



6 September 2024

**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 2024 ("2024 ASM"), originally scheduled on 30 September 2024 according to the By-Laws, is **moved to 20 December 2024.**

Furthermore, the Board of Directors of the Club has resolved to conduct the 2024 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 2024 ASM in another Notice issued for this purpose.

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

SCHEDULED EVENT	REVISED DATE
<i>Stockholders entitled to participate in the 2024 ASM</i>	<u>30 November 2024</u>
<i>Registration of attendance</i>	From <u>30 November 2024 to 13 December 2024</u>
<i>Validation and submission of proxy forms</i>	From <u>30 November 2024 to 10 December 2024</u>
<i>Submission of voting ballots</i>	<u>On or before 17 December 2024</u>

This Notice can also be viewed at the Club's website at <https://fontana.com.ph/>

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 3 1

Month Day

Fiscal Year

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

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. **9 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 6 September 2024 at 9:00AM, the Board of Directors approved Board Resolution No. 03-2024-Sept6, postponing the Annual Stockholders' Meeting originally scheduled on 30 September 2024 according to the current version of the By-Laws to 20 December 2023, as per the proposed amendments to the By-Laws, pending further revision and approval from the Securities and Exchange Commission of the Registrant's By-Laws and Articles of Incorporation. The Board authorized the postponement to give the stockholders a better venue to discuss and ratify the resolution to re-amend the By-Laws and move the ASM schedule to the third Friday of December and allowance for the conduct online meetings, as well as incorporate the comments and suggestions of the Honorable Commission through its Corporate Governance and Finance Department, in its Letter dated 24 April 2024, essentially requiring the re-amendment of the By-Laws and well as the Articles of Incorporation to be more in line with the new provisions of the Revised Corporation Code and other similar mandates.

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

6 September 2024

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 6 September 2024, 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 resolutions:

Board Resolution No. 03-2024-Sep6

"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 30 September 2024, the last Monday of September according to the By-Laws and move such to 20 December 2024."

"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
in Makati City.

SEP 09 2024

JUAN MIGUEL VICTOR C. DE LA FUENTE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 09 2024 in Makati
City, affiant exhibited to me his Tax Identification Number 222-649-589.

Doc No.: 416 ;
Page No.: 85 ;
Book No.: I ;
Series of 2024


CONNER SHANE WILLIAM A. HINES
Appointment No. M-337 (2024-2025)
Notary Public for Makati City
Until December 2025
27th Floor, 88 Corporate Center
141 Sedefo St., Salcedo Village, Makati City
Roll of Attorney's No. 88768
PTR No. 10090840 / 01-18-2024 / Makati City
IBP No. 419390 / 01-12-2024 / Cebu City Chapter
Admitted to the Bar 2023



FONTANA RESORT & COUNTRY CLUB INC._SEC FORM 17-C_09 SEPTEMBER 2024

Mon, Sep 9, 2024 at 1:42 PM

From: **ICTD Submission** <ictdsubmission+canned.response@sec.gov.ph>
 Date: Mon, Sep 9, 2024 at 1:13 PM
 Subject: Re: FONTANA RESORT & COUNTRY CLUB INC._SEC FORM 17-C_09 SEPTEMBER 2024
 To: <chk@zglaw.com>

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

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

Please be informed of the reports that shall be filed only through 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 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 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

9/9/24, 1:47 PM

Gruba Law Mail - FONTANA RESORT & COUNTRY CLUB INC._SEC FORM 17-C_09 SEPTEMBER 2024

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.

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Corporate Housekeeping



Address: 27/F 88 Corporate Center, 141 Sedeño St., Salcedo Village, Makati City 1227, Philippines | Telephone: +632 8889 6060 | www.zglaw.com



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