



7 September 2023

**NOTICE OF POSTPONEMENT OF  
THE ANNUAL STOCKHOLDERS' MEETING AND  
THE CONDUCT THEREOF BY VIDEOCONFERENCE**

Gentlemen:

In compliance with *Securities and Exchange Commission Memorandum Circular No. 3, Series of 2020*, the Board of Directors of Fontana Resort & Country Club, Inc. (the “Club”) hereby informs all its Stockholders of record that the Annual Stockholders’ Meeting for 2023 (“**2023 ASM**”), originally scheduled on 25 September 2023 according to the By-Laws, is moved to 15 December 2023.

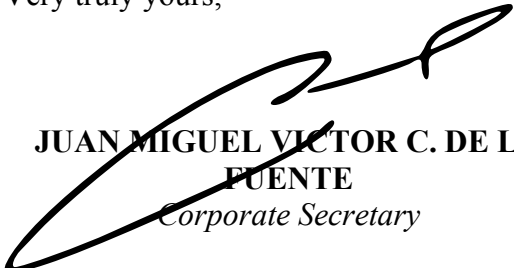
Furthermore, the Board of Directors of the Club has resolved to conduct the 2023 ASM through Zoom, a teleconferencing platform, to better accommodate and facilitate all attending Stockholders. The Board will further disclose all details needed to access and participate in the 2023 ASM in another Notice issued for this purpose.

For your information, please note the following revised relevant dates of participation:

<b>SCHEDULED EVENT</b>	<b>REVISED DATE</b>
<i>Stockholders entitled to participate in the 2023 ASM</i>	<b><u>15 November 2023</u></b>
<i>Registration of attendance</i>	From <b><u>20 November 2023 to 4 December 2023</u></b>
<i>Validation and submission of proxy forms</i>	From <b><u>14 November 2023 to 4 December 2023</u></b>
<i>Submission of voting ballots</i>	<b><u>On or before 13 December 2023</u></b>

This Notice can also be viewed through the Club’s website at <https://fontana.com.ph/2021-asm/>

Very truly yours,

  
**JUAN MIGUEL VICTOR C. DE LA FUENTE**  
*Corporate Secretary*

# COVER SHEET

A 1 9 9 6 - 0 7 1 8 8

S.E.C. Registration Number

F O N T A N A   R E S O R T   &   C O U N T R Y   C L U B ,  
I N C .

(Company's Full Name)

F O N T A N A   C L U B H O U S E ,   F O N T A N A

L E I S U R E   P A R K S ,   C . M .   R E C T O

J I G H W A Y ,   C F Z ,   P H I L I P P I N E S

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

JUAN MIGUEL VICTOR C. DE LA FUENTE

Contact Person

8889-6060

Company Telephone Number

1 2

Month

Fiscal Year

3 1

Day

**SEC FORM 17-C**  
**POSTPONEMENT OF THE 2023 ANNUAL STOCKHOLDERS**  
**MEETING**

FORM TYPE

0 9 last Monda

Month   Day

Annual Meeting

N.A.

Secondary License Type, If Applicable

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

File Number

LCU

Document I.D.

Cashier

S T A M P S

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. **7 SEPTEMBER 2023**  
Date of Report (Date of earliest event reported)
2. **A1996-07188**  
SEC Identification Number
3. **005-564-545**  
BIR Tax Identification No.
4. **FONTANA RESORT & COUNTRY CLUB, INC.**  
Exact name of issuer as specified in its charter
5. **CLARK FREEPORT ZONE, CLARK FIELD PAMPANGA**  (SEC Use Only)  
Province, country or other jurisdiction of incorporation      Industry Classification Code:
6. **FONTANA CLUBHOUSE, FONTANA LEISURE** **2009**  
**PARKS, C.M. RECTO HIGHWAY, CFZ, PHILIPPINES**  
Address of Principal Office      Postal Code
7. **(045) 599-5000**  
Issuer's telephone number, including area code
8. **N/A**  
Former name or former address, if changed since last report
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Presidential	215
Class A	326
Class B	517
Class C	1,928
Class D	9,369

10. **ITEM 9. OTHER EVENTS**  
Item Numbers reported herein

**Item 9. Other Events:**

At the Special Meeting of the Board of Directors of Fontana Resort & Country Club, Inc. (the "Registrant") held on 7 September 2023 at 9:00AM, the Board of Directors approved Board Resolution No. 02-2023-Sept7, postponing the Annual Stockholders' Meeting originally scheduled on 25 September 2023 according to the By-Laws to 15 December 2023. The Board authorized the postponement to give the stockholders a better venue to discuss and ratify the resolution to amend the By-Laws and move the ASM schedule to the third Friday of December and allowance for the conduct online meetings.

We hereby attach a Secretary's Certificate (Annex "A") containing the resolution of the Board of Directors to postpone the Annual Stockholders' Meeting.

**FONTANA RESORT & COUNTRY CLUB, INC.**  
*Registrant*



**JUAN MIGUEL VICTOR C. DE LA FUENTE**  
*Corporate Secretary*

\_\_\_\_\_  
7 September 2023

**FONTANA RESORT & COUNTRY CLUB, INC.**  
*Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway*  
*Clark Freeport Zone, Philippines*

**Annex "A"**

**SECRETARY'S CERTIFICATE**

I, **JUAN MIGUEL VICTOR C. DE LA FUENTE**, of legal age, Filipino, with office address at 27/F 88 Corporate Center, 141 Sedeño Street, Salcedo Village, Makati City, Philippines, after having been sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **FONTANA RESORT & COUNTRY CLUB, INC.** (the "**Club**"), a corporation duly organized and existing under Philippine laws, with principal office and place of business at Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway, Clark Freeport Zone, Philippines;
2. As the Corporate Secretary, I am the custodian of the corporate records of the Club, including the minutes of the meetings of the Board of Directors and the Stockholders;
3. At the special meeting of the Board of Directors of the said Club duly held on 7 September 2023, via video/teleconference, in compliance with *SEC Memorandum Circular No. 6, Series of 2020*, at which meeting, a quorum was present and acted throughout, the Board of Directors adopted and approved the following resolution:

**Board Resolution No. 02-2023-Sept7**

"**RESOLVED, AS IT IS HEREBY RESOLVED**, that the Board of Directors of **FONTANA RESORT & COUNTRY CLUB, INC.** (the "**Club**") hereby notes the necessity to postpone its Annual Stockholders' Meeting ("**ASM**") originally scheduled on 25 September 2023, the last Monday of September according to the By-Laws and move such to 15 December 2023.

"**RESOLVED, FINALLY**, that this Resolution shall remain valid, subsisting, and enforceable unless subsequently modified, revoked, rescinded, or superseded by a resolution of the Board of Directors."


4. The foregoing resolution is in full force and effect and has not been revoked, amended, or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this  
SEP 07 2023 at Makati City.

**JUAN MIGUEL VICTOR C. DE LA FUENTE**  
*Corporate Secretary*

**SUBSCRIBED AND SWORN** to before me this SEP 07 2023 in Makati City,  
affiant exhibiting to me his Philippine Passport No. P74739188 issued by the Department of  
Foreign Affairs, Manila on 26 August 2021 and valid until 25 August 2031.

Doc. No. 426;  
Page No. 87;  
Book No. I;  
Series of 2023.

  
**JUSTINELLI MARIE T. LIMJOCO**  
Appointment No. M-459 (2023-2024)  
Notary Public for Makati City  
Until December 31, 2024  
27th Floor, 88 Corporate Center  
141 Sedeño St., Salcedo Village, Makati City  
Roll No. 83959  
PTR No. 9566805 / 01-03-2023 / Makati City  
IBP No. 260235 / 01-03-2023 / Quezon City Chapter  
Admitted to the Bar on 15 June 2022