

THE ORCHARD GOLF & COUNTRY CLUB, INC.
2023 ANNUAL SHAREHOLDERS' MEETING
14 October 2023, 10:00 A.M.

GUIDELINES FOR HYBRID FORMAT

Section 1. Registration

- 1.1 The 2023 Annual Shareholders' Meeting and Election of Directors ("ASME") will be held in person and via remote communication at 10:00 A.M. on 14 October 2023 through Zoom Webinar.
- 1.2 The Registration Period for participation via remote communication run for seven (7) days from 8:00 A.M. on 3 October 2023 to 5:00 P.M. of 10 October 2023.
- 1.3 The Registration Period for physical or in-person attendance shall be until 10:00 A.M. of 14 October 2023, the day of the ASME.
- 1.4 The record date for the determination of shareholders in good standing who are entitled to attend and vote at the ASME, and any adjournment thereof shall be 2 October 2023 at 5:00 P.M.
- 1.5 Shareholders must notify the Corporate Secretary through the Secretariat of their intention to participate in the ASM via remote communication, and to exercise their right to vote *in absentia* by no later than 5:00 P.M. of 10 October 2023, by sending the documentary requirements addressed to the Secretariat via:
 - (a) Email to orchardasme2023@gmail.com;
 - (b) Special courier to Km. 27 Aguinaldo Highway, Salawag, Dasmariñas City, Cavite;
 - (c) Viber through 0917 883 4749 and
 - (d) Facebook Messenger through direct message Orchard ASME 2023.
- 1.5 The following complete and accurate documents **MUST BE SENT TO AND RECEIVED BY** the Office of the Corporate Secretary through the Secretariat no later than 5:00 P.M. of 10 October 2023:
 - (a) For Individual Shareholders
 - (i) A clear copy of one of the shareholder's valid government-issued ID (including, but not limited to, passport, driver's license, unified

multipurpose ID, professional license) showing the shareholder's photo, signature, and personal details, preferably with his residential address; and

(ii) Active email address and contact number of the shareholder.

(b) For Corporate Shareholders

(i) A duly notarized Secretary's Certificate of the board resolution appointing and authorizing the named representative as its nominee to attend the ASM;

(ii) Valid government-issued ID of the authorized nominee; and

(iii) Active email address and contact number of the nominee.

(c) For Proxies

(i) The proxy form duly signed by the shareholder must be submitted to the Secretariat on or before 5 P.M. of 2 October 2023;

(ii) Valid government-issued ID of the proxy; and

(iii) Active email address and contact number of the proxy.

1.6 If sending via email, attachments should be clear copies in JPG or PDF format.

1.7 Shareholders or proxies will receive an email from the Secretariat within forty-eight (48) hours from receipt of the documentary requirements (whether the documents were sent by the shareholder via email, special courier, Viber, or Facebook Messenger. The Secretariat's email will either confirm successful registration or require submission of deficient documents. Upon successful registration, the shareholder or proxy shall receive the official ballot form and the link to the Zoom Webinar of the ASM. If you have not received any email reply within the said period, please call the following telephone numbers: (632) 8 982 2000 loc. 2121 or 0917 883 4749.

1.8 Emails sent after 5:00 P.M. on any given day shall be considered as having been sent on the next succeeding day for the purpose of document validation.

1.9 The documents shall be validated by the Office of the Corporate Secretary through the Secretariat, in coordination with and under the supervision of the Election Committee.

Section 2. Proxies

2.1 The period for the solicitation of proxies, which will begin on 3 July 2023, will end at 5 P.M. on 2 October 2023. The Election Committee shall meet on 3 October 2023 to validate such proxies.

- 2.2 Proxies may be submitted physically to the Secretariat, or by email to billingtheorchardgolf@gmail.com or orchardasme2023@gmail.com with subject "Proxy – Name of the Shareholder and Name of the Proxy". The proxy form shall contain the wet or manual signature of the shareholder.
- 2.3 Proxies may be revoked on or before 12:00 N.N. of 9 October 2023 by sending an email to billingtheorchardgolf@gmail.com or orchardasme2023@gmail.com with the subject "Proxy Revocation – Name of Shareholder". The revocation may be in the form of an attached scanned printout which shall contain the wet signature of the shareholder or proxy, or a typewritten letter with the electronic signature of the shareholder. In both cases, the documents must be in either JPG or PDF format.

Section 3. Quorum

- 3.1 Only those shareholders who registered in accordance with these Guidelines, together with shareholders who issued valid proxies, will be counted for the purpose of determining a quorum.
- 3.2 The presence of shareholders, in person, by remote communication, or by proxy, representing:
 - (a) at least twenty percent (20%) of the outstanding capital stock shall constitute a quorum to transact business;
 - (b) at least a majority of the outstanding capital stock shall constitute a quorum for the election of directors and the amendment of the By-Laws; and
 - (c) at least two-thirds of the outstanding capital stock shall constitute a quorum for the amendment of the Articles of Incorporation.

Section 4. Livestream

- 4.1 The ASME shall be broadcasted live. Shareholders who have registered may participate via remote communication through videoconferencing. Details of the meeting shall be sent to shareholders or proxies as provided in Section 1.7 hereof. Instructions on how to access the livestream will also be posted at www.theorchardgolf.com.
- 4.2 Video recordings of the ASME will be adequately maintained by the Club and will be made available to participating shareholders upon request. Hard Drives, USBs, and other data storage devices must be provided by the shareholder requesting the video recording files.

Section 5. Eligibility to Vote

- 5.1 Any shareholder may vote in the election of directors provided that such shareholder possesses all of the following qualifications:
- (a) The shareholder must be a registered owner of at least one (1) share of stock;
 - (b) In the case of a juridical entity, a duly notarized Secretary's Certificate attesting to the adoption of a board resolution appointing the representative authorized to vote on behalf of such juridical entity must be received by the Corporate Secretary of the Club through the Secretariat on or before 5 P.M. on 2 October 2023;
 - (c) The shareholder must be a member in good standing as of 5 P.M. on 2 October 2023; and
 - (d) In the case of proxies, a duly accomplished proxy instrument with the required supporting documents must be received by the Secretariat not later than 5 P.M. on 2 October 2023.
- 5.2 In determining the eligibility of a shareholder to vote and be voted in the election of directors, the following guidelines will be observed:
- (a) A Corporate Nominee as defined in the By-Laws may vote and be elected;
 - (b) A Corporate Assignee as defined in the By-Laws may vote, provided that he possesses the appropriate proxy from the Corporate Assignor, but cannot be elected;
 - (c) An Assignee Member as defined in the By-Laws may vote, provided that he possesses the appropriate proxy from his Assignor Member, but cannot be elected; and
 - (d) An Assignor Member may vote but cannot be elected.
- 5.3 Each qualified share of stock shall be entitled to one (1) ballot.
- 5.4 The eligibility or ineligibility of a shareholder to vote shall be determined as of 5 P.M. on 2 October 2023.
- 5.5 To properly apprise all shareholders of their eligibility (or ineligibility) to vote, the Nomination Committee, in coordination with the Secretariat, shall post the Official List of Delinquent Members together with the Official List of Candidates at the Clubhouse Bulletin Board not later than 2 October 2023.

Section 6. *In Absentia* Voting Procedure

- 6.1 Shareholders who have successfully registered shall be notified via email of their log-in details for the ASME. These registered shareholders or their proxies may vote remotely or in absentia.
- 6.2 Shareholders may vote as soon as they have successfully registered for the ASME and upon receipt of the official ballot, but no later than 10:30 A.M. on 14 October 2023.
- 6.3 Voting may be done through email at orchardasme2023@gmail.com:
 - (a) Upon receipt of the official ballot via email, the shareholder may vote on each item on the agenda by printing out a copy of the official ballot and manually checking and answering the same.
 - (b) The shareholder has the option to vote "Approved," "Disapproved," or "Abstain" on each agenda item for approval.
 - (c) There shall be seven (7) seats on the Board of Directors, and each official ballot shall be entitled to seven (7) votes. The shareholder shall have the option of cumulating his votes in favor of the candidate or candidates he has chosen.
 - (d) Once the shareholder has finalized his vote, he may submit the official ballot by sending the same in JPG or PDF format to orchardasme2023@gmail.com no later than 10:30 A.M. on 14 October 2023. Any votes sent and/or received thereafter shall not be counted.
 - (e) Shareholders may only vote once.

Section 7. Official Ballot

- 7.1 The preparation of the official ballots shall be governed by the following guidelines:
 - (a) The official ballots shall contain, in alphabetical order, the names of the candidates set out in the Official List of Candidates.
 - (b) The official ballots shall be numbered consecutively and bear the signature of the Chairman of the Election Committee.
- 7.2 Official ballots shall be given:
 - (a) upon registration if a shareholder or his/her proxy is attending in person; or
 - (b) in accordance with Section 6 hereof if a shareholder is attending via remote communication.

Section 8. Proxies

8.1 Shareholders may be represented by proxies in the ASME provided that all the following requirements are present:

- (a) The proxy instrument shall be in writing and shall comply with the requirements of the Revised Corporation Code, the Securities Regulation Code and the Securities and Exchange Commission (SEC).
- (b) The proxy instrument shall be signed by the shareholder.
- (c) The proxy instrument, as validated by the Election Committee, shall be submitted by the Secretariat to the Corporate Secretary before the meeting.
- (d) The proxy instrument need not be notarized; provided that, in the case of a juridical entity, the authority of the nominee to execute a proxy shall be indicated in a duly notarized Secretary's Certificate.
- (e) The proxy instrument may indicate that it shall be valid until the next meeting or until a quorum therefor is obtained, but in no case shall exceed a period of five (5) years from the date of its issuance.
- (f) In executing the proxy instrument, a shareholder shall have the option to authorize his proxy to take delivery of all election materials and required notices, and to exercise discretion to vote for and on behalf of the said shareholder.
- (g) The proxy instrument shall, as far as practicable, substantially comply with all of the requirements set forth in the By-Laws.
- (h) A proxy holder cannot withdraw a proxy instrument submitted to the Secretariat, except upon a duly notarized instrument from his principal conferring authority to withdraw such proxy.

8.2 The following rules, as set forth in SEC Memorandum Circular No. 5, series of 1996, shall be observed:

- (a) Where a proxy is given to two or more persons in the alternative in one instrument, the proxy designated as an alternate can only act as proxy in the event of the non-attendance of the other designated person.
- (b) Where the same shareholder gives two or more proxies, the latest one given is to be deemed to revoke all former proxies.
- (c) A proxy shall be valid only for a meeting for which it is intended, unless otherwise indicated in the proxy.
- (d) Executors, administrators, receivers, and other legal representatives duly appointed by the court may attend and vote on behalf of a shareholder without need of any written proxy.

- (e) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners shall be necessary to appoint or revoke a proxy.
 - (f) For persons owning shares in an "and/or" capacity, one of them may appoint and revoke a proxy.
 - (g) There shall be a presumption of regularity in the execution of proxies, and a proxy shall be accepted if it has the appearance of *prima facie* authenticity in the absence of a timely and valid challenge.
- 8.3 The provisions of the Securities Regulation Code and its Implementing Rules and Regulations relating to the validity and appreciation of proxies shall be deemed incorporated herein by reference.
- 8.4 A list of shareholders who have issued proxies that have been validated by the Election Committee will be posted on the Club Bulletin Board by the Secretariat.

Section 9. Inspectors of Election

- 9.1 The Chairman, may, at his option, appoint two (2) persons to act as Inspectors of Election at the ASME.
- 9.2 The Inspectors of Election shall assist the Election Committee in the conduct of the election.

Section 10. Manner of Voting and Canvassing of Ballots

- 10.1 The members of the Board of Directors shall be elected by secret ballot.
- 10.2 Each shareholder or his proxy shall cast his vote by writing the number of votes opposite the name of each candidate he wishes to vote for.
- 10.3 Except when voting in *absentia* in accordance with these Guidelines, each shareholder or his proxy shall fold his ballot and drop the same in a ballot box prescribed for the purpose. The ballot box shall be opened only after the Election Committee has convened to canvass the election returns in the presence of the Inspectors of Election, if any has been appointed by the Chairman.
- 10.4 Upon closing of the voting period, the Election Committee shall immediately convene to canvass the election returns.
- 10.5 Any protest regarding the conduct of the election must be made before the start of the canvass.

- 10.6 Any protest in connection with the canvassing must be made before the proclamation of the winning candidates.
- 10.7 Protests maybe made verbally but must be recorded by the Election Committee, which must forthwith issue a ruling. In case of a tie, the Election Committee shall break the tie by drawing of lots.
- 10.8 Protests made beyond the periods provided herein shall not be entertained by the Election Committee. All irregularities not raised during the prescribed period shall be deemed waived.
- 10.9 After the Election Committee has completed the canvassing of the ballots and has ruled on all the issues presented to it, the seven (7) candidates with the most number of votes shall be proclaimed as winners.
- 10.10 The foregoing shall be subject to such rules and regulations as the Board of Directors and the Election Committee may prescribe in connection with attendance via remote communication and voting in *absentia*.

Section 11. Appreciation of Ballots

- 11.1 Cumulative voting shall be allowed.
- 11.2 There shall be seven (7) seats in the Board of Directors. Each ballot shall be entitled to seven (7) votes. Each member shall have the option of cumulating his votes in favor of the candidate or candidates he has chosen.
- 11.3 Only the votes cast in favor of those candidates whose names appear in the official ballot shall be tabulated and counted.
- 11.4 Only official ballots with the signature of the shareholder or his proxy shall be counted. Official ballots which do not bear the signature of the member or proxy concerned shall be invalidated.
- 11.5 If a shareholder or proxy votes for one (1) candidate only and the number of corresponding votes is not indicated, seven (7) votes shall be credited to the said candidate.
- 11.6 If a shareholder or proxy votes for one (1) candidate only and the number of the corresponding votes indicated exceed seven (7), only seven (7) votes will be credited in favor of the said candidate.

- 11.7 If a shareholder or proxy votes for one (1) candidate only and the corresponding votes indicated does not exceed seven (7), said candidate shall be credited with such number of votes indicated.
- 11.8 If a shareholder or proxy votes for exactly seven (7) candidates, each chosen candidate shall be credited with one (1) vote.
- 11.9 If a shareholder or proxy votes for more than seven (7) candidates, the ballot shall be invalidated, and no vote shall be counted in favor of any candidate.
- 11.10 If a shareholder or proxy votes for more than one (1) candidate and the number of corresponding votes is not indicated, each chosen candidate shall be credited with one (1) vote.
- 11.11 If a shareholder or proxy votes for more than one (1) candidate and the number of corresponding votes indicated does not exceed seven (7), each chosen candidate shall be credited with such number of votes indicated.
- 11.12 If a shareholder or proxy votes for more than one (1) candidate and the number of votes allocated to the chosen candidates exceed seven (7), each chosen candidate shall be credited with one (1) vote only.
- 11.13 The foregoing rules shall be without prejudice to the application of existing jurisprudence or case law in the appreciation of ballots.

Section 12. Questions about Agenda Items

- 12.1 The Club shall allot a maximum of thirty (30) minutes at the ASME to answer questions raised by the shareholders or proxies in person, through email or chat box.
- 12.2 The Chairman, or the appointed moderator, will read queries sent via email or chat box. The Club will endeavor to answer as many of the questions from shareholders as time will allow, preferably the first ten (10) unique questions raised in person or sent through email or chat box. Each question must come from distinct or different shareholders or proxies.
- 12.3 Shareholders may email their questions regarding any item on the agenda ahead of time to orchardasme2023@gmail.com. The email shall be marked with the subject "ASM 2023 – [Name of Shareholder] Inquiry/Comment". The deadline for these inquiries shall be at 5:00 P.M. of 12 October 2023.

12.4 Questions which are received but cannot be read and provided with an answer during the meeting due to time constraints will be answered separately by the Club through email.

For any inquiries or concerns regarding the above Guidelines, please contact the Club's Secretariat at (632) 8 982 2000 loc. 2121 / 0917 883 4749 or via email at orchardasme2023@gmail.com.

For complete information on the annual meeting, please visit www.theorchardgolf.com/2023asme.