

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
FONTANA RESORT & COUNTRY CLUB, INC.
HELD ON 15 SEPTEMBER 2022 AT 9:00 A.M.
*Via Video/Teleconference***

DIRECTORS PRESENT: MARY B. DE JESUS
WU SHUIQING (Simon)
CHEUNG WAI WA (Vera)
ENRICO P. QUIAMBAO
DAVID A. ANG

ALSO PRESENT: JUAN MIGUEL VICTOR C. DE LA FUENTE

I. CALL TO ORDER

In compliance with *SEC Memorandum Circular No. 6, Series of 2020*, the Special Meeting of the Board of Directors was conducted via video/teleconference. The Corporate Secretary, Atty. Juan Miguel Victor C. De La Fuente (“**Atty. De la Fuente**”), gave a roll call, after which the attending members each stated, for the record, their full names and locations. All the members confirmed that they could completely and clearly see and/or hear one another and that they received the agenda and all the materials for the meeting. They also disclosed their location and the specific type of device, which they were using for said teleconference.

Thereafter, Atty. De La Fuente reminded everyone to identify themselves before speaking.

The Chairperson, Ms. Mary B. De Jesus called the meeting to order and presided over the same. Atty. De la Fuente recorded the minutes thereof.

II. CERTIFICATION OF QUORUM

Since majority of the directors participated via video/teleconference calling from the respective address and device used:

<i>Directors</i>	<i>Device Used</i>	<i>Addresses</i>
MARY B. DE JESUS	Laptop	117 Rentas corner Juan Luna Streets, Binondo, Manila
WU SHUIQING (Simon)	Laptop	Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway, CFZ, Philipines
CHEUNG WAI WA (Vera)	Laptop	Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway, CFZ, Philipines

ENRICO QUIAMBAO P.	Laptop	10-6 Don Juan Avenue, Villa Teresa Subdivision, Angeles City
DAVID A. ANG	Laptop	1555 M. Adriatico Street, Ermita, Manila 1000

Also present:

JUAN MIGUEL VICTOR C. DE LA FUENTE	Laptop	25 Rose Avenue, Pilar Village, Las Piñas City
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the secretary of the Meeting certified as to the existence of a quorum for the valid conduct of business.

III. DESIGNATION OF AUTHORIZED REPRESENTATIVES AND SIGNATORIES WITH REGIONAL TRIAL COURT OF ANGELES CITY, PAMPANGA

The Chairperson informed the Board of the need to appoint an authorized representatives and signatories in the case entitled “Fontana Development Corporation and Fontana Resort & Country Club, Inc. versus Clark Development Corporation, Manuel F. Gaerlan, Rynah F. Ventura and Pacific Union Insurance before the Regional Trial Court of Angeles City, Pampanga which is a case for Injunction and Damages against Clark Development Corporation et al. After deliberations thereon and upon motion duly made and seconded, the Board resolved as follows:

Board Resolution No. 01-2022-Sept15

“RESOLVED, That in connection with the case entitled, *“FONTANA DEVELOPMENT CORPORATION and FONTANA RESORT & COUNTRY CLUB, INC., represented herein by their President and General Manager, Simon Wu (Wu Shuiqing), plaintiffs, versus CLARK DEVELOPMENT CORPORATION, MANUEL F. GAERLAN, RYNAH F. VENTURA, and PACIFIC UNION INSURANCE, defendants,”* to be filed before the Regional Trial Court of Angeles City, Pampanga, which is a case for Injunction and Damages against Clark Development Corporation (CDC) and the other defendants arising from its unlawful and illegal attempt to forfeit the Performance Security Bond and/or terminate the lease contract of the Corporation over certain structures, buildings and open spaces located within the Clark Special Economic Zone (CSEZ) and Clark Freeport Zone (CFZ) (the “Case”), **Mr. Simon Wu (Wu Shuiqing),** President and General Manager, be, as he is hereby authorized on behalf of the Corporation, to cause the filing of the Complaint, to make, prepare, file, cause the preparation and filing, and sign all the necessary pleadings, attestation, verification, certification against forum shopping, and other documents relative thereto, and to secure and receive copies of all pleadings, orders, notices, resolutions and/or decisions filed or issued in said case;

“RESOLVED, FURTHER, That the Corporation appoints, as it hereby appoints the Law Office of Ma. Victoria P. Lim-Florida and K.P. Lim II, Atty. Ma. Victoria P. Lim-Florida, Kirin P. Lim II, and/or any of its lawyers, partners, or associate, as its true and lawful attorneys-in-fact, to act for and in its behalf with respect to said Case and to represent the Corporation at pre-trial and trial thereof, with full and special power and authority to do and perform the following acts and things:

- a) To negotiate, conclude, enter into and execute a compromise agreement or amicable settlement of the case, under such terms and conditions as the said attorneys-in-fact may deem just and reasonable and to execute/sign full and final receipt and release of claims and/or waivers;
- b) To attend mediation proceedings and judicial dispute resolution/alternative modes of dispute resolution for purposes of settling the case out-of-court;
- c) To agree on the simplification of issues;
- d) To amend the pleadings; and
- e) To do and agree on such matters as may aid in the prompt disposition of the action.

“RESOLVED, ALSO, That the Board gives and grants unto the above-named attorneys-in-fact full power to do and perform all and every acts and things whatsoever requisite or necessary and proper to be done in and about the premises as the Corporation might or could lawfully do if present with full power of substitution;

“RESOLVED, FINALLY, That all acts the above-named attorneys-in-fact shall lawfully do or cause to be done on behalf of the Corporation, by virtue of this Special Power of Attorney be, as they hereby are, ratified and confirmed.”

IV. ADJOURNMENT

Thereafter, there being no other business to discuss, the board meeting was adjourned at 10:00 A.M.

Certified Correct:

JUAN MIGUEL VICTOR C. DE LA FUENTE
Corporate Secretary



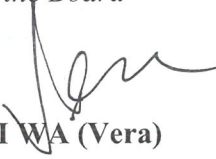
Minutes Read and Approved:



MARY B. DE JESUS
Chairman of the Board



WU SHUIQING (Simon)
President, General Manager & Director



CHEUNG WAI WA (Vera)
Director



ENRICO P. QUIAMBAO
Independent Director



DAVID A. ANG
Independent Director