinand T. Santos in *BCDA v. Sobrepena, et al.*, NPS Docket No. XVI-INV-12B-00117 pending before the Department of Justice (DOJ) for violation of Section 27, in relation to Section 3 (m) and 45 of R.A. No. 7279;
- (b) Robert John L. Sobrepena, 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. Sobrepena, 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. SOBREPENÁ, 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., Asia Pacific Golf Corp., and CJH Development Corp. He is also Chairman of Metro Global Holdings Corp., which is publicly listed in the Philippine Stock Exchange. He is also the President of Forest Hills Golf & Country Club, Inc.

ATTY. FERDINAND T. SANTOS is the Chairman of the Board of Directors of Forest Hills Golf & Country Club, Inc. He is also the President of the Registrant, Fairways & Bluewater Resort Golf & Country Club, Inc., Fil-Estate Urban Development Corp., Metro Global Holdings Corp., CJH Development 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 MRTDC. He is also the Treasurer of The Manila Southwoods Golf & Country Club, Inc.

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 President of Romago, Inc., Romago Electromech, Asia Pacific Golf Corp., Fabriduct & Metal Systems Inc., Electro Mechanical Products International, Inc. and G&P of Manila, 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 of the Board of Governors of the U.P. Vanguard, Inc. He is also the Corporate Secretary of Levi Strauss Philippines, Inc., CJH Development Corporation, CJH Hotels, Inc., CJH Suites, Inc., and Southeast Asian Colleges, Inc. He is also 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. and WPG Electronics Philippines, 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 Board of Directors of Metro Global Holdings Corp., President
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		and Director of Forest Hills Golf & Country Club, Inc.
Atty. Ferdinand T. Santos	-	Chairman of the Board of Directors 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 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.

Significantly, the Club 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 Club and its members could use the said facilities and premises until 2046. The Club 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 Club 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 Club 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. Mauricio G. Domogan*
5. Mark Christopher A. Dy
6. Ramon Luis F. Garcia*
7. Francisco C. Gonzalez
8. Alfredo M. Mendoza
9. Ferdinand T. Santos
10. Robert John L. Sobrepeña
11. Rafael Perez de Tagle, Jr.

* nominees for independent governors were nominated by the management in accordance with SRC Rule 38.

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

The new nominee, **MARK CHRISTOPHER A. DY**, is a Filipino citizen, 42 years of age, has not been a governor or officer of the Registrant, and is presently serving as the Managing Partner of GDR and Associates Auditing Firm since December 2011, Corporate and Accounting Consultant of Lepanto Local Employees Union since November 2013, Business and Corporate Consultant of Giant International Software Station, Inc. since November 2017, and Manager of J3M-D2, Inc. since April 2014.

The Nomination and Election Committee of the Club are composed of the following:

Jaime Borrromeo	-	Chairman*
Ramoncito Cabrera	-	Vice-Chairman**
Alexander Ignacio	-	Member***

(*Appointed during the Organizational Meeting of the Board held on 3 July 2020)

(**Appointed as member during the Regular Meeting of the Board held on 21 January 2021 and designated as Vice Chairman during the 20 April 2021 Regular Meeting of the Board)

(***Appointed during the Regular Meeting of the Board held on 21 January 2021)

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	2000-2020	None	None	see below
Ferdinand T. Santos President and Governor	2000-2020	None	None	see below
Rafael Perez de Tagle, Jr. Governor	2000-2020	None	None	see below
Gulshan Bedi Governor	2019-2020	None	None	see below
Francisco C. Gonzalez Governor	2000-2020	None	None	see below
Alfredo M. Mendoza Governor	2009-2020	None	None	see below
Mario V. Benitez, Jr. Independent Governor	2015-2020	None	None	see below
Ramon Luis F. Garcia Independent Governor	2016-2020	None	None	see below
Jaime M. Cacho Governor	2020	None	None	see below
Mauricio G. Domogan Independent Governor	2006-2014;2020	None	None	see below
Gilbert Raymund T. Reyes Corporate Secretary	2004-2020	None	None	see below
Raymund M. C. Rodriguez Assistant Corp. Secretary Compliance Officer	2004-2020	None	None	None

The Club'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 Club. 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 2020).
- (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) Jan Michael L. Reyes of Isla Lipana & Co. was previously the Engagement Partner in the audit of Registrant's Financial Statements for the year ending 31 December 2020.
- (e) Ramon Luis F. Garcia, an Independent Governor of the Board, is the Chairman of the Audit Committee. There 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 of Isla Lipana & Co. and/or any previous external auditor regarding the Registrant's accounting and financial disclosure.
- (g) The Club 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 T. REYES, 5F SEDCCO I BLDG., RADA STREET, 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 Registrant (November 2019 to January 2020);
- 2) Approval of the Timetable of the 2020 Annual Members' Meeting;
- 3) Approval of extension of period allocated for the FilAm Invitational;
- 4) Approval of the bidding out of the appraisal of the Registrant's properties;
- 5) Approval of Mr. Timothy Allen Avramidis' authority to sign and execute the dacion en pago agreement for the dation of 53 memberships of Registrant to Golf force, Inc. in payment of the former's debts to the latter;
- 6) Approval of the increase in the rental fee of the Registrant's veranda;
- 7) Approval of one-time special assessment of Php 1,000.00 on all of Registrant's members, the proceeds of which shall go to a caddie-support fund to provide financial assistance to all caddies during the period of Enhanced Community Quarantine ("ECQ");
- 8) Approval of Mr. Timothy Allen Avramidis' authority to grant, at his discretion, 25% hazard pay premium to Registrant's employees who are needed to report for work during the ECQ;
- 9) Appointment of the Registrant's signatories in its bank accounts;
- 10) Renewal of Registrant's Industrial All-Risk Insurance;
- 11) Increase in retainer fees of Poblador Bautista & Reyes Law Offices;
- 12) Approval of New Members of the Registrant (February 2020 to March 2020);
- 13) Approval of suspension of deadlines for the payment of consumables and locker rentals;
- 14) Renewal of Directors' and Officers' liability insurance;

- 15) Approval of New Members of the Registrant (May 2020 to July 2020);
 - 16) Approval of sale on auction of delinquent memberships;
 - 17) Approval of health protocols to be implemented by the Registrant in its premises;
 - 18) Appointment of Mr. Jaime M. Cacho as Governor to replace the deceased Governor, Mr. Alfredo R. Yñiguez III;
 - 19) Approval of Christmas special assessment of Php 1,000.00 on all of Registrant's members;
 - 20) Approval of revised list of bank signatories of the Registrant;
 - 21) Reinstatement of collection of consumables beginning 1 October 2020;
 - 22) Approval of New Members of the Registrant (August 2020 to October 2020);
 - 23) Approval of Supplement to Stock Transfer and Dividend Paying Agency Agreement with BDO Unibank, Inc.;
 - 24) Establishment of the Health Committee and appointment of its members;
 - 25) Establishment of the Handicap Committee and appointment of its members;
 - 26) Ratification of the Registrant's New Manual on Corporate Governance;
 - 27) Appointment of Atty. Raymund Martin C. Rodriguez as Compliance Officer of the Registrant;
 - 28) Approval of increase of monthly dues on the general membership;
 - 29) Approval of unconsumed consumables by 31 March 2021;
 - 30) Approval of 2021 Budget;
 - 31) Approval and ratification of authority of Mr. Timothy Allen Avramidis to enter into, execute, and sign the pertinent contracts, agreements, instruments and other documents as may be required by the Stock and Transfer Agent, BDO Unibank, Inc., on behalf of the Registrant, relating to the assignment, auction, sale, and/or transfer of the Registrant's membership certificates;
 - 32) Appointment of Mr. Timothy Allen Avramidis to submit email addresses foretaz@aol.com and admin@cjhgolfclub.com, and mobile numbers +639209633946 and +639175733946 for the purpose of complying with SEC Memorandum Circular No. 28-2020;
 - 33) Appointment of Atty. Mauricio G. Domogan as Governor for the remainder of the term 2020-2021;
 - 34) Approval of New Membership Applications and Playing Rights from November 2020 to January 2021;
 - 35) Approval of the Proposed Timetable for the 14 May 2021 Annual Members' Meeting;
 - 36) Appointment of Members of the Nomination and Election Committee;
 - 37) Approval of Termination of Local Playing Rights;
 - 38) Approval of sale on auction of delinquent memberships on 19 March 2021;
 - 39) Approval of purchase of new Fairway Mower;
 - 40) Appointment of the Vice Chairman of the Nomination and Election Committee;
 - 41) Approval of the Registrant's Audited Financial Statement as of 31 December 2020;
 - 42) Approval of Property Insurance;
 - 43) Approval of New Membership Applications from February to April 2021; and
 - 44) Approval of the Memorandum of Understanding between the Ecosystems Research and Development Bureau (ERDB) and the Registrant.
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 2020

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

No action is to be taken with respect to any of these matters.

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

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 membership certificates, 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 membership certificates, 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.

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 Nomination and Election Committee shall immediately convene to canvass the ballots. Members of the Nomination and Election Committee, assisted by representatives from the BDO-Stock Transfer Office, 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 Nomination and Election Committee, 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.

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 **9 May 2021**. 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 the municipality of Cainta, Rizal on 22 April 2021.

CAMP JOHN HAY GOLF CLUB, INC.
Registrant

By:


RAYMUND MARTIN C. RODRIGUEZ
Assistant Corporate Secretary