COVER SHEET

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S.E.C. Registration Number

M O U N T   M A L A R A Y A T   G O L F   A N D
C O U N T R Y   C L U B , I N C .

(Company's Full Name)

B A R A N G A Y   D A G A T A N , L I P A   C I T Y

(Company's Address: No. Street City/Town/Province)

LEA V. LLANES

Contact Person

(02) 8817-5592/(043) 756-7001

Company Telephone Number

Definitive Information Statement

1 2	3 1	2 0 - I S	0 9	2 5
Month	Day	FORM TYPE	Annual Meeting	

Fiscal Year

None

Secondary License Type, If Applicable

Dept. Requiring this Dec.

N/A

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders	None	None
		Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks= pls. use black ink for scanning purpose

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement Pursuant to Section 17.1 (b)
Of the Securities Regulation Code

1. Check the appropriate box:

   [ ] Preliminary Information Statement
   [x] Definitive Information Statement

2. *Name of registrant*:

   MOUNT MALARAYAT GOLF AND COUNTRY CLUB, INC.

3. *Province, country or other jurisdiction of incorporation*:
   Lipa City, 4217 Batangas, Philippines

4. *SEC identification number*: **ASO95-003557**

5. *BIR Tax Identification Number*: **004-721-731**

6. *Address of registrant's principal office*:
   Barangay Dagatan, Lipa City, 4217 Batangas

7. *Registrant's telephone number, including area code* **(043) 756-7000 TO (043) 756-7008**

8. *Date, Time and Place of Meeting of Security Holders*

   September 25, 2026 (Friday)[1], 12:00 noon
   The Eagle Lounge. Golf Clubhouse
   Combined face-to-face and online meeting via zoom
   pursuant to SEC MC No. 6, s. 2020

9. Approximate date on which Information Statement to be sent or given to security Holders on or before September 04, 2026**.**

10. In case of Proxy Solicitations: NOT APPLICABLE

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding[2]
Gold	2,000
Silver	2,000

12. Are any or all of registrant's securities listed in a Stock Exchange?
    Yes _______ No _X_
    If yes, disclose the name of such Stock Exchange and the class of securities listed therein

[1]By-laws ASM is scheduled every 2nd Friday of September (i.e., September 11, 2026) but was moved to September 25, 2026 per Notice of Postponement (SEC Form 17-c) dated 17 July 2026

[2] March 21, 1995. As of August 20, 2026, Gold Common (1,137 Shares); Silver Common (1,940 Shares) are held by ARDC, the majority stockholder in the corporation. The remaining 863 gold common shares and 60 common silver shares, are held by individual/corporate shareholders including members of the Turalba family. No amount of debt is outstanding for the outstanding shares.

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of Security Holders.

Date & Time: September 25, 2026, Friday, 12:00 noon

Place: The Eagle Lounge, The Golf Club
Combined Face-to Face & Remote Communication via zoom

Agenda: Annex "A"

Complete Mailing Address of Principal Office

Mount Malarayat Golf and Country Club
Barangay Dagatan, Lipa City, Batangas, 4217

Approximate date of mailing of this Information Statement is on or before 04 September 2026 or, at least fifteen (15) business days prior to meeting date.

Item 2. Dissenter's Right of Appraisal

There are no matters to be acted upon at the meeting involving instances set forth in the Revised Corporation Code of the Philippines for which a shareholder may exercise the right of appraisal.

Appraisal Right (Section 80, Revised Corporation Code)

A shareholder has the right to dissent and demand payment of the fair market value of the shares held by him in the book of the corporation in the following instances: (1) amendment of the articles of incorporation which has the effect of changing or restricting the rights of any stockholders or class of shares, or authorizing preferences in any respect superior to those outstanding; or of extending or shortening the terms of corporate existence; (b) sale, lease, exchange, transfer, pledge or disposition or all or substantially all of the corporate property and assets; and (c) in case of merger and consolidation; and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Procedure for the Exercise of Appraisal Right (Sec. 81, ibid.*)*

Under any the forgoing instances, the dissenting shareholder who voted against such proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of fair market value of the shares held: i) within 30 days from the date on which the vote was taken; Failure to make such demand within the said period shall be deemed a waiver of the appraisal right; ii) Provided, that in the event the proposed corporate action is implemented/effected, the corporation shall pay the shareholder upon surrender of the original certificate of stock representing the stockholder's share, the fair value thereof as of the day the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholders and the corporation cannot agree on the fair market value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made. Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment and, provided, further that upon payment of the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

There is no director or officer of the corporation or any nominee for election as such or any of their respective associates who has any interest, direct or indirect, on any of the matters to be acted upon in the annual meeting. Neither has any director informed the corporation in writing that he/she intends to oppose any matter to be taken during the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Class of Securities

Class	No. of Shares Outstanding	No. of Votes Entitled
Gold	2,000	2,000
Silver	2,000	2,000
TOTAL	**4,000**	**4,000**

(b) The record date for shareholders who shall be entitled to vote is fixed at August 12, 2026.

(c) Cumulative Voting

All the shareholders are entitled to cumulative voting rights in the election of directors. Each shareholder shall be entitled to as many votes as the number of shares registered in their names multiplied by the number of directors i.e., eleven (11) to be voted during the meeting. There are no conditions precedents to the exercise of cumulative voting rights. No discretionary authority to cumulative votes is being solicited.

(d) Security Ownership of Certain Record and Beneficial Owners (more than 5%) (as of 12 August 2026)

CERTAIN BENEFICIAL AND RECORD OWNERS (5% or more)

(1) Title of class	(2) Name, address of record owner and relationship with issuer	(3) Name of Beneficial Owner and Relationship with Record Owner	(4) Citizenship	(5) No. of Shares Held	(6) Percent
Common-Gold	Active Realty & Development Corporation 14th Floor ACT Tower 135 Sen. Gil Puyat Ave. Makati City *developer of the facilities of the issuer	same as record owner	Filipino	1,137	56.85%
Common-Silver	- same-	-do-	-do-	1,940	97.00%

For both Common Gold and Common Silver shares held by Active Realty & Development Corporation, the voting power over said shares is vested to its Chairman of the Board Antonio V. Turalba, Jr.

The Active Realty and Development Corporation (ARDC) is a closely-held family corporation and wholly-owned subsidiary of the Active Group, Inc. (AGI). For a list of the owners/shareholders of ARDC and AGI, please refer to Annex "B".

The shares held by ARDC shall be voted on by its (new) Chairman Antonio Valera Turalba, Jr. and/or his substitute who will be issued the appropriate Secretary's Certificate/Power of Attorney/Proxy.

Security ownership of Management (as of August 12, 2026)

(1) Title of Class	*(2) Name of Beneficial Owner*	*(3) Amount and nature of beneficial owner*	*(4) Citizenship*	*(5)Percent of class*
Gold A	(Estate of) Antonio A. Turalba Sr.	21	Filipino	1.25%
Gold B	(Estate of) Antonio A. Turalba Sr.	2	Filipino	0.1%
Gold A	Antonio V. Turalba Jr.	5	-do-	0.25%
Gold A & B	Other Directors & Officers			
Gold A	Teodoro Salud	5	-do-	0.1%
	Nicetas Katigbak	3	-do-	0.1%
	Alejandro Palines	1	-do-	0.1%
	Joselito Tapay	1	-do-	0.1%
	Franklin Go	1	-do-	0.1%
	Jose Antonio L. Turalba	1	-do-	0.1%
	Pol delos Santos	1	-do-	0.1%
	Raymond Diga	1	-do-	0.1%
	Francis Laurel	1	-do-	0.1%

The percentages are rounded off, as indicated.

Voting Trust holders of 5% or more

There are no voting trust holders of 5% or more of the common shares.

(e) Change In Control

There is no arrangement which may result in a change of control in the corporation.

Item 5. Directors and Executive Officers *(including their respective term of office and relevant business experience):*

(a) Incumbent Directors

(1) The names, citizenship, ages, terms of office and business experiences for the last five (5) years of all incumbent directors (including Independent Directors and Executive Officers)

Antonio V. Turalba, Jr., 59, Filipino, Interim Chairman & President[3] (February 2025); President for two (2) years (2023-2024), Director (1995 to present); Chairman, Membership Committee one year (2020-2021); Director, Active Group, Inc. (1998 to present); Director, President and Chief Executive Officer of Active Realty and Dev't Corp (2014 to present).

[3] Minutes of Spl. Board of Director's Meeting dated 2/27/2025 which elected Antonio Valera Turalba as Chairman & President resulting from the death of his father, Antonio Asperilla Turalba on January 27, 2025

Teodoro G. Salud, 84, Filipino, one year (September 2009-present). President, Salinas Realty & Business Corporation (1972 to present); President, Rural Bank of Salinas, Inc. (1980 to present); President, Ebdor Realty & Development Corp. (1990 to present); President, Sims Corporation (1983 to present); Director, Ardear Development & Realty Corp (1988 to present); Member, Alabang Country Club, Member, Tagaytay Highlands International Golf Club, Member, Eagle Ridge Golf & Country Club, Member, Riviera Golf and Country Club.

Raymund F. Diga,* Filipino, Director, one year (September 2024 to present). Chief, Division of Pulmonary Medicine, Mary Mediatrix Medical Center.

Nicetas Katigbak, 78, Filipino, Director, one year (September 2006 to 2009; September 2012 to present). Chairman, Phil Abbatoir Dev. Corp.

Alejandro Palines Jr., 70, Director, Filipino, re-elected as Director for one-year (from, September 11, 2015) Batangas City Laboratory, Inc. (2010 to present); Chairman, Dept of Surgery/Batangas Regional Hospital (2007 to present); Visiting Consultant, St. Patrick's Hospital (1990 to present); Visiting Consultant, Jesus of Nazareth Hospital (2003 to present); Visiting Consultant, Golden Gate General Hospital (1990 to present).

Franklin Go *, 58, Filipino, Director for one-year (Beginning September 2025), Board of Director, Goldilocks Bakeshop Inc.

Joselito E. Tapay*, 67, Director, Filipino, one year (beginning September 2020). Director, JETBEST Multilines Corporation (1989 to present); Director, JT Moland Realty Development Corp. (2007 to present); Director, Malarayat Innovative Financing Corporation (2011 to present).

Pol Delos Santos*, Director, Filipino, one year (beginning September 2024). Member, Mount Malarayat Golf & Country Club Inc. (2002 to present)

Francis C. Laurel , 78, Filipino, Director, one year (beginning September 2025 to present), President and CEO, Toyota Batangas.

Jose Antonio L. Turalba 29**,** Filipino, Director, one year (beginning September 2021), Executive Vice-President (February 2025 to present);[4] President, San Agustin Realty Inc. (2024 to present); Sanctuario De Paz Memorial Inc., Chairman & President (2025 to present); Active Realty Development Corporation, Director, Active Land Estate Sales Inc., Director, Active Construction Inc., and VP for Business Development.

Victor N. Alimurong, 80**,** Filipino, Corporate Secretary (1995 to September 2004). Retired Partner, Siguon Reyna Montecillo Ongsiako Law Offices. Directorship positions in various companies: Coastal Subic Bay Terminal, Inc., Freight Management Worldwide Services, Inc., ASSAB Steel Philippines, Inc., Kerry Food Ingredients (Phils.), Inc. and Kerry Food Ingredients (Cebu), Inc.

Alejo S. Dimailig, 60, Filipino, Assistant Corporate Secretary, (March 2012 to present), Founding & Managing Partner, Katigbak Dimailig & Kahayon Law Office; holds Directorship and Corporate Secretarial positions in various companies; Juris Doctor (JD) San Beda University (1992); Admitted to the Roll of Attorneys in 1993 (No. 38231); Lifetime Member, Integrated Bar of the Phils. – Makati Chapter

Romeo V. Garcia, **Jr.** 68, Filipino, Compliance Officer, one year (2020-2021); General Manager/COO (appointed June 4, 2016 to present), served as Resident Executive Assistant to the President and

[4] Ibid.,

Chairman of the Club for 8 years (from March 2008 to June 3, 2016); Purchasing Manager from 1998 to February 2008.

(b) *Executive Officers*

The Executive Officers are: Antonio V, Turalba Jr. (Chairman/President); Jose Antonio L. Turalba (Executive Vice-President); Teodoro Salud (Treasurer); Victor N. Alimurong (Corporate Secretary) and Alejo S. Dimailig (Asst. Corporate Secretary), Romeo V. Garcia, Jr (General Manager & Compliance Officer).

This year's Nomination & Election Committee (NOELCOM) is headed by Joselito Tapay (Independent Director) with Niceta Katigbak, and Manolito Macasaet as members.

(c) Independent Directors

Among the 11 directors, four (4) are independent directors (*in asterisk* [*] above), namely Joselito Tapay, Raymund F. Diga, Pol Delos Santos, and Franklin Go. They constitute more than 20% of the total number of the Board of Directors in accordance with Sec. 22, Revised Corporation Code of the Philippines (R.A. 11232) in relation to Rule 38, 2015 SRC. All independent directors have executed the updated *pro forma* sworn Certificate of Qualification (refer to Annex C, hereof).

All the above-named independent directors own at least one (1) Gold A share of stock each and are also not stockholders of any related or affiliated company or any of its substantial shareholders. They are also not officers of the corporation (other than as members or chairman of working committees) and have not been employed or retained as executive officer or professional adviser. They are also not related to any director or officer nor engaged in any business or transaction with the corporation or its related companies.

The Final List of the Nominees[5] for directors and Independent Directors for the ensuing year comprise mostly of the incumbent directors who are also the nominees of ARDC/Active Group Inc., and Turalba Family who holds a controlling interest in the corporation.

Except for Joselito Tapay, Pol Delos Santos, and Jose Antonio L. Turalba, all the members of the Board of Directors have completed the seminar on Corporate Governance based on the corporation's previous submission.

(2) Significant Employees

There are no non-executive officers who are expected by the corporation to make a significant contribution to its operations.

The following table contains information on the *final* list of nominees, the person/s who nominated them and the business relationship (if any) between them, were submitted to the Nomination Committee Pol delos Santos (Independent Director) with Joselito Tapay, Nicetas Katigbak and Manolito Macasaet as members, viz:

NOMINEE	CITIZENSHIP	NOMINATED BY	RELATIONSHIP TO NOMINEE	PROOF OF STOCKHOLDINGS
All NICETAS S. KATIGBAK	Filipino	REINFRIDO BARRIENTOS	None	N/A
TEODORO G. SALUD	Filipino	VOLTAIRE GAZMIN	None	-do-
ANTONIO V. TURALBA, JR.	Filipino	JOSEPH JOEL CASTILLO	None	-do-
JOSE ANTONIO L. TURALBA	Filipino	GIL MIKHAIL LLANTO	None	-do-
ALEJANDRO M. PALINES JR.	Filipino	VON RICARDO ONGKIATCO	None	-do-

[5]Posting of Final list of nominees was made August 12, 2026 (30-Business days before the (new) date of meeting)

JOSELITO E. TAPAY*	Filipino	JOSEPH JOEL CASTILLO	None		-
	JT Moland Realty Development Corp, Director (2007 to present);				
	Malarayat Innovative Financing Corporation, Director (2011 to present)				
	JETBEST Multilines Corporation, Director (1989 to present)				
RAYMUND DIGA*	Filipino	RAINIER LACAP		None	N/A
	Chief, Division of Pulmonary Medicine, May Mediatrix Medical Center				
FRANKLIN L. GO*	Filipino	VIRGILIO FARENAS		None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	Board of Director , Goldilocks Bake Shop Inc.				
ALFREDO O. FOLLOSCO	Filipino	GERALD NEIL KATIGBAK		None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	Director, Folcon Corporation (1984 to present)				
FRANCIS LAUREL	Filipino	NICETAS KATIGBAK		None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	Director, Toyota Batangas				
ANTONIO PANGANIBAN	Filipino	GEORGE TAN		None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	GE CSI, President (1995 to 2010); KC Industrial, Managing Partner (2010 to present); Mary Mediatrix Medical Center, Board of Director (2011 to present)				
ANTONIO A. FLETA	Filipino	ROMULO LACUESTA		None	
	Quezon Capital Rural Bank, Independent Director (2017 to present);				
	Department of Agriculture, Undersecretary (2years)				
	Quezon Imaging Corporation, Independent Director (2019 to present);				
POL DELOS SANTOS*	Filipino	GLENN FLORES		None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	Officer-in-Charge at Regional Director's Office Region XIII, Department of Public Works and Highways				

RAUL MONTEALTO	Filipino	ERNESTO LAT	None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	JT Moland Realty Development Corp, Director (2007 to present);			
ALBERT CAESAR FALLER	Filipino	ERNESTO LAT	None	Membership Certification dated 8/10/26 *(Cf. Annex "H-Series")*
	May Mediatrix Medical Center, Consultant Orthopedic Surgery (2011 to present)			
GETULIO ANTONIO B. BOTE III	Filipino	GERALD NEIL KATIGBAK	None	Membership Certification dated 8/10/26 *(Cf. Annex "H-Series")*
	Agrikultura Pilipina Inc. , Director (1991 to present)			
ANTONELLA T. ABDON	Filipino	GIL MIKHAIL LLANTO	None	Membership Certification dated 8/10/26 *(Cf. Annex "H-Series")*
	Culinary Adventures Inc, President (2019 to present)			
ANJEANETTE T. FUENTEBELLA	Filipino	GIL MIKHAIL LLANTO	None	Membership Certification dated 8/10/26 *(Cf. Annex "H-Series")*
	ATF Property Management Inc, President (2019 to present)			
JOSE RAULITO PARAS	Filipino	VIRGILIO FARENAS	None	Membership Certification dated 8/6/25 *(Cf. Annex "H-Series")*
	Partner, Andres Padernal & Paras Law Offices			
CARLITO M. REYES SR.	Filipino	CARLITO M. REYES SR	None	Membership Certification dated 8/10/26 *(Cf. Annex "H-Series")*
	C. P. Reyes Medical Hospital, Officer (1998 to present)			
PETER JESSRIC DE VEYRA	Filipino	PETER JESSRIC DE VEYRA	None	Membership Certification

				dated 8/10/26 *(Cf. Annex "H-Series")*
	Primera Agro-Dev Corp, Officer (2008 up to present)			
** Incumbent Independent Directors*				

(3) *Involvement in Certain Legal Proceedings*

Presently, the corporation is not involved in any legal proceedings. To the best of its information, there are no legal suits or proceedings involving any of its director, nominee director(s), executive officer(s), or persons with controlling interest in the corporation for the last five (5) years up to the date of filing of this report.

(4) *Family Relationships*

Except for Antonio V, Turalba, Jr., Antonella T. Abdon, Anjeanette T. Fuentebella and Jose Antonio L. Turalba, there are no other Director, Executive Officer or person/s nominated as director[6] who are related to them to the fourth civil degree of affinity or consanguinity. In compliance with the disclosure requirements, Antonella T. Abdon and Anjeanette T. Fuentebella are officers of Culinary Adventures Inc. (CAI) and ATF Property Management Inc. (APMI), respectively which currently have service contracts with the corporation. The 10-year service agreements have been approved by the Board of Directors and disclosed as material information in the previous reports to the Commission.

(5) *Certain Relationships and Related Party Transactions*

(a) Pursuant to the Development Agreement, all the initial developments and facilities found within Mount Malarayat Golf & Club Malarayat (the "Club") are financed and developed by ARDC in exchange for all the latter's shares of stock. Thus, ARDC owns majority of the shares of stock in the corporation which, in turn, sells them to the public.

i. The corporation entered into a ten-year agreement with ATF Property Management Inc. (APMI) whereby the latter will: a) act as operator and booking agent of "The Inn" and "The Suites at Mount Malarayat"; and, b) lease its golf carts to golf club members and guests under sharing arrangements of the proceeds.

ii. The corporation also has a 10-year contract with Culinary Adventures, Inc. (CAI) to operate and manage the Sandtrap Restaurant at the Club, Eagle Lounge, Green Rooms, Half Way Houses, Driving Range Food Outlet, Function Rooms, and Tee Houses and caters to the Club Hotel's and banquettes held at the club for the members and guests F&B requirements. They also cater for the F&B during annual meeting stockholders and board meetings

iii. The club receives, from time to time with prior approval by the Board of Directors in accordance with the conditions imposed under the Revised Corporation Code, unsecured cash advances or loans from directors, officers and affiliate ARDC with interest and fixed re-payment terms to finance on-going and future projects of the club. Re-payment for these advances and loan payables started in 2016 and had been regularly disclosed in previous reports.

iv. ARDC, as majority shareholder, was granted the right to enter into agreement(s) with third party for the assignment of golf playing rights on its shares.

(b) ARDC, as developer of the club and its facilities, still accounts to 58.80% of Class Gold (Common) and 97.00% of the Class Silver (Common) ownership of the outstanding and issued capital stock of the corporation.

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[6] Nominated for this year's ASM are Antonella T. Abdon and Anjeanette T. Fuentebella, sister of the incumbent Chairman & President of the Club.

(c) For purposes of this report, ARDC, its holding company, Active Group, Inc. and its subsidiaries and affiliates which are controlled by the Turalba family, are considered related companies. ARDC is the developer of the facilities in the club and likewise the substantial shareholder, owning more than 10% of the club's outstanding and issued capital stock.

d) There were three major contracts signed by the corporation with: i) Culinary Adventures Inc. for the supply and operation of the Food & Beverage in the Sand Trap, Eagle Lounge, Green Rooms, Half Way Houses, Driving Range Food Outlet and Tee Houses in selected areas within the Country Club facilities. The services rendered Le Chef was assumed by CAI with a fixed 10-year contract with the corporation effective 2024; ii) MJCarr Golf Management, Inc. for management of golf course and other ground areas had been renewed until September 2025 and, iii) ATF Property Management Inc. (APMI) for the maintenance and operation of 32-room club hotel, the Suites, country club and golf club including golf operations. The service contract by APMI with the corporation is likewise fixed at 10-year period. APMI has a sub-contracting arrangements with outside service provider(s) for the maintenance and upkeep of the club facilities. These service contracts with CAI and APMC, constitute material information involving related party transactions had been approved by the Board of Directors and had been ratified by the stockholders in previous stockholders' meeting. These contracts will undergo the same process of approval by the club's board of directors and stockholders prior to (further) renewal in the future.

(e) Except for Antonella T. Abdon, Anjeanette T. Fuentebella and Jose Antonio L. Turalba, no Director, Executive Offices or other persons nominated are related to the Turalba family up to fourth civil degree by consanguinity or affinity.

(6) Disagreement with Corporation

No director has resigned or declined to be re-elected to the board of directors since the date of the last annual members' meeting because of disagreement with the club on any matter relating to its operations, policies or practices. No director has likewise informed the club in writing that he/she intends to oppose any action to be taken at the meeting.

Item 6. Compensation of Directors and Executive Officers

(a)

(a) Name and Principal	(b) Year	(c) Salary	(d) Bonus	(e) Other Compensation	Position
1. CEO	2025	NIL	NIL	NIL	NIL
2. Four most highly compensated Executive Officers					
	2025	NIL	NIL	NIL	NIL
3. Directors					
ANTONIO V. TURALBA, JR.	2025	NIL	NIL	NIL	(interim Chairman for Jan-Sept 2025) President
JOSE ANTONIO L. TURALBA	2025	NIL	NIL	NIL	Executive Vice President
TEODORO G. SALUD	2025	NIL	NIL	NIL	Treasurer
NICETAS S. KATIGBAK	2025	NIL	NIL	NIL	Director
ALEJANDRO M. PALINES JR.	2025	NIL	NIL	NIL	Director
JOSELITO E. TAPAY	2025	NIL	NIL	NIL	Ind. Director
ANTONIO A. FLETA	2025	NIL	NIL	NIL	Ind. Director
RAYMUND F. DIGA	2025	NIL	NIL	NIL	Ind. Director

WILDY TAN	2025	NIL	NIL	NIL	Ind. Director
POL DELOS SANTOS	2025	NIL	NIL	NIL	Ind. Director
4. OFFICERS	2025				
4.1. Romeo V. Garcia Jr	2025	NIL	NIL	Php 1,800,000	General Manager/ Compliance Officer
4.2. Lea V. Llanes	2025	720,000	NIL	NIL	Finance Officer
4.3. Others	2025	2.280.000	NIL	NIL	OTHERS

***(a.1)* Estimated Amount of Compensation for 2026**

(a) Name and Principal	(b) Year	(c) Salary	(d) Bonus	(e) Other Compensation	Position
1. CEO	2026	NIL	NIL	NIL	NIL
2. Four most highly compensated Executive Officers					
	2026	NIL	NIL	NIL	NIL
3. Directors					
ANTONIO V. TURALBA, JR.	2026	NIL	NIL	NIL	(interim Chairman for Jan-Sept 2025) President
JOSE ANTONIO L. TURALBA	2026	NIL	NIL	NIL	Executive Vice President
TEODORO G. SALUD	2026	NIL	NIL	NIL	Treasurer
NICETAS S. KATIGBAK	2026	NIL	NIL	NIL	Director
ALEJANDRO M. PALINES JR.	2026	NIL	NIL	NIL	Director
JOSELITO E. TAPAY	2026	NIL	NIL	NIL	Ind. Director
ANTONIO A. FLETA	2026	NIL	NIL	NIL	Ind. Director
RAYMUND F. DIGA	2026	NIL	NIL	NIL	Ind. Director
WILDY TAN	2026	NIL	NIL	NIL	Ind. Director
POL DELOS SANTOS	2026	NIL	NIL	NIL	Ind. Director
4. OFFICERS					
4.1. Romeo V. Garcia Jr	2026	NIL	NIL	Php 1,800,000	General Manager/ Compliance Officer
4.2. Lea V. Llanes	2026	741,600.00	NIL	NIL	Finance Officer
4.3. Others	2026	2,348,400.00	NIL	NIL	OTHERS

(b) Compensation of directors and executive officers

Except as indicated in the table, the members of the Board of Directors and the executive officers do not receive compensation for services rendered to the club. Incumbent Directors are, however, exempt from the monthly membership dues and are given golf voucher/coupons for every board meeting attended by them as incentive. A Board member automatically forfeits the incentive when he/she ceased to be a member of the Board. Other officers[7] receive compensation or fees based on the service agreement with the corporation.

[7] Asst. Corporate Secretary

(c) *Employment contracts/Termination of employment/Change-in-Control Arrangements*

Except for the Corporate Secretary and the Asst. Corporate Secretary, the officers are regular employees and are remunerated with compensation packages corresponding to their rank and position. There are no special terms or compensatory plans or arrangements with respect to the resignation, termination of employment of such executive officers other than what is required under the Labor Code. The corporation has no change-in-control arrangements with its executive officers.

Mr. Romeo V. Garcia is the General Manager of the Club since 2016. He is also the corporation's Compliance Officer since 2020. He reports directly to the President on the day-to-day operations of the club and to the Board of Directors during regular/special board meetings.

(d) *Warrants and Options*

The corporation has no outstanding warrants or options.

Item 7. Independent Public Accountants

1. The corporation has complied with SRC Rule 68 Part 1 (3)(B)(ix) re: Rotation of Auditors.

2. The corporation's Audit Committee is chaired by Independent Director Joselito Tapay with Franklin Go, Antonio Panganiban, Alfredo Follosco and Manolo Alcasabas (former Directors and now Advisor to the Board) as members.

3. The appointment of External Auditor is for the Board of Director's decision and approval based on the recommendation by the Audit/Finance Committee. For the forthcoming annual meeting, the firm R. S. Bernaldo and Associates will be recommended for re-appointment as corporation's independent external auditor subject to compliance with Revised SRC Rule 68[8] (3) (b) (ix) (*re: rotation of external auditors*). For the financial reports covered by this disclosure, it will be Mr. Marvin G. Garcia who will be the signing partner.

Representatives from R.S. Bernaldo, CPA's will be invited to attend the annual meeting and will be given an opportunity to make statements or answer questions during or after the presentation of the corporation's annual report.

There is no disagreement with the accountant with regard to any matter relating to accounting principles or practices, financial disclosures or auditing scope or procedure.

No accountant of the corporation has resigned or dismissed for the past two (2) years.

Item 8. Compensation Plans

No action with respect to stock options or any compensation plan is being submitted for a vote or consideration of the shareholders.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No transaction.

Item 10. Modification or Exchange of Securities

No transaction.

[8]August 19,2019

Item 11. Financial and Other Information

(a) Information Required: No action is to be taken with respect to any matters specified in Items 9 or 10 of this report.
   (1) Not Applicable.
   (2) Management Discussion and Analysis and Plan of Operation*. (refer to attached* Annex E *)*
   (3) There has been no disagreement expressed by the accountants with management on any financial disclosures or scope of audit.
   (4) Representatives of the audit firm (R.S. Bernaldo & Associates) will:
      (i) be invited to attend the meeting;
      (ii) be given an opportunity to make a statement or answer queries during or after the presentation of the corporation's financial reports;
      (iii) same answer as above.

(b) The *Management Report (*Annex E*), Financial Statements, ended 31 December 2025 & 2024 (*Annex F*) and Interim Financial Reports, January-March 2026 to April-June 2026 (*Annex G*), are attached and form part of the disclosure in this report.*

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

Not Applicable.

Item 13. Acquisition or Disposition of Property

Not Applicable.

Item 14. Restatement of Accounts

Not Applicable.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following Reports will be submitted for approval by the shareholders:
   i.) Minutes of the Annual Stockholders' Meeting held on 19 September 2025
   ii.) Ratification of the acts of the Board and Management for the last year
   iii.) Audited Financial Statements ending December 31, 2025 and Auditor's Interim Financial Report

Ratification of Previous Acts of the Board of Directors and Management
For approval and ratification by the stockholders are the Minutes of the relevant acts and resolutions[9] by the Board of Directors and Management in 2025:

February 27, 2025

ELECTION OF PRESIDENT & CHAIRMAN OF THE BOARD / EXECUTIVE VICE-PRESIDENT

The Acting Chairman announced the passing the corporation's President and Chairman of the Board, Mr. Antonio Asperilla Turlaba on January 27, 2025. The Acting Chairman proceeded to open the table

[9] Other approvals pertain to reports on operations of the club and golf course maintenance

for nomination and election for Chairman and President. Mr. Teodoro Salud nominated the Acting Chairman for both positions without objection.

Thereafter, the Assistant Corporate Secretary certified that the nominee has all the qualifications and none of the disqualification under the corporation's by-laws. There being no other nominations or objection raised, and upon motion made and unanimously seconded, the Acting Chairman Antonio Valera Turalba was declared the elected President and Chairman of the Board to serve in such capacity for the unexpired term of Mr. Antonio Asperilla Turalba or, until the next regular annual meeting of stockholders to be held in September 2025.

At the same meeting, the elected Chairman, Antonio Valera Turalba opened the table for nomination for Executive Vice-President, the position he previously held prior to being elected President and Chairman. Mr. Teodoro Salud nominated Mr. Jose Antonio Llamas Turalba for the position of EVP vacated by his father.

Thereafter, the Assistant Corporate Secretary certified that the nominee met all the qualifications and none of the disqualification under the corporation's by-laws. There being no other nominations or objection raised, and upon motion made and unanimously seconded, Mr. Jose Antonio Llamas Turalba was declared the elected Executive Vice President of the corporation to serve in such capacity for the unexpired term of his predecessor, Mr. Antonio Valera Turalba or, until the next regular annual meeting of stockholders to be held in September 2025.

AUTHORIZED SIGNATORIES

On the matter of signatories to the corporation's transactions, it was move, seconded, and unanimously carried the following resolutions:

"RESOLVED, to respectfully terminate and withdraw from the late Mr. Antonio Asperilla Turalba, former Chairman & President of the corporation, who has recently passed away, all authorities previously granted to him to represent the corporation in any capacity, including the signing of checks and engaging in any other similar or banking transactions and with any other corporations or third parties."

"RESOLVED, to designate Messrs. Antonio Valera Turalba and Jose Antonio Llamas Turalba as signatories, duly authorized to sign, singly or jointly, any and all papers, instruments, and documents, contracts or agreements involving and pertaining to the business operations and business interests of the corporation except only for bank transactions with Philippine depository banks of the corporation, which are to be signed by another set of corporate officers as provided in separate Board resolution."

"RESOLVED, furthermore, that the Assistant Corporate Secretary is hereby given the authority to submit the updated list of authorized personnel occupying the above-mentioned positions to SEC and all depository banks of the corporation; and,

"RESOLVED, FINALLY, that these resolutions shall remain valid, subsisting, and enforceable unless subsequently modified, resolved, rescinded, or superseded by a subsequent resolution of the Board of Directors.

March 20, 2025

Board Resolution No. 01-03-2025

*"**RESOLVED**, that the Minutes of Meeting of the Board of Directors of Mount Malarayat Golf and Country Club held on March 20, 2025 be, as they hereby are, approved."*

Board Resolution No. 02-03-2025

*"**RESOLVED**, that the Financial Reports on the Club's Profit and Loss Statement for period ending December 31, 2024 with 2023 Comparative Figures; the Profit and Loss Statement for period ending February 28, 2025 with 2024 Comparative Figure; Statement of Cash Flows for period ended 31 December 2024; Statement of Cash Flows for the period ended February 28, 2025; the Club's Revenues for the period January 1 to 31 December 2024; and, the Green Fee Comparative Report from January – December (2023 vs 2024) be, as they appear in the report, approved."*

<u>RESOLUTION NO. 03-03-2025</u>

*"**RESOLVED**, that the applications for Proprietary Membership of Melissa Lourdes F. De Mesa; Josenilo G. Mendoza; Jose Martin M. Revita; Hanna Gaisano See; Yinwen He; Charles Gilroy M. Dela Cruz; Christian Gilmer M. Dela Cruz; Sergio R. Lingao; Noel C. Abrahan; Pierce Nathaniel T. Abrahan; Allan Vincent F. Datingaling; Ian Leo Mendoza; Marlon Owen Cruz; Ruel De Castro; and, Jose Paul Gian D. Mathay, by virtue of the recommendations made for approval by the Membership Department be, as they hereby are, approved."*

Resolution No. 04-03-2025

*"**RESOLVED**, to approve the Golf Cart Trail Fee Agreement, as revised with additional provision that golf carts must be subjected to inspection/tests prior to sticker issuance; imposition of penalty for tee-time cancellation/"no show" fee at the rate of P1,000/flight charged against the member and member's endorsed guests required to pay in advance and forfeiture of the same if in case of a no-show without prior cancellation notice; and, Fivesome Policy on weekdays"*

June 19, 2025

<u>Board Resolution No. 01-06-2025</u>

*"**RESOLVED**, that the Minutes of Meeting of the Board of Directors of Mount Malarayat Golf and Country Club held on March 20, 2025 be, as they hereby are, approved."*

<u>Board Resolution No. 02-06-2025</u>

*"**RESOLVED**, that the Financial Reports on the Club's Profit and Loss Statement for period ending May 31, 2025 with 2024 Comparative Figures be, as they appear in the report, approved." "RESOLVED, that the Financial Reports on the Club's Profit and Loss Statement for period ending October 31, 2024 with 2023 Comparative Figures, be, as it appears in the report, approved."*

<u>RESOLUTION NO. 03-06-2025</u>

*"**RESOLVED**, that the applications for Proprietary Membership of Joseph R. Tampoco; Louie Abalos Cansino; Warren R. Bituin; Eden S. Satinitigan; and, Santiago S. Malacca, by virtue of the recommendations made for approval by the Membership Department be, as they hereby are, approved."*

November 20, 2025

<u>RESOLUTION NO. 01-11-2025</u>

"RESOLVED, that the Minutes of Meeting of the Board of Directors of Mount Malarayat Golf and Country Club held on June 19, 2025 be, as they hereby are, approved."

<u>RESOLUTION NO. 02-11-2025</u>

*"**RESOLVED**, that the Financial Reports on the Club's Profit and Loss Statement for period ending May 31, 2025 with 2024 Comparative Figures be, as they appear in the report, approved."*

<u>RESOLUTION NO. 03-11-2025</u>

*"**RESOLVED**, that the applications for Proprietary Membership of Jose Benitez, Prabhat N. Agrawal, Chandni Agrawal, Lourdes Grace Mapalad, Paul Louie Tugade, Felipe Quiamson, Don Natasha Larino, Mark Andrew Tieng, Tomas Ancheta; Miguel Cervantes, and Noli Gus, by virtue of the recommendations made for approval be, as they hereby are, approved."*

Item 16. Matters Not Required to be Submitted

There are no other matters to be submitted for a vote outside of the agenda that is not included in this report.

Item 17. Amendment of Charter, Bylaws or Other Documents

Not Applicable.

Item 18. Other Proposed Action

<u>Summary of Minutes of Annual Stockholders' meeting held on September 19, 2025</u>

<u>PROCEEDINGS OF THE MEETING</u>

1) **CALL TO ORDER AND QUORUM**

The Chairman, Antonio V. Turalba, Jr. presided the meeting while Mr. Alejo S. Dimailig, as Assistant Corporate Secretary, recorded the minutes thereof. Thereafter, Mr. Dimailig certified the presence of a quorum with 78.00% in attendance in person or by proxy. He stated the meeting may to proceed with the business in the agenda.

Thereupon, Chairman declared the presence of a quorum and called the meeting to order at 1:15 p.m.

2) **APPROVAL OF MINUTES OF STOCKHOLDERS' MEETING HELD ON SEPTEMBER 13, 2024 AND RATIFICATION OF THE ACTS OF THE BOARD, COMMITTEE AND MANAGEMENT**

The Asst. Corporate Secretary presented for approval the minutes of the annual meeting of the stockholders held on September 13, 2024 and all minutes of the meeting of the Board of Directors held after the abovementioned meetings of the stockholders and prior to the present meeting, following which the Chairman announced that these were opened for inspection by any stockholder who desire to examine the same. Thereafter, on motion made and seconded, the following resolutions were approved:

> "RESOLVED the minutes of annual meeting of the stockholders held on September 13, 2024 and all the minutes of the meeting of the Board of Directors held after the abovementioned meeting of the stockholders as they appeared in the minutes book and in the annual report be, as they hereby are, in all respects, ratified, approved and confirmed."
>
> "RESOLVED THAT all contracts, acts, proceedings, election and appointments heretofore taken or made by the Board of Directors and by the officers of this corporation as set forth in the annual meeting of the stockholders held on September 8, 2023 and the minutes of the Board of Directors meetings presented to this meeting, and/or all acts and proceedings performed or taken pursuant thereto, be, and the same hereby are, in all respects, approved, ratified and confirmed."

The minutes of meeting are open for inspection at the office of the Assistant Corporate Secretary and any stockholder or director who would like to inspect the same may make a written request for a copy.

3) **APPROVAL OF THE ANNUAL REPORT and AUDITED FINANCIAL STATEMENTS**

The Chairman presented the Audited Financial Statements for the year ended 2024 prepared by the corporation's independent external auditors, R.S. Bernaldo and Associates, CPAs for the financial year ended December 31, 2024 to all the stockholders for approval. He also mentioned that the audited FS was part of the Information Statement re Annual Report was distributed to the stockholders. Any question about the AFS may be answered by the representatives from B.S. Bernaldo, CPA's who were also present in the meeting. The Chairman also presented for approval the relevant Board resolutions passed during the covered period. After some discussions and, on motion made and seconded, it was resolved:

> "RESOLVED THAT the Audited Financial Statements for the financial year ended December 31 2024 be, as it hereby is, received, adopted and approved by the stockholders."

4) **ELECTION OF DIRECTORS**

The Chairman directed the Chairman, Nomination & Election Committee Mr. Wildy Tan announced the final list of nominees for directors was published and approved by SEC. Thereupon, the Chairman of NOELCOM closed the nomination and allow the members present to cast their votes[10]. Thereafter, the nominees voted by ARDC were declared to be the duly elected directors of the corporation until the election and qualifications of their successors in office, namely:

Antonio V. Turalba, Jr.	Alejandro M. Palines, Jr.
Jose Antonio L. Turalba	Joselito E. Tapay*
Nicetas S. Katigbak	Raymund F. Diga*
Teodoro G. Salud	Pol Delos Santos*
Francis Laurel	Franklin Go*
Jose Raoulito Paras*	

> "RESOLVED THAT the elected directors shall serve as such and shall hold office for the current term until their successors are elected and qualified.
>
> "RESOLVED FINALLY THAT a report on these resolutions be submitted to the Securities and Exchange Commission."

[10] See Annex H

5) **APPOINTMENT OF AUDITORS**

The Chairman proposed the re-appointment of R.S. Bernaldo & Associates, CPAs as the Corporation's independent external auditors. Upon motion duly made and seconded, the following resolution was approved:

> "RESOLVED THAT R.S. Bernaldo & Associates, CPAs be, as it hereby is, re-appointed as the Corporation's independent external auditors effective immediately"

6) **OTHER MATTERS**

Updates on the club's repairs and improvements on club facilities were shown in the power point presentation by GM Garcia

7) **ADJOURNMENT**

There being no other business to transact, the meeting was adjourned at 1:50 p.m. and ended with a word of thanks to the Chair.

Item 19. Voting Procedures

The election of directors (*including Independent Directors*) shall be conducted in the manner provided for in Sec 49 of the by-laws of the corporation, the Revised Corporation Code of the Philippines (Republic Act No. 112321). Cumulative voting shall be allowed.

(a) vote required for election
Provided the majority of the owners of the outstanding capital stock are present in person or proxy, the eleven candidates for the position of directors receiving the highest number of votes shall be declared elected.

(b) method of counting of votes
Each shareholder may vote in person or by proxy the number of shares standing in his name in the books of the registrant. Each share shall have one vote. The election of directors shall be by secret balloting[11]. The ballots cast will be opened, tabulated and counted and results announced right after.
Counting of votes were supervised NOELCOM and assisted by the Asst. Corporate Secretary.

Nomination and Procedure for Election of Directors (including Independent Directors)
In July 3, 2026, the *Nomination and Elections Committee* (NOELCOM) began accepting written and signed nominations for candidates for directors including Independent Directors from list of stockholders in good standing. A candidate for director must be a regular member who owns in his own right at the time of the election at least one (1) share of stock and who has not assigned the playing right appurtenant to said share to a third person; that nominees for Independent Directors must have the qualifications and none of the disqualification provided in the by-laws, in the Code of corporate Governance, rules, regulations and issuances of the Securities and Exchange Commission (SEC) and other government agencies of competent jurisdiction.

Final list of nominees (including that for Independent Directors) was prepared which contain relevant information about the age, citizenship position, business experience and affiliations for past five years, etc. and posted at the Clubhouse Bulletin Board on August 12, 2026. The list of nominees accompanied by notice of annual meeting, the Definitive Information Statement with other reports will be distributed, sent via on line format [the link to be sent via SMS or email to members in good standing] or email to all soon after the same is approved for distribution by the Securities and Exchange Commission (SEC), prior to the meeting date. Only nominees whose names appear in the final list of candidates for Directors and Independent Directors may be elected.

[11] Art V, Sec 8 (Manner of Voting)

The election of independent directors is mandatory and the slot reserved for them shall not be filled by unqualified nominees. In the event of failure of election, the by-laws provide that the Chairman of the meeting shall call for a separate election for independent directors to fill up the vacancy.

UNDERTAKING

THE CORPORATION UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH STOCKHOLDER OR ON WRITTEN REQUEST BY ANY SUCH STOCKHOLDER/MEMBER, A COPY OF THE 2024 ANNUAL REPORT (SEC FORM 17-A) AND SHALL INDICATE THE NAME AND ADDRESS OF THE PERSON TO WHOM SUCH A WRITTEN REQUEST IS TO BE DIRECTED. AT THE DISCRETION OF MANAGEMENT, A CHARGE MAYBE MADE FOR THE EXHIBITS, PROVIDED SUCH CHARGE IS LIMITED TO REASONABLE EXPENSES INCURRED BY THE CORPORATION IN FURNSHING SUCH EXHIBITS. ANY SUCH REQUEST FOR COPY SHALL BE ADDRESSSED TO THE ASST. CORPORATE SECRETARY, c/o MEMBERSHIP SERVICES OFFICE, MOUNT MALARAYAT GOLF AND COUNTRY CLUB, INC. BARANGAY DAGATAN, LIPA CITY, BATANGAS, PHILIPPINES.

SIGNATURE PAGE FOLLOWS

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 01 September 2026.

ANTONIO VALERA TURALBA, JR.
Chairman of the Board

Republic of the Philippines)
LIPA CITY)

CERTIFICATION

I, **ROMEO V. GARCIA JR.**, Compliance Officer of Mount Malarayat Golf & Country Club, Inc. with SEC Registration No. AS0953557 with principal office address at Barangay Dagatan, Lipa City, Batangas, under oath depose and state:

1) That on behalf of Mount Malarayat Golf and Country Club, Inc., I have caused this SEC Form 20-IS to be prepared;

2) That I read and understood its contents which are true and correct of my personal knowledge and/or based on true records;

3) That the Mount Malarayat Golf and Country Club, Inc. will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and

4) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 13 2026.

ROMEO V. GARCIA JR.
Affiant

SUBSCRIBED AND SWORN to before me, this AUG 13 2026 Notary Public for and in the City of LIPA CITY, Philippines, affiant being personally known to me and in my presence avowed under penalty of law, to the whole truth of the contents of this Certification.

ATTY. MARIETA BAROJA IGARTA
NOTARY PUBLIC
NC No. 2025-0025 Until December 31, 2027
116 Tanco Drive, Marawoy, Lipa City, Batangas
PTR No. 6857132; 01/05/2026 Lipa City
IBP Life Member No. 04827; Roll of Attorney No. 25111
MCLE Compliance No. VIII-0017186

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