



Corporate Housekeeping &lt;chk@zglaw.com&gt;

## FONTANA RESORT & COUNTRY CLUB, INC.\_SEC FORM 17-C\_18 DECEMBER 2023

**ICTD Submission** <ictdsubmission+canned.response@sec.gov.ph>  
To: chk@zglaw.com

Mon, Dec 18, 2023 at 5:07 PM

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----- NOTICE TO  
COMPANIES -----

Please be informed of the reports that shall be filed only through [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph).

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph) such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph) shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC\_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.

# 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

H 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

889-6060

Company Telephone Number

1 2

Month

Fiscal Year

3 1

Day

SEC FORM 17-C  
(2023 DISCLOSURE)

FORM TYPE

0 9 last Monday

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

STAMPS

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. 18 DECEMBER 2023  
Date of Report (Date of earliest event reported)
2. SEC Identification Number A1996-07188    3. BIR Tax Identification No. 005-564-545
4. FONTANA RESORT & COUNTRY CLUB, INC.  
Exact name of issuer as specified in its charter
5. Clark Freeport Zone, Philippines     (SEC Use Only)  
  
Province, country or other                      Industry Classification Code:  
jurisdiction of incorporation
6. Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway  
Clark Freeport Zone, Philippines                      2023  
Address of principal office                                      Postal  
Code
7. (045) 599-5000  
Issuer's telephone number, including area code
8. Former name or former address, if changed since last report: Not Applicable
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  
Class D

1, 928  
9, 369

10. Item numbers reported herein: Item 9. Other Matters.

### Item 9. Other Matters

#### I. Annual Stockholders' Meeting

On 15 December 2023 at 10:30am, where a quorum was present, Fontana Resort & Country Club, Inc., (the "Club") held its Annual Stockholders' Meeting (the "Meeting") via videoconferencing in accordance with the approved Internal Procedure.

During the Meeting, the following matters were acted upon and approved by the stockholders:

- a. The Minutes of the 2022 Annual Stockholders' Meeting.
- b. All the Actions of the Board of Directors and Officers of the Club since the 2022 Annual Stockholders' Meeting as reflected in the Minutes of the Club.
- c. Approval of the General Manager's Report (which included the financial report)
- d. Amendment of the By-Laws to move the date of the Annual Stockholders' Meeting to the Third Friday of December at every year and express allowance for electronic meetings, as detailed below:

ARTICLE AND SECTION Nos.	FROM	TO
Section 1, Article VII	Section 1. ANNUAL MEETING. The annual meeting of the stockholders shall be held at the principal office, on the last Monday of September at every year, at 10:30 a.m. If the date fixed for the annual meeting or a non-working day, then the same shall be reset to the immediately succeeding business day.	Section 1. ANNUAL MEETING. The annual meeting of the stockholders shall be held at the principal office, <u>on the third Friday of December</u> at every year, at 10:30 a.m. If the date fixed for the annual meeting or a non-working day, then the same shall be reset to the immediately succeeding business day. <u>The meeting may be conducted by way of online medium or other form of alternative communication</u>
Section 2, Article VII	Section 2. SPECIAL MEETINGS. A special stockholders' meeting may be called at anytime and from time to time by the President, or by the majority of the incumbent directors, or by written request of the majority of the stockholders. The special meeting shall be held at such time and in such place	Section 2. SPECIAL MEETINGS. A special stockholders' meeting may be called at anytime and from time to time by the President, or by the majority of the incumbent directors, or by written request of the majority of the stockholders. The special meeting shall be held at such time and in such place as maybe

	as maybe fixed in the appropriate resolution of the Board of Directors. Only matters specified in the notice and call will betaken up at a special meeting.	fixed in the appropriate resolution of the Board of Directors. Only matters specified in the notice and call will betaken up at a special meeting. <u>The meeting maybe conducted by way of online medium or other form of alternative communication</u>
Section 3, Article VII	Section 3. NOTICE OF MEETING. Notice of the time and place of all annual and special meeting of stockholders shall be posted either by mailing the same enclosed in a prepaid postage envelope, addressed to each Member at the address left by such member with the Secretary of the Club, or by publication in a newspaper of general circulation in the Philippines, at least fifteen (15) calendar days before the annual meeting and at least five (5) days before the special meeting. The notice of every meeting shall state the agenda of the meeting, and no other business shall be transacted at such meeting except by consent of a majority of the stockholders entitled to vote; provided however, that in a special meeting, only the matters included in the agenda shall be discussed. No notice of any meeting need be published in any newspaper or in any other medium. (As amended on February 2, 2001 by the stockholders and on January 5, 2001 by the Board of Directors).	Section 3. NOTICE OF MEETING. Notice of the time and place of all annual and special meeting of stockholders shall be posted either by mailing the same enclosed in a prepaid postage envelope, addressed to each Member at the address left by such member with the Secretary of the Club, <del>or</del> by publication in a newspaper of general circulation in the Philippines, at least fifteen (15) calendar days before the annual meeting and at least five (5) days before the special meeting <u>and/or through email to the respective email addresses of the relevant members.</u> The notice of every meeting shall state the agenda of the meeting, and no other business shall be transacted at such meeting except by consent of a majority of the stockholders entitled to vote; provided however, that in a special meeting, only the matters included in the agenda shall be discussed. No notice of any meeting need be published in any newspaper or in any other medium. (As amended on February 2, 2001 by the stockholders and on January 5, 2001 by the Board of Directors).
Section 3, Article VIII	Section 3. BOARD MEETING. The Board shall hold regular meetings at such time and place and upon such notice, as may be prescribed by resolution. Special meetings of the Board maybe called by the President, or in his absence, by the Vice- President upon atleast one (1) day prior notice. Special meetings may also be called upon the written request of any three (3) directors.	Section 3. BOARD MEETING. The Board shall hold regular meetings at such time and place and upon such notice, as may be prescribed by resolution. Special meetings of the Board maybe called by the President, or in his absence, by the Vice- President upon atleast one (1) day prior notice. Special meetings may also be called upon the written request of any three (3) directors. <u>The said meeting maybe conducted by way of online medium or other form of alternative communication.</u>

e. The Election of Members of the Board of Directors as follows:

As Regular Members:

Ms. Mary B. De Jesus  
Mr. Wu Shuiqing (Simon)  
Ms. Cheung Wai Wa (Vera)

As Independent Directors:

Atty. Enrico Panlilio Quiambao  
Mr. David A. Ang

## II. Organizational Meeting of the Board of Directors

On 15 December 2023, right after the Annual Stockholders' Meeting, the Organizational Meeting of the Board of Directors took place and the following were elected as the corporate officers of the Club for the year 2023- 2024:

Mary B. De Jesus  
*Chairman*

Wu Shuiqing (Simon)  
*President and General Manager*

Juan Miguel Victor C. De La Fuente  
*Corporate Secretary and General Counsel*

Mario M. Vicente  
*Assistant Corporate Secretary and Legal Counsel*

Alexander L. Ramos  
*Financial Controller*

Chen Long Wang  
*Corporate Treasurer*

Alexander L. Ramos  
*Compliance Officer*

The following were hereby elected as the Members of the Audit Committee of the Club for the year 2023 - 2024:

David A. Ang  
*Chairman*

Wu Shuiqing (Simon)  
*Member*

Atty. Enrico Panlilio Quiambao  
*Member*

The following were hereby elected as the members of the Nomination Committee of the Club for the year 2023 - 2024:

Mary B. De Jesus  
*Chairman*

Wu Shuiqing (Simon)  
*Member*

David A. Ang  
*Member*

The following were hereby elected as the members of the Membership Committee of the Club for the year 2023 - 2024:

Wu Shuiqing (Simon)  
*President*

Cheung Wai Wa (Vera)  
*Member*

Juan Miguel Victor C. De La Fuente  
*Corporate Secretary*

The following were hereby elected as the members of the Compensation and Remuneration Committee of the Club for the year 2023 - 2024:

Wu Shuiqing (Simon)  
*President*

Cheung Wai Wa (Vera)  
*Member*

Enrico p. Quiambao  
*Member*

Also, in the same meeting the Board of Directors re-affirmed its confirmation of the following amendments to the Club's By-Laws as approved by its Shareholders during the 15 December 2023 Annual Stockholders' Meeting:

ARTICLE AND SECTION Nos.	FROM	TO
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## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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

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18 December 2023