PUREGOLD

April 8, 2025

Securities and Exchange Commission
7907 Makati Avenue, Brgy. Bel-Air, Salcedo
Village, Makati City, 1209

Attention: **Mr. Oliver O. Leonardo**
Director, Markets and Securities and Regulation Department

Philippine Stocks Exchange
6/F, PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Atty. Johanne Daniel M. Negre**
OIC, Disclosure Department

Gentlemen:

We are respectfully submitting the **Preliminary Information Statement** ("PIS") (SEC Form 20-IS) of Puregold Price Club, Inc. (the "Company") relative to its upcoming Annual Stockholders' Meeting to be held on May 13, 2025, at 10:00 am via remote communication (Zoom).

In connection therewith, we are respectfully informing the Honorable Commission and the Exchange that the Company's Management Discussion and Analysis of its Operation and 2024 Consolidated Audited Financial Statements will be submitted with the Definitive Information Statement.

Thank you.

Kind regards,

Atty. Jewelyn A. Jumalon
Assistant Corporate Secretary

COVER SHEET

A 1 9 9 8 1 3 7 5 4

SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,
MANILA

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

JEWELYN A. JUMALON

(Contact Person)

(63) 917 861 2459

(Company Telephone Number)

1 2	3 1	SEC FORM 20-IS	0 5	1 3
Month	**Day**	(Form Type)	**Month**	**Day**

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total Amount of Borrowing

Total No. of Stockholders

Domestic

Foreign

y SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
   [x] PRELIMINARY INFORMATION STATEMENT
   [ ] Definitive Information Statement

2. **PUREGOLD PRICE CLUB, INC.**
   Name of Registrant as specified in its charter:

3. **MANILA, PHILIPPINES**
   Province, country, or other jurisdiction of incorporation or organization

4. SEC Identification Number: **A199803754**

5. BIR Tax Identification Code: **201-277-095**

6. **No. 900 ROMUALDEZ ST., PACO, MANILA** **1007**
   Address of principal office Postal Code

7. Registrant's telephone number, including area code: **(63) 9178612459**

8. **MAY 13, 2025, TUESDAY, 10 AM, VIA REMOTE COMMUNICATION (ZOOM)**
   Date, time, and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **21 April 2025**

10. In case of Proxy Solicitations: **We are not asking for Proxy Solicitations**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on the 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
COMMON SHARE	**2,880,137,615**

12. Are any or all of registrant's securities listed in a Stock Exchange?

    Yes [x] No [ ]

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
PHILIPPINE STOCK EXCHANGE, COMMON SHARES

PUREGOLD

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of **PUREGOLD PRICE CLUB, INC. (the "Company")** will be on **May 13, 2025, Tuesday, at 10:00 am, via Remote Communication (Zoom),** with the following agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Stockholders' Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management
4. Annual Report and Approval of the 2024 Audited Financial Statements
5. Election of Regular Directors and Independent Directors
6. Amendment of By-Laws
7. Re-appointment of an External Auditor and fixing its remuneration
8. Other Matters
9. Adjournment

Only stockholders of record as of **April 29, 2025** are entitled to notice of, and vote at, this meeting.

Pursuant to the Company's bylaws and resolution of the Board of Directors dated April 8, 2025, the annual stockholders' meeting will be held via remote communication, through the online platform "Zoom". Stockholders may participate in the meeting by remote communication, by voting *in absentia*, or by appointing the Chairman of the meeting as their proxy. The Information Statement will be accessible on the Company website, **www.puregold.com.ph** starting April 21, 2025.

The stockholders attending by proxies should e-mail their duly accomplished proxies to **corporate.governance@puregold.com.ph** or send original hard copies of proxies to the Office of the Assistant Corporate Secretary, Puregold Head Office, No. 900 Romualdez St., Paco, Manila 1007 on or before May 5, 2025, and stockholders attending by remote communication should notify the Company on or before May 5, 2025. The Information Statement will provide the requirements and procedures for participating in the meeting.

The Company's stock transfer agent will validate the votes on May 6, 2024, at 3:00 pm, at the Office of the Assistant Corporate Secretary, Puregold Head Office, No. 900 Romualdez St., Paco, Manila, 1007.

Manila, Philippines, April 8, 2025.

ATTY. JEWELYN A. JUMALON
Assistant Corporate Secretary & Compliance Officer

EXPLANATION OF AGENDA ITEMS

1. Call to Order
The Chairman of the meeting, Ms. Susan Co, will welcome the stockholders and formally open the annual meeting at 10:00 am.

2. Certification of Notice and Quorum
The Assistant Corporate Secretary, Atty. Jewelyn A. Jumalon, will certify that the notice of the meeting to stockholders was posted on the Company website and on the Philippine Stock Exchange Edge platform, and was also published in the business section of Philippine Star and Philippine Daily Inquirer, both newspapers of general circulation, on April 20 and 21, 2025. She will also certify that there is a quorum to transact business in the meeting.

3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management
The results and the minutes of the last Annual Meeting is posted on the Company website. A resolution presenting the said Minutes and the ratification of the acts and resolutions of the Board of Directors and Management since the last stockholders' meeting will be submitted to the stockholders for approval.

4. Annual Report and Approval of the 2024 Consolidated Audited Financial Statements
The Company will present its 2024 Annual Report and Consolidated Audited Financial Statements to the stockholders. A resolution ratifying the 2024 Annual Report and Consolidated Audited Financial Statements will also be presented to the stockholders for their approval.

5. Election of Regular and Independent Directors
The Chairman of the meeting will announce the names of the nominees for the election of directors and will open the floor for stockholders' voting. The nominees for directors are:

For Regular Directors:
1. Mr. Lucio L. Co
2. Ms. Susan P. Co
3. Mr. Ferdinand Vincent P. Co
4. Ms. Pamela P. Justine Co
5. Mr. Anthony Sy
6. Mr. Jack E. Huang

For Independent Directors:
1. Mr. Jaime S. Dela Rosa
2. Mr. Gil B. Genio
3. Mr. Emmanuel G. Herbosa

The profile of the nominees will be provided in the Information Statement.

6. Amendment of By-Laws
The amendments of Article IV (Officers) of the Company's By-Laws will be submitted for the stockholders' approval, following the Board of Directors' approval during its regular meeting on 08 April 2025. The amendments mainly concern the insertion of a new Sec. 7 (The Chief Financial Officer). The contents of the original Sec. 7 to 13 of the Company's By-Laws remain unchanged but have been renumbered consequent to the insertion of the new provision. The provisions amended will be presented to the stockholders for their approval, to wit:

From:	To:
Section 7. Term of Office – The terms of all officers shall be one (1) year and until their successors are duly elected and qualified.	**Section 7.** The Chief Financial Officer – The Chief Financial Officer shall perform the following duties:

	a) Develop the corporation's financial plans which includes overseeing the creation and execution of the corporation's financial strategy such as financial planning and budgeting; b) Ensure that the corporation's financial statements are accurate, timely, and comply with the applicable regulatory standards; c) Regularly report financial performance to the board of directors and to the audit committee; d) Ensure that the corporation has enough cash flow to meet its obligations, pay employees, and invest in operations and/or expansions; e) Ensure compliance with financial and accounting regulations and standards to maintain the company's legal and ethical standing; f) Implement and oversee financial controls and systems to prevent errors, fraud, and financial mismanagement Unless a different person is appointed by the Board of Directors as Chief Financial Officer, the Vice President for Finance shall continue to act as the Chief Financial Officer in his/her usual performance of the above-stated duties and responsibilities.
Section 8. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification of for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.	**Section 8.** Term of Office – The terms of all officers shall be one (1) year and until their successors are duly elected and qualified.
Section 9. Compensation – The officers shall receive such re-numeration as the Board of Director may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.	**Section 9.** Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification of for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.
Section 10. The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following: a) Ensure that the meetings of the Board are held in accordance with the By- Laws or as the Chair may deem necessary; b) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and c) Maintain qualitative and timely lines of communication and information between the Board and management.	**Section 10.** Compensation – The officers shall receive such re-numeration as the Board of Director may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.
Section 11. Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information about the matters to be taken up in their meetings. The information may include the	**Section 11.** The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following:

background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.	a) Ensure that the meetings of the Board are held in accordance with the By-Laws or as the Chair may deem necessary; b) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and c) Maintain qualitative and timely lines of communication and information between the Board and management.
Section 12. Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines:	**Section 12.** Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information about the matters to be taken up in their meetings. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.
Section 13. Disclosure and Transparency – All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect re-numeration of members of the Board and management. All such information should be disclosed through the appropriate mechanisms and submissions to the appropriate government agencies. *(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporations.)*	**Section 13.** Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines: a) The extent of its responsibility in the preparation of the financial statements of the corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained; b) An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained; c) On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information,effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations; d) The Corporation should consistently comply with the financial reporting requirements of the Commission; e) The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Corporation, should be changed with the same frequency. The Internal Auditor should submit to the Audit Committee and Management an annual report on the interim audit department's activities, responsibilities and performance relative to the audit plans and strategies as

	approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.
	Section 14. Disclosure and Transparency – All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect re-numeration of members of the Board and management. All such information should be disclosed through the appropriate mechanisms and submissions to the appropriate government agencies. *(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporations.)*

7. Re-appointment of an External Auditor and fixing its remuneration

A resolution for the re-appointment of R.G. Manabat & Company (KPMG) and its proposed remuneration of up to P7.5 Million as External Auditor of the Company and its subsidiaries will be presented to the stockholders for approval.

8. Other Matters

The Chairman will open the floor for any questions from the stockholders.

PART 1: INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time, and place of meeting of security holders

(a) May 13, 2025, at 10:00 AM, via Online Meeting
Principal Office: No. 900 Romualdez St., Paco, Manila 1007

(b) The Information Statement will be available on the Company's website, www.puregold.com.ph, beginning on April 21, 2025. In the alternative, the Company will also disseminate to the stockholders copies of the Notice of the Annual Stockholders' Meeting, Information Statements, and its Attachments by posting them on the Company website, PSE Edge Platform. The Notice of the Annual Stockholders' Meeting will also be published in two newspapers of general circulation (Philippine Star and Philippine Daily Inquirer) on April 20 and 21, 2025.

We are not asking for a proxy, and you are requested not to send us a proxy.

Item 2. Dissenters' Right of Appraisal

No matters or actions to be taken at the meeting may give rise to a possible exercise by stockholders of their appraisal rights under Section 80 Title X of the Revised Corporation Code of the Philippines.

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

(a) No director, officer, nominee, or any associate of the foregoing person has a substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than an election to office.

(b) No director, officer, nominee, or any associate of the foregoing person has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders

(a) Number of outstanding shares as of March 31, 2025.
2,880,137,615 common shares

Number of votes entitled: one (1) vote per share

(b) All stockholders, as of the record date, shall be entitled to vote in the meeting.

(c) Section 23 of the Revised Corporation Code states that stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the stock books of the Company as of record date. The said stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit. The total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the Company multiplied by the whole number of directors to be elected.

(d) Security Ownership of Certain Beneficial Owners and Management

1. Security ownership of more than 5% of the stock of the Company as of March 31, 2025.

Title of Class	Name, Address of record owner	Relationship with the Company	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of shares held	%
Common	Cosco Capital, Inc. No. 900 Romualdez St., Paco, Manila	Stockholder/ Parent Company	Parent Company	Filipino	1,410,867,188	48.58%
Common	Susan P. Co No. 22 Pili Avenue, South Forbes Park, Makati City	Stockholder/ Chairman	Record owner herself	Filipino	178,242,585	6.14%
Common	Lucio L. Co, No. 22 Pili Avenue, South Forbes Park, Makati City	Stockholder/ Director	Record owner himself	Filipino	211,088,022	7.26%
Common	PCD Nominee Corp. (Non-Filipino)	Stockholder/ Not related	Acting for various clients	Non-Filipino	532,722,086	18.34%
Common	PCD Nominee Corp. (Filipino)	Stockholder/ Not related	Acting for various clients	Filipino	469,061,396	16.15%

2. Security Ownership of Directors and Executive Officers of the Company as of March 31, 2025:

Title of Class	Name of Beneficial Owner	Nature of beneficial ownership	Citizenship	Number of shares	Percent of Outstanding Voting Shares
Common	Susan P. Co Chairman	Direct	Filipino	178,242,585	6.14%
Common	Lucio L. Co Director	Direct	Filipino	211,088,022	7.26%
Common	Ferdinand Vincent P. Co President	Direct	Filipino	26,709,460	0.92%
Common	Leonardo B. Dayao Executive Director	Direct and Indirect	Filipino	917,625	0.03%
Common	Pamela Justine P. Co Executive Director	Direct	Filipino	26,709,460	0.92%

Common	Jack E. Huang Non-Executive Director	Direct	Filipino	15,000	0.00%
Common	Jaime S. Dela Rosa Independent Director	Direct	Filipino	1	0.00%
Common	Gil B. Genio Independent Director	Direct	Filipino	161,000	0.00%
Common	Emmanuel G. Herbosa Independent Director	Direct	Filipino	100	0.00%
Common	Baby Gerlie I. Sacro	Director	Filipino	0	0.00%
Common	Jewelyn A. Jumalon Assistant Corporate Secretary	Direct	Filipino	0	0.00%
Common	Katrina Marie Co-Go Treasurer	Direct	Filipino	1,200,026	0.04%
Common	John Marson T. Hao Investor Relations Officer and Sustainability Officer	Direct	Filipino	0	0.00%
Common	Antonio G. Delos Santos VP for Operations	Direct	Filipino	0	0.00%
Common	Joseph U. Sy VP for Operations	Direct	Filipino	0	0.00%
Common	Renato T. Bechayda VP for Operations	Direct	Filipino	0	0.00%
Common	Edison Anggala VP for Operations	Direct	Filipino	0	0.00%
Common	Maricel R. Cambe VP for Financial A	Direct	Filipino	0	0.00%
Common	Kenneth Tiu Senior Finance Officer	Direct	Filipino	10,000	0.00%
Common	Emelda T. Bechayda VP for Treasury	Direct	Filipino	0	0.00%
Common	Elvira D. Gutierrez VP for Human Resources	Direct	Filipino	0	0.00%
Common	Edgar Tacorda Internal Auditor and Risk Officer	Direct	Filipino	0	0.00%
Common	Levi B. Labra Board Advisor	Direct	Filipino	0	0.00%
Common	Rossel M. Rivera Data Protection Officer	Direct	Filipino	0	0.00%

3. Mr. and Mrs. Lucio and Susan Co do not have any voting trust agreement for their ownership of more than 5% of the stock of the Company.

4. There has been no change in the control of the Company in the last fiscal period.

5. Foreign ownership level as of March 31, 2025:

   532,761,486 common shares or 18.50% of the outstanding capital stock

Item 5. Directors and Executive Officers

(a) Presented below are the business profiles of the Company's Directors and Executive Officers. Except for Mr. Leonardo B. Dayao, the incumbent directors are also the nominees for the election of regular and independent directors. Mr. Anthony G. Sy is a new nominee for the election of regular directors.

(i) Directors

The following are the nominees for the election of regular directors:

a. Mr. Lucio L. Co
b. Ms. Susan P. Co
c. Mr. Ferdinand Vincent P. Co
d. Ms. Pamela Justine P. Co – Yuyitung
e. Mr. Anthony G. Sy
f. Mr. Jack E. Huang

The following are the nominees for the election of independent directors:

a. Mr. Jaime S. Dela Rosa
b. Mr. Gil B. Genio
c. Mr. Emmanuel G. Herbosa

The business profile of the foregoing nominees for election of directors of the Company are as follows:

A. <u>Nominees for Election of Directors:</u>

Susan P. Co, Filipino, 67 years old

Mrs. Co initially served as the Vice-Chairman of the Company from 1998 until her election as Chairman in 2023. She is also the Vice-Chairman of Cosco Capital, Inc., and a member of the Board of Directors of the Philippine Bank of Communications (PBCOM), which are both PSE-listed companies

Concurrently, she holds the following positions in other companies: Chairman and President of Cosco Price, Inc., Chairman of Kareila Management Corporation, Tower 6789 Corporation, President of Makabayan Holdings Incorporated, and Director of Bellagio Holdings, Inc., Blue Ocean Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., KMC Realty Corp., Meritus Prime Distributions, Inc., Montosco, Inc., NE Pacific Shopping Centers Corporation, PG Holdings, Inc., Patagonia Holdings Corp., PPCI Subic, Inc., Premier Wine and Spirits, Inc., Puregold Duty Free (Subic), Inc., Puregold Duty Free, Inc., Puregold Properties, Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., S&R Pizza (Harbor Point), Inc., S&R Pizza, Inc., Blue Origin Holdings Incorporated, Illido Management Corporation, Union Energy Corporation, and Union Equities, Inc.

Mrs. Co earned her Bachelor of Science degree in Commerce from the University of Santo Tomas.

Lucio L. Co, Filipino, 70 years old

Mr. Co was the elected as the Company's Chairman of the Board from 1998 to 2022. He is presently the Chairman of Cosco Capital, Inc., and The Keepers Holdings, Inc., and a member of the Board of Directors of Philippine Bank of Communications, which are all PSE-listed companies.

In addition, he is the Chairman and President of the following companies: Bellagio Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., Invescap Incorporated, Puregold Duty Free, Inc., and Puregold Properties, Inc. He is also the Chairman of Alcorn Petroleum and Minerals Corporation, Entenso Equities, Inc., NE Pacific Shopping Centers Corporation, PG Holdings, Inc., Pajusco Holdings Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., Makabayan Holdings Incorporated, Union Energy Corporation, and Union Equities, Inc.

He is also a member of the Board of Directors of these companies: Bacolod Real Estate Development Corporation, Catuiran Hydropower Corporation, Cleangreen Energy Corporation, Forbes Corporation, Grass Gold Renewable Energy (G2REC) Corporation, Karayan Hydropower Corporation, Kareila Management Corporation, LCCK & Sons Realty Corporation, Meritus Prime Distributions, Inc., Montosco, Inc., League One Finance and Leasing Corporation, Pamana Water Corporation, Tower 6789 Corporation, Illido Management Corporation, KMC Realty Corporation, Negros Water Company, Patagonia Holdings Corp., PPCI Subic, Inc., S&R Pizza Harbor Point, Inc., S&R Pizza, Inc., and VS Gripal Power Corporation. He is a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc.

Mr. Co has been an entrepreneur for the past 50 years.

Ferdinand Vincent P. Co, Filipino, 43 years old

Mr. Ferdinand Vincent Co has been serving as President of the Company since 2015.

He is also the elected Chairman and President of Alerce Holdings Corp., Blue Ocean Foods, Inc., Forbes Corporation, Invesco Company, Inc., KMC Realty Corporation, League One, Inc., PPCI Subic Inc., Patagonia Holdings Corp., Purepadala, Inc., and VFC Land Resources, Inc., Filmore Holdings Incorporated, Illido Management Corporation, Azora Holdings Incorporated, SPC Resources Inc.; Chairman of Pinehurst Creek Holdings Corporation, South Coast Automotive Group, Inc. and Pure Commerce, Inc.; President of Ayagold Retailers, Inc., Entenso Equities, Inc., Union Equities, Inc., Aracena Holdings Corporation, Blue Origin Holdings Incorporated, Imperium Holdings, Inc.; and Director of Bellagio Holdings, Inc., Blue Ocean Holdings, Inc., Canaria Holdings Corporation, Cosco Price, Inc., Ellimac Prime Holdings, Inc., Fertuna Holdings Corp., Meritus Prime Distributions, Inc., P.G. Holdings, Inc., Premier Wine and Spirits, Inc., PSMT Philippines, Inc., Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Properties, Inc., Puregold Realty Leasing & Management, Inc., San Jose City Power Corp., Tower 6789 Corporation, Cassina Creek Holdings Corporation, Makabayan Holdings Incorporated, Maxent Investment, Inc. and Union Energy Corporation.

Mr. Ferdinand Vincent Co earned his Bachelor of Science degree in Entrepreneurial Management from the University of Asia and the Pacific in 2003.

Pamela Justine P. Co – Yuyitung , Filipino, 40 years old

Ms. Pamela Justine Co is the Executive Director of the Company since 2015.

She is also the President of Pinehurst Creek Holdings Corporation and Aracena Holdings Corporation; and Director of Alerce Holdings Corp., Bellagio Holdings, Inc., Blue Ocean Foods, Inc., Blue Ocean Holdings, Inc., Cosco Price, Inc., Ellimac Prime Holdings, Inc., Fertuna Holdings Corp., Forbes Corporation, Invesco Company, Inc., Kareila Management Corporation, KMC Realty Corporation, League One, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., P.G. Holdings, Inc., Patagonia Distributions, Inc., Patagonia Holdings Corp., Premier Wine and Spirits, Inc., PSMT Philippines, Inc., Puregold Duty-Free (Subic), Inc., Puregold Properties, Inc., S&R Pizza (Harbor Point), Inc., S&R Pizza, Inc., Union Energy Corporation, Union Equities, Inc., SPC Resources, Inc., Union Energy Corporation, Union Equities, Inc., SPC Resources, Inc., Azora Holdings Incorporated, Cassina Creek Holdings Corporation, Fillmore Holdings Incorporated, Illido Management Corporation, Imperium Holdings, Inc., Kalayaan Lakeview Corp., Makabayan Holdings Incorporated, Maxent Investment, Inc., and VFC Land Resources, Inc.

She is also one of the executive officers in Kareila Management Corporation (S&R) concentrating on merchandising.

She graduated from Thames International School in 2006 with a Bachelor of Science Degree in Entrepreneurship

Jack E. Huang, Filipino, 71 years old

Mr. Huang has been a member of the Board of Directors of the Company since 2017.

Mr. Huang is also the Vice-President of Abacus Capital and Investment Corp., a Director of Cebu Business Continuous Forms and Richmedia Network, Inc., and a member of the Board of Trustees of Sacred Heart School (Ateneo de Cebu).

Mr. Huang also serves as a Director of Philippine Bank of Communication, a PSE-Listed Company.

Mr. Huang graduated with a degree of Bachelor of Arts, major in Economics, from the Ateneo de Manila University in 1975.

Anthony G. Sy, Filipino, 64 years old

Mr. Sy is one of the Company's nominees as Directors for the year 2025-2026.

Mr. Sy is also the incumbent President of Kareila Management Corporation. He joined the Company in 2006. Before joining the Company, Mr. Sy worked as President of the Visual Merchandising Center from 1986 to 2006. He graduated from Ateneo De Manila University with a Bachelor of Science in Management Engineering degree in 1982.

Jaime S. Dela Rosa[1], Filipino, 80 years old

Mr. Dela Rosa has been one of the Company's Independent Directors since 2017. He is also presently an Independent Director of Kareila Management Corporation.

Before joining the company, Mr. Dela Rosa served as a Director of Alcorn Gold Resources

[1] A redacted copy of Mr. Jaime S. Dela Rosa's Certification of Independent Director is hereto attached as **ANNEX "C"**

Corporation, PNCC-Skyway Corporation of the Philippines, and Development Bank of the Philippines. He was the former President of Portman Mining Philippines, Cabaluan Chromite Corp., and Food Terminal, Inc. He also worked as Head of Ayala Investment and Development Corporation and Philsec Investment Corporation for Visayas and Mindanao and Assistant Vice-President for Citibank.

He graduated from the Far Eastern University in 1964 with a degree of Bachelor of Science, major in Accounting. He completed a program on Global Financial System, Structures, Crises, and Reform from the Harvard University–John F. Kennedy School of Government, where he became a recipient of an "Outstanding Alumnus Award" for Government Service

Mr. Dela Rosa is a member of Alabang Country Club, Inc. and the Free Masonry

Gil B. Genio[2], Filipino, 65 years old

Mr. Genio was elected as an Independent Director of Puregold Price Club in May 2023. He is also an Independent Director of GT Capital Holdings. Mr. Genio had worked as an executive for Globe Telecom and Ayala Corporation for a combined 24 years. He was Globe Telecom's Chief Technology and Information Officer (CTIO) from November 2015 to April 2021, as well as its Chief Strategy Officer (CSO) from 2011 to April 2021. As CTIO, Mr. Genio led all functions related to product development and management, network, information technology, and information security. He drove the overall vision, development and execution of architecture and strategies, proactively responding to business and market demands. In addition, Mr. Genio's CTIO responsibilities included the enterprise data analytics function and enterprise fraud risk management. As CSO, Mr. Genio led overall corporate strategy and business development efforts.

He also performed other legal entity functions for Globe such as CEO of Globe Capital Venture Holdings, and Director at its strategic joint ventures, Global Telehealth, Inc., BellTel, ETPI, and others. He also became COO of Bayan Telecommunications (Bayantel) and Isla Communications (Islacom) as they were acquired, and before they were integrated into Globe.

His executive roles in Globe prior to his CTIO appointment included: COO for Business and International Markets (2010-2015), Group Head for Business Customers (2003-2010), Head of Carrier Services (2002-2010), Group Head for the Residential and Business Fixed Network Group (2000-2003), and Chief Financial Officer (1997-2000). Mr. Genio was hired by Ayala Corporation in 1997 and was seconded to Globe Telecom. He retired from Ayala Corporation in 2018 and became a direct employee of Globe, finally retiring at the end of 2021.

Before joining Ayala in 1997, Mr. Genio had spent more than 12 years with Citibank in the Philippines, Singapore, Japan, Hong Kong, and New York, with stints in financial control, risk management, product development, treasury audit, corporate audit and market risk review.

Mr. Genio was an Independent Director at Insular Life Assurance Company from May 2018 to March 2022. He is a Fellow member of the Institute of Corporate Directors (ICD), and is a member of the Board of Governors of the Management Association of the Philippines (MAP). He has also served a variety of industry associations. His past affiliations include: Vice Chairman (2012-2014) then Chairman (2014-2016) of the GSM Association Asia Pacific (GSMA AP); member (2012-2014) of the Advisory Board for Mobile World Capital Barcelona; member of the Board of Trustees of the IT and Business Process Association of the Philippines or iBPAP (2011-2013 and 2015-2016). He also served in the Advisory Boards of Globe's technology partners Amdocs and Cloudera.

Mr. Genio obtained a Master's degree in Business Management, With Distinction, from the Asian Institute of Management in 1986. He earned his Bachelor of Science degree in Physics, Magna Cum

[2] A redacted copy of Mr. Gil B. Genio's Certification of Independent Director is hereto attached as **ANNEX "D"**

Laude, from the University of the Philippines in 1980.

Emmanuel G. Herbosa[3], Filipino, 71 years old

Mr. Herbosa is one of the Company's independent Directors since May 2023.

He also served as the President and CEO of the Development Bank of the Philippines from March 2019 to January 2023, the Philippine Export-Import Credit Agency from June 2018 to February 2019, Executive Vice-President of the Bank of Commerce from January 2014 to December 2017, and Senior Vice-President of the Bank of the Philippine Islands from January 2008 to April 2013.

Mr. Herbosa graduated from Dela Salle University with a degree of Bachelor of Science in Industrial Management Engineering in 1975 and obtained a degree in Master's in Business Administration from Wharton, University of Pennsylvania in 1979.

B. Board Advisor:

Levi B. Labra, Filipino, 66 years old

Mr. Labra has served as Board Advisor of the Company since 2017. He also currently serves as Director of Cosco Capital, Inc. and Philippine Bank of Communication, both Publicly-Listed Companies, and Hope Philippines, Inc. Before joining the company, Mr. Labra worked at Procter & Gamble for 35 years. He was the Sales Head and a member of the management committee of Procter and Gamble for 20 years. He was Regional Sales Manager for three years building sales organization and systems for India, Indonesia, Malaysia, Singapore, South Korea, and Thailand. He graduated with honors, *Cum Laude*, from the University of San Carlos in 1978 with a degree of Bachelor of Science, major in Business Administration.

C. Key Officers:

Katrina Marie P. Co – Go , Filipino, 33 years old

Ms. Katrina Co was elected as Company's Treasurer on May 2024. She is concurrently the Director of Alerce Holdings Corp., CHMI Hotels and Residences, Inc., Fertuna Holdings Corp., Invesco Company, Inc., KMC Realty Corporation, League One, Inc., League One Finance and Leasing Corporation, Nation Realty, Inc., Premier Wine and Spirits, Inc., SPC Resources, Inc., Union Equities, Inc. and VFC Land Resources, Inc.

She graduated from De La Salle University – Manila with a B.S.C Major in Advertising Management in 2012.

Baby Gerlie I. Sacro, Filipino, 46 years old

Ms. Sacro has been the Corporate Secretary of the Company since 2000. She is a graduate of the Polytechnic University of the Philippines with a degree of Bachelor of Science in Entrepreneurial Management. Before joining the Company, she worked as a Compensation and Benefits employee at Plaza Fair, Inc.

Atty. Jewelyn A. Jumalon, Filipino, 30 years old

Atty. Jumalon was appointed as the Corporation's Assistant Corporate Secretary and Compliance

[3] A redacted copy of Mr. Emmanuel G. Herbosa's Certification of Independent Director is hereto attached as **ANNEX "E"**

Officer in May 2024. She obtained her Bachelor's Degree in Business Administration major in Human Resource Development Management from University of Sto. Tomas, España, Manila in 2015. In 2020, she received her Juris Doctor degree from the same university. She took the joint 2020/2021 Bar Examinations and was admitted to the Philippine Bar in 2022. Atty. Jumalon started her legal career as a litigation lawyer at Divinagracia Solis and Associates Law Offices, handling array of criminal, civil, labor, and administrative cases. Prior her appointment as the Corporation's Assistant Corporate Secretary and Compliance Officer, she served as Junior Lawyer of Cosco Capital, Inc.

Edgar T. Tacorda, Filipino, 48 years old

Mr. Tacorda is the Company's Internal Auditor since November 2022 and was appointed as Risk Officer in July 2024. He started his career in the Company as an Auditor Staff in 2007 and became Senior Audit Manager in 2017. He graduated from Catanduanes State Colleges with a degree of Bachelor of Science major in Accountancy in 1998. He is a Certified Public Accountant.

Antonio E. Delos Santos, Filipino, 52 years old

Mr. Delos Santos is one of the Vice-Presidents for Operations of the Company. He joined the Company in 2012. He used to be the National Sales Manager of Colgate Palmolive Philippines Inc. from 2005 to 2012. He graduated from the Ateneo De Manila University with a Bachelor of Arts in Economics degree in 1993.

Joseph U. Sy, Filipino, 61 years old

Mr. Sy is one of the Vice-Presidents for Operations of the Company. He is one of the pioneer employees in the Company. He was the first store manager in the Company's first branch in Mandaluyong City. Because of his long retail experience, Mr. Sy manages the big store of Puregold in Metro Manila and the operation of three Merkado stores. He graduated from the Philippine School of Business Administration with a Bachelor of Science degree, major in Accountancy in 1983. Mr. Sy is a Certified Public Accountant.

Renato T. Bechayda, Filipino, 57 years old

Mr. Bechayda is one of the Vice-Presidents for Operations of the Company. He started in the Company as Store Manager in 1999 and was promoted to Regional Manager in 2013, and Vice-President for Operations in 2022. He graduated from International Electronics and Technical Institute with a Bachelor of Science degree, major in Computer Management, in 1992.

Edison T. Anggala, Filipino, 49 years old

Mr. Anggala is one of the Vice Presidents for Operations of the Company having been appointed in February 2025. Prior to his appointment, he served as a Regional Manager of the Company from 2012. Mr. Anggala began his career in the Company as an Internal Auditor in 2001. He was then appointed as Store Manager in 2002, and subsequently as Area Manager in 2008 until 2012. He also worked as an Internal Auditor for Fortune Tobacco from 1998 to 2001.

Mr. Anggala is a graduate of University of Sto. Tomas with a degree of Bachelor of Science in Industrial Engineering.

Elvira D. Gutierrez, Filipino, 54 years old

Ms. Gutierrez is the Company's Vice-President for Human Resources. She started in the Company as Human Resource Manager in 2003 and became a Senior Human Resource Manager in 2011. She attended seminars in Company Policy on Employee Behavior, Discipline and Dismissal in 2019, Businessmen's Strategy in Coping with DO-174 in 2017, and Level Up Leadership, Developing the

Self and Leading Others in 2016. She graduated from the College of the Holy Spirit with a degree of Bachelor of Arts in Psychology, in 1991.

Maricel R. Cambe, Filipino, 51 years old

Ms. Cambe was appointed as the Company's Vice-President for Financial Accounting in July 2023. Prior to her appointment, she served as the Company's Senior Finance Manager. She worked as an accountant at Liquigaz Philippines Corporation from 2008 to 2019. She is a graduate of Canossa College, San Pablo City, with a degree of Bachelor of Science major in Accounting.

Kenneth N. Tiu, Filipino, 48 years old

Mr. Tiu was appointed as Company's Vice-President for Accounts Payable in July 2023. Prior to his appointment, he was the Company's Financial Control Manager from 2005 to 2023. He is a graduate of De La Salle University with a Bachelor of Science in Mathematics, major in Actuarial Science degree in 1995.

Emelda T. Bechayda, Filipino, 56 years old

Ms. Bechayda was appointed as Company's Vice-President for Treasury on July 2023. She has been the Company's Cash Management Officer from 2005-2023. She was a graduate of St. Paul College Manila with a Bachelor of Science in Commerce, Major in Accounting.

Gisela R. Altura, Filipino, 54 years old

Ms. Altura is the Finance Director of Kareila Management Corporation. She joined the Company in 2007. She graduated with honors, C*um Laude*, from the Polytechnic University of the Philippines with a Bachelor of Science major in Accountancy degree in 1990. Ms. Altura is a Certified Public Accountant.

Significant Employees

All employees of the Company are expected to make a significant contribution to the business' operation. The company's business is not highly dependent on the services of certain key personnel.

Family Relationships

1. Mr. Lucio L. Co and Mrs. Susan P. Co are husband and wife.
2. Mr. Ferdinand Vincent P. Co , Ms. Pamela Justine P. Co – Yuyitung, and Ms. Katrina Marie P. Co – Go are children of Mr. and Mrs. Co.

Involvement in Certain Legal Proceedings

As of December 31, 2024, and for the past five years, the Company has no director, executive officer, or principal officer who has been involved in any bankruptcy case nor convicted by final judgment of any criminal proceeding, domestic or foreign, or the subject of any order, judgment, or decree of any court of competent jurisdiction permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities or found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

For discussion of related party transactions, please refer to the 2024 Consolidated Audited Financial

Statements of the Company to be submitted with the Definitive Information Statement.

Since the last annual meeting of security holders, no director has resigned or declined to stand for re-election to the board of directors because of a disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

Item 6. Compensation of Directors and Executive Officers

The Company pays its employees a fixed monthly compensation, subject to periodic performance reviews. The board members receive per diem allowances of P100,000.00 per board meeting and P20,000.00 per committee meeting.

The total annual compensation of the President and the four most highly compensated officers amounted to PHP 32,921,667 in 2023 and PHP 33,289,953 in 2024. Please see the table below:

(A) Summary Compensation Table

Name and Position	Year	Salary	Bonus
Lucio L. Co			
Susan P. Co (Chairman)			
Ferdinand Vincent P. Co (President)			
Antonio E. Delos Santos			
Jenny L. Jacintos (Senior Merchandising Manager)			
Aggregate compensation of the President and the four most highly-compensated officers	2023:	32,921,667	
	2024:	33,289,953	
	2025 Projected:	39,525,717	
Aggregate compensation paid to all other officers and managers	2023:	180,541,097	
	2024:	212,202,780	
	2025 Projected:	253,254,594	

(B) Standard Arrangements

The Company has no standard arrangements under which the directors are compensated, directly or indirectly, for any services provided as directors except for per diem allowances.

(C) Other Arrangements

The Company has no standard arrangements under which the directors are compensated, directly or indirectly, for any services provided as directors except for per diem allowances.

(D) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

All employees, including executive and principal officers, have employment contracts with the company, which are consistent with the existing labor laws of the country. The Company has a retirement plan for its employees that is also consistent with current labor laws.

(E) Warrants and Options

None.

Item 7. Independent Public Accountants

(a) The Company's External Auditor for 2024:

Mr. Darwin P. Virocel
Partner
CPA License No. 0094495
SEC Accreditation No. 0003-SEC (Group A) valid until 2024.
Tax Identification No. 912-535-864
R.G. Manabat & Co.
The KPMG Center, 9/F 6787 Ayala Avenue, Makati City Philippines
+63 (2) 885 7000

(b) The Board recommends the same independent external auditor for 2025, upon the favorable recommendation of the Audit Committee. Mr. Darwin P. Virocel or his representatives are expected to attend the security holders' meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

(c) The independent accountant who was previously engaged as the principal accountant to audit the Company's financial statements has not resigned, and there was no indication that he declined to stand for re-election after the completion of the current audit. Neither was he dismissed by the Company.

(d) There were no changes in or disagreements with independent accountants on accounting and financial disclosure.

(e) The Company paid the independent accountant the following fees:

Puregold and Subsidiaries (including Kareila Management Corporation)	2023	2024
	P6,570,000.00	P 7,549,500.00

The amount of up to P 7,549,500 is being proposed to the stockholders as an independent accountant fee for the Company and its subsidiaries (including Kareila Management Corporation) in 2025. This amount does not include out-of-pocket expenses.

The Company did not engage the services of R.G Manabat & Co. (KPMG) in any other services in 2023 and 2024, except as mentioned above.

Item 8. Compensation Plans

No action is to be taken regarding any plan under which cash or non-cash compensation may be paid or distributed during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

No action is to be taken during the meeting with respect to the authorization or issuance of any securities other than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the registrant or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

Please refer to the Management Discussion and Analysis of Financial Position and Result of Operation and the 2024 Consolidated Audited Financial Statements of the Company to be submitted with the Definitive Information Statement.

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matter

No action involving mergers, consolidations, acquisitions, or similar transactions of the Company is to be taken during the meeting.

Item 13. Acquisition or Disposition of Property

No action is to be taken with respect to the acquisition or disposition of any property during the meeting.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the Company during the meeting.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

(a) Minutes of the 2024 Annual Stockholders' Meeting,
(b) Annual Report including the 2024 Consolidated Audited Financial Statements

Item 16. Matters Not Required to be Submitted

No action is to be taken concerning any matter that is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws, or Other Documents

The amendments of Article IV (Officers) of the Company's By-Laws will be submitted for the stockholders' approval, following the Board of Directors' approval during its regular meeting on 08 April 2025. The amendments mainly concern the insertion of a new Sec. 7 (The Chief Financial Officer). The contents of the original Sec. 7 to 13 of the Company's By-Law remain unchanged but have been renumbered consequent to the insertion of the new provision. The provisions amended will be presented to the stockholders for their approval, to wit:

From:	To:
Section 7. Term of Office – The terms of all officers shall be one (1) year and until their successors are duly elected and qualified.	**Section 7.** The Chief Financial Officer – The Chief Financial Officer shall perform the following duties: g) Develop the corporation's financial plans which includes overseeing the creation and execution of the corporation's financial strategy such as financial planning and budgeting; h) Ensure that the corporation's financial statements are accurate, timely, and comply with the applicable regulatory standards; i) Regularly report financial performance to the board of directors and to the audit committee; j) Ensure that the corporation has enough cash flow to meet its obligations, pay employees, and invest in operations and/or expansions; k) Ensure compliance with financial and accounting regulations and standards to maintain the company's legal and ethical standing; l) Implement and oversee financial controls and systems to prevent errors, fraud, and financial mismanagement Unless a different person is appointed by the Board of Directors as Chief Financial Officer, the Vice President for Finance shall continue to act as the Chief Financial Officer in his/her usual performance of the above-stated duties and responsibilities.
Section 8. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification of for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.	**Section 8.** Term of Office – The terms of all officers shall be one (1) year and until their successors are duly elected and qualified.
Section 9. Compensation – The officers shall receive such re-numeration as the Board of Director may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.	**Section 9.** Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification of for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.
Section 10. The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following: d) Ensure that the meetings of the Board are held in accordance with the By- Laws or as the Chair may deem necessary; e) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and f) Maintain qualitative and timely lines of communication and information between the Board and management.	**Section 10.** Compensation – The officers shall receive such re-numeration as the Board of Director may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 11. Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information about the matters to be taken up in their meetings. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.	**Section 11.** The Chairman of the Board – The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following: d) Ensure that the meetings of the Board are held in accordance with the By-Laws or as the Chair may deem necessary; e) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, management and the directors; and f) Maintain qualitative and timely lines of communication and information between the Board and management.
Section 12. Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines:	**Section 12.** Adequate and Timely Information – The officers and the rest of the management should provide the Board with complete, adequate and timely information about the matters to be taken up in their meetings. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.
Section 13. Disclosure and Transparency – All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect re-numeration of members of the Board and management. All such information should be disclosed through the appropriate mechanisms and submissions to the appropriate government agencies. *(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporations.)*	**Section 13.** Accountability and Audit – The officers and the rest of the management team, under the supervision of the Audit Committee, should formulate the rules and procedures on financial reporting and internal control in accordance with the following guidelines: f) The extent of its responsibility in the preparation of the financial statements of the corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained; g) An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained; h) On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information,effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations; i) The Corporation should consistently comply with the financial reporting requirements of the Commission; j) The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Corporation, should be changed with the same frequency. The

	Internal Auditor should submit to the Audit Committee and Management an annual report on the interim audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.
	Section 14. Disclosure and Transparency – All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct or indirect re-numeration of members of the Board and management. All such information should be disclosed through the appropriate mechanisms and submissions to the appropriate government agencies. *(As amended and approved on January 14, 2011 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporations.)*

Item 18. Other Proposed Action

(a) Ratification of all the acts and resolutions of the board of directors and management from the date of the previous stockholders' meeting. The summary of material matters approved by the Board of Directors in 2024 is as follows:

Date of Meeting:	Transactions approved by the Board:
April 4, 2024	(1) Corporate Governance Committee Charter (2) Nominees for the 2024 Annual Election of Directors: Mr. Lucio L. Co, Ms. Susan P. Co, Mr. Ferdinand Vincent P. Co, Mr. Leonardo B. Dayao, Ms. Pamela Justine P. Co, Mr. Jack Huang are the nominees for regular directors in the forthcoming Annual Stockholders' Meeting and Mr. Jaime S. Dela Rosa, Mr. Gil B. Genio and Mr. Emmanuel G. Herbosa are the nominees for the election of independent directors. (3) Details of the Company's 2024 Annual Stockholders Meeting: Date; May 14, 2024 Time: 10:00 AM Manner: Virtual Meeting Record Date: April 22, 2024

	Agenda: a. Call to Order b. Approval of the minutes of the Previous Meeting c. Ratification of Previous Acts and Resolutions of the Board of Directors d. Annual Report and Audited Financial Statements e. Election of Directors f. Appointment of an External Auditor and Fixing Remuneration g. Other Matters (4) Adjournment
May 7, 2024	(1) Financial Report for the 1st Quarter of CY 2024
May 14, 2024	(1) Declaration of cash dividend: Regular Cash Dividend: P0.90 per share Declaration Date: May 14, 2024 Record Date: May 29, 2024 Payment Date: June 21, 2024 Total Pay-Out: P2.59 billion 2023 Year Net Income: P8.6 billion Pay-Out Ratio: 30% Dividend Yield: 3.7% (2) Result of Annual Stockholders Meeting: a. Approval of the Minutes of the previous meeting and ratification of acts and resolutions of the Board of Directors and Management in 2023 b. Approval of the 2023 Annual Report and Audited Financial Statements c. Re-Appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with up to P10.5 million fees. d. Election of Ms. Susan P. Co, Mr. Lucio L. Co, Mr. Ferdinand Vincent P. Co, Ms. Pamela Justine P. Co-Yuyitung, Mr. Leonardo B. Dayao, Mr. Jack T. Huang as regular directors e. Election of Mr. Jaime S. Dela Rosa, Mr. Gil B. Genio and Mr. Emmanuel G. Herbosa. as independent directors. (3) Result of Organizational Meeting: Approval of the appointment of the following officers for the year 2024-2025: Chairman of the Board: Ms. Susan P. Co President: Mr. Ferdinand Vincen P. Co Treasurer: Ms. Katrina Marie P. Co-Go Corporate Secretary: Ms. Baby Gerlie I. Sacro Asst. Corporate Secretary & Compliance Officer: Ms. Jewelyn A. Jumalon Lead Independent Director: Mr. Jaime S. Dela Rosa Board Consultant: Mr. Levi B. Labra Investor Relations Officer & Sustainability Officer: Mr. John Marson T. Hao Vice-President for Administration: Ms. Denise Maria Carolino

	Vice-President for Operations: Mr. Antonio Delos Santos Vice-President for Operations: Mr. Joseph Sy Vice-President for Operations: Mr. Renato T. Bechayda Vice-President for Financial Accounting: Ms. Maricel Cambe Vice-President for Accounts Payable: Mr. Kenneth N. Tiu Vice-President for Treasury: Ms. Emelda Bechayda Vice-President for Human Resources: Ms. Elvira Gutierrez Internal Auditor (Puregold): Edgar Tacorda Internal Auditor (S&R): John Noblezada Committee Member Executive Committee: Chairman – Ms. Susan P. Co Members – Mr. Lucio L. Co, Mr. Ferdinand Vincent P. Co, Ms. Pamela Justine P. Co-Yuyitung, and Mr. Leonardo Dayao Audit Committee: Chairman – Mr. Jaime Dela Rosa Members – Mr. Gil Genio, Mr. Emmanuel Herbosa, Mr. Leonardo Dayao and Ms. Pamela Justine Co-Yuyitung Corporate Governance Committee: Chairman – Mr. Emmanuel Herbosa Members – Mr. Gil Genio, Mr. Jaime Dela Rosa, Mr. Leonardo Dayao and Ms. Susan Co
July 25, 2024	(1) Appointment of Ms. Rosell Rivera as Data Protection Officer and Mr. Edgar Tacorda as Risk Officer.
August 8, 2024	(1) 2nd Quarter Financial Report for the year 2024
November 7, 2024	(1) 3rd Quarter Financial Report for the year 2024 (2) Acquisition of Puremart stores, including its leasehold improvements, furniture and fixtures, equipment and merchandise inventory from Tower 6789 Corporation with up to Php567.5 million book value, which consists of at least 120 to 130 stores located across Metro Manila, CAMANAVA, Rizal, Bulacan and South Luzon. (3) Non-Renewal of Buy Back Program

(b) Election of regular and independent directors.

On April 8, 2025, the Board of Directors, on the recommendation of the Corporate Governance Committee, approved the nomination of the following nominees for regular and independent directors. These nominations were endorsed to the stockholders for election.

Regular Directors:	*Independent Directors:*
Mr. Lucio L. Co	Mr. Jaime S. Dela Rosa
Ms. Susan P. Co	Mr. Gil B. Genio

Mr. Ferdinand Vincent P. Co
Ms. Pamela Justine P. Co - Yuyitung
Mr. Anthony G. Sy
Mr. Jack E. Huang
Mr. Emmanuel G. Herbosa

(c) Re-appointment of an external auditor and fixing its audit service fees.

R.G. Manabat & Company for Puregold and Kareila	2025
	Up to P 7,549,500.00

Item 19. Voting Procedures

(a) All actions submitted to the stockholders' vote shall be approved by the affirmative vote of at least the majority of the shares present or represented in the meeting.

(b) The stockholders may cast their votes by sending proxies, or *in absentia* by any means of remote communication. Please refer to ***Annex "A"***- Guidelines for participating in the 2025 Annual Stockholders Meeting" and ***Annex "B"*** – Voting Form. The stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the stock books of the corporation as of record date.

For the election of directors, a stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by several shares owned; or
(c) distribute them on the same principle among as many candidates as may be seen fit. Provided that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the corporation's books multiplied by the whole number of directors to be elected.

All votes of the stockholders must be submitted by email to corporate.governance@puregold.com.ph on or before May 5, 2025.

(c) The Company will engage the services of its Stock Transfer Agent, BDO Stock Transfer Agent, to count and validate the stockholders' votes.

PART II: OPERATIONAL AND FINANCIAL INFORMATION

Market for Issuer's Common and Related Stockholder Matters

(A) Shares of Stock

The Company's common stock trades on the Philippine Stock Exchange under "PGOLD." The quarterly high and low of stock prices (in Philippine Peso) for the last two fiscal years and in 2024 are stated below:

Period	2022		2023		2024	
	High	Low	High	Low	High	Low
1st Quarter	39.35	31.80	36.20	31.80	28.00	25.50
2nd Quarter	37.75	30.10	33.40	30.10	26.70	22.80
3rd Quarter	36.00	28.25	30.00	28.25	32.05	24.20
4th Quarter	35.50	26.70	29.75	26.70	34.45	29.30

As of March 31, 2025, the company's share is trading at P28.10.

(B) Stockholders

As of March 31, 2025, the Company has 43 stockholders on record, 2,904,214,086 issued shares, 2,880,137,615 outstanding capital stock, and 24,076,471 treasury shares.

The Company's top 20 stockholders as of March 31, 2025:

	Number of Shares	% to the Outstanding Shares
COSCO CAPITAL, INC.	1,410,867,188	48.580
PCD NOMINEE CORP. (NON-FILIPINO)	532,722,086	18.343
PCD NOMINEE CORP. (FILIPINO)	469,061,396	16.151
LUCIO L. CO	211,088,022	7.268
SUSAN P. CO	178,242,585	6.137
FERDINAND VINCENT P. CO	26,709,460	0.920
PAMELA JUSTINE P. CO	26,709,460	0.920
ENTENSO EQUITIES, INC.	14,551,209	0.501
CAMILLE CLARISSE P. CO	8,155,288	0.281
KATRINA MARIE CO	1,200,026	0.042
LEONARDO B. DAYAO &/OR MARCOSA B. DAYAO	917,625	0.032
EDWIN U. LIM	25,000	0.001
SHU-HAN YEH	23,300	0.001
DECAU NIU	16,100	0.001
ELVIRA M. CRUZ AND/OR BERNARDO A. CRUZ	12,000	0.000
MARY ROSE M. ONG	3,000	0.000
HENRY C. ONG ITF ENRICO LUIS M. ONG	2,000	0.000
REGINA CAPITAL DEV. CORP.	2,000	0.000
PACIFICO B. TACUB	1,600	0.000
ANTONIO B. RAMOS	1,000	0.000

Compliance with Section 49 of the Revised Corporation Code

In 2024, the Company held seven (7) board meetings; five (5) audit committee meetings; fourteen (14) executive committee meetings; and two (2) corporate governance meetings. The record of attendance of the directors is as follows:

	No. of Board Meetings Attended/Held	No. of Executive Committee Meetings Attended/Held	No. of Audit Committee Meetings Attended/Held	No. of Corporate Governance Committee Meetings Attended/Held	Total
Susan P. Co	7/7	14/14	Not a member	1/1	100%
Lucio L. Co	6/7	14/14	Not a member	0/1	90%
Ferdinand Vincent P. Co	7/7	14/14	Not a member	Not a member	100%
Leonardo B. Dayao	7/7	14/14	5/5	2/2	100%
Pamela Justine P. Co - Yuyitung	7/7	14/14	5/5	1/1	100%
Jack E. Huang	7/7	Not a member	Not a member	Not Member	100%

Jaime S. Dela Rosa (ID)	7/7	Not a member	5/5	2/2	100%
Emmanuel G. Herbosa (ID)	7/7	Not a member	3/5	2/2	86%
Gil B. Genio (ID)	7/7	Not a member	5/5	2/2	100%

Mr. Lucio L. Co and Ms. Pamela Justine P. Co – Yuyitung were members of the Corporate Governance Committee between the period of May 2023 to April 2024; during such period, only one (1) Corporate Governance Committee meeting was held.

Ms. Susan P. Co was only appointed as a member of the Corporate Governance Committee in May 2024, to serve until May 2025. During such period, only one (1) Corporate Governance Committee was held.

Item	Status of Compliance
Description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given	Please refer to the Minutes of the previous Stockholders' meeting dated 14 May 2024, which may be viewed/downloaded on the company website, www.puregold.com.ph/corporate
A record of the voting results for each agenda item	Please refer to the Minutes of the previous Stockholders' meeting dated 14 May 2024, which may be viewed/downloaded on the company website, www.puregold.com.ph/corporate
List of directors, officers, and stockholders who attended the meeting	Please refer to the Minutes of the previous Stockholders' meeting dated 14 May 2024, which may be viewed/downloaded on the company website, www.puregold.com.ph/corporate
List of material information on the current stockholders	Please refer to page ___ of the Information Statement
Directors' qualifications – training and continuing education attended not included in the disclosure	Except for the years 2020 and 2021, the directors and officers of the Company attend an annual Corporate Governance training. The most recent Corporate Governance seminar they attended was on 26 September 2024.
Directors' Attendance Report	The Board of Directors held seven (7) meetings in 2024. All directors were present in those meetings, except for Mr. Lucio L. Co who attended six (6) out of seven (7) meetings The Audit Committee held five (5) meetings in 2024. All members of the Committee attended those meetings, except for Mr. Emmanuel G. Herbosa who attended three (3) out of five (5) meetings The Corporate Governance Committee held two (2) meetings in 2024. Mr. Leonardo B. Dayao, Mr. Jaime S. Dela Rosa, Mr. Gil B. Genio, and Mr. Emmanuel G. Herbosa attended all of those meetings. As for Ms. Susan Co, she attended only one (1) meeting as she was only appointed as member of the Committee in May 2024, and only one (1) meeting was held from that period up to the end of the calendar year 2024. As for Ms. Pamela Justine Co – Yuyitung, she attended only one (1) meeting as she was a member of the Committee until April 2024 only, and only one (1) meeting was held up until the end of her term as Committee member. Lastly, as for Mr. Lucio L. Co, he was a member of the committee until April 2024, from the start of the calendar year up to the end of his term, only one (1) meeting was held which he was not able to attend.
Assessment of board performance	The Company aims to improve its good Corporate Governance practices including adopting an evaluation system for individual directors and as a group.

Directors' compensation in aggregate	Please refer to page 17 of the Information Statement
Disclosures on self-dealings and related party transactions	The Company will submit its 2024 Consolidated Audited Financial Statements with the Definite Information Statement.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information in this report is true, complete and correct. This report is signed in Manila, Philippines, on April 8, 2025.

PUREGOLD PRICE CLUB, INC.

By:

Atty. Jewelyn A. Jumalon
Assistant Corporate Secretary

ANNEX "A"

GUIDELINES FOR PARTICIPATING IN THE 2024 ANNUAL STOCKHOLDERS' MEETING OF PUREGOLD PRICE CLUB, INC. VIA REMOTE COMMUNICATION AND VOTING *IN ABSENTIA*

The 2024 Annual Stockholders' Meeting ("**ASM"**) of Puregold Price Club, Inc. (the **"Company"**) will be held on May 10, 2025, at 10 am, via online meeting.

Registration

Stockholders must notify the Assistant Corporate Secretary of their intention to participate in the ASM via remote communication and vote in absentia by no later than May 5, 2025, by sending an email to corporate.governance@puregold.com.ph and by submitting the following supporting documents/information:

- ***Individual Stockholders***

1. Copy of valid government ID of stockholder/proxy
2. Stock certificate number/s
3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (need *not* be notarized)
4. Email address and contact number of stockholder or proxy

- ***Multiple Stockholders or joint owners***

1. Stock certificate number/s
2. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
3. Copy of valid government IDs of all registered stockholders
4. Email-address and contact number of the authorized representative

- ***Corporate Stockholders***

1. Secretary's Certification of Board resolution appointing and authorizing a proxy to participate in the ASM
2. Valid government ID of the authorized representative
3. Stock certificate number/s
4. Email-address and contact number of the authorized representative

- ***Stockholders with Shares under Broker's Account***

1. Certification from the broker as to the number of shares owned by the stockholder
2. Valid government ID of stockholder
3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (*need not be notarized*)
4. Email address and contact number of stockholder or proxy

Online Voting and Meeting

The stockholders who have sent us their intention to participate in the ASM shall be notified via email of their login passwords to join the online meeting. There will be video recordings of the ASM, which a stockholder on record may avail upon request.

The stockholders can then cast their votes following these simple steps:

1. Visit our company website www.puregold.com.ph.
2. Look for the "Casting Votes in the 2025 Stockholders' Meeting" button.
3. Fill up the Voting Forms.
4. Submit your vote by clicking the "Submit" button.
5. For our verification, email the required documents under the "registration" portion at corporate.governance@puregold.com.ph
6. After our verification, you will receive an email confirmation regarding your votes from the Company.

Open Forum

There will be an Open Forum during the meeting, where representatives of the Company may answer as many questions as time allows. However, a stockholder may send their questions in advance by emailing them to corporate.governance@puregold.com.ph on or before May 6, 2025. The Company's Investor Relations Officer will answer questions received but not answered during the ASM by email.

If you have any questions or concerns, please contact the office of the Assistant Corporate Secretary at 09178612459 or via email at *corporate.governance@puregold.com.ph.*

ANNEX "B"

PUREGOLD PRICE CLUB, INC.
Annual Stockholders Meeting
May 13, 2025, www.puregold.com.ph

(__) Vote by Ballot – casting votes following the instructions in the table below.

(__) Vote by Proxy – appointing the Chairman of the meeting to represent and cast votes following the instructions in the table below.

	Agenda Item	FOR	AGAINST	ABSTAIN
1	Approval of the Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2024			
2	Approval of 2023 Annual Report and Consolidated Audited Financial Statements			
3	Re-appointment of R.G. Manabat & Company as External Auditor of the Company and subsidiaries with up to P6.5 million remuneration			
4.	Amendment of By-Laws			
5.	Election of Regular and Independent Directors			
6.	Mr. Lucio L. Co			
6.1	Ms. Susan P. Co			
6.2	Mr. Ferdinand Vincent P. Co			
6.3	Ms. Pamela Justine P. Co			
6.4	Mr. Anthony G. Sy			
6.5	Mr. Jack E. Huang			
6.6	Mr. Jaime S. Dela Rosa, *Independent Director*			
6.7	Mr. Gil B. Genio, *Independent Director*			
6.8	Mr. Emmanuel G. Herbosa, *Independent Director*			

Name of Stockholder ____________________________

Number of Shares ____________________________

Signature of Stockholder / Authorized Signatory ____________________________

1. For corporate shareholders, this form must be accompanied by a corresponding secretary's certificate confirming the appointment of the Proxy or the designated representative and the votes cast.

2. Where no specific authority is indicated, the vote shall be deemed for the approval of all the corporate matters listed above and for all the nominated directors named therein.

3. This form should be sent by e-mail to corporate.governance@puregold.com.ph on or before May 5, 2025. The company's stock transfer agent will validate the votes on May 6, 2025, at 3:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

ANNEX "C"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JAIME S. DELA ROSA**, Filipino, of legal age and a resident of [redacted], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for the position of Independent Director of **PUREGOLD PRICE CLUB, INC.** (the "Company") for the years 2025 to 2026 and have been its independent director since 2023.

2. I am affiliated with the below company or organization (including Government-Owned and Controlled Corporations).

COMPANY/ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Kareila Management Corporation	Independent Director	2022 up to the present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of the Company and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am not in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation Code of Corporate Governance and other SEC issuances.

8. I shall inform the Company's Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

Signed this 04 APR 2025 in the City of Manila, Philippines.

JAIME S. DELA ROSA
Affiant

SUBSCRIBED AND SWORN to before me this 04 APR 2025 at Manila, Philippines, affiant personally appeared before me and exhibited to me his Philippine Passport [redacted] valid until [redacted]

Doc. No. 14
Page No. 4
Book No. 16
Series of 2025.

ROXANNE G. DOMINGO-MAUR
Notary Public for the City of Manila
Commission No. 2025-086 until December 31, 2026
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 2041455 / 01-02-2025
MCLE Compliance No. VIII-0019791 / 01-15-2025
2nd Floor Tabacalera Building, 900 D. Romualdez Street,
Barangay 664-A, Zone 71, District V, Paco, Manila, 1007

ANNEX "D"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **GIL B. GENIO**, Filipino, of legal age and a resident of [redacted], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for the position of Independent Director of **PUREGOLD PRICE CLUB, INC.** (the "Company") for the years 2025 to 2026 and have been its independent director since 2023.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
GT Capital Holdings	Independent Director	May 2022 up to the present
Institute of Corporate Directors	Fellow	Feb. 2022 up to the present
Management Association of the Philippines (MAP)	Member	2015 up to the present
	Member of the Board of Governors	2025 up to 2026
Analytics and AI Association of the Philippines (AAP)	Member	2024 up to the present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.

4. I am related to the following director/officer/substantial shareholders of the Company and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Susan P. Co	Puregold Price Club, Inc.	My daughter Jill Julie Genio Liong is married to Frederick Liong, whose mother Ellen Liong is the sister of Susan P.Co

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am not in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation Code and its implementing Rules and Regulation, Code of Governance and other SEC issuances.

8. I shall inform the Company's Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

Signed this 0 4 APR 2025 in the City of Manila, Philippines.

GIL B. GENIO
Affiant

SUBSCRIBED AND SWORN to before me this 0 4 APR 2025 at Manila, Philippines, affiant personally appeared before me and exhibited to me his Philippine Passport [redacted] valid until [redacted]

Doc. No. 15
Page No. 4
Book No. 16
Series of 2025.

ROXANNE G. DOMINGO-MAUR
Notary Public for the City of Manila
Commission No. 2025-086 until December 31, 2026
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 2041455 / 01-02-2025
MCLE Compliance No. VIII-0019791 / 01-15-2025
2nd Floor Tabacalera Building, 900 D. Romualdez Street,
Barangay 664-A, Zone 71, District V, Paco, Manila, 1007

ANNEX "E"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EMMANUEL G. HERBOSA**, Filipino, of legal age and a resident of [redacted], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for the position of Independent Director of **PUREGOLD PRICE CLUB, INC.** (the "Company") for the years 2025 to 2026 and have been its independent director since 2023.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Name of Company / Organization	Position / Relationship	Period of Service
ATR Financial Advisors and Managers Inc.	Director	Dec. 2024 up to the present
Citicore Energy REIT Corp.	Independent Director	Dec. 2023 up to the present
Premiere Horizon Alliance Corp.	Chairman & Independent Director	Apr. 2023 up to the present
NLEX Corporation	Independent Director	Apr. 2024 up to the present
Ovialand, Inc.	Independent Director	May 2023 up to the present
Trinity Insurance and Reinsurance Brokers, Inc.	Director	Aug. 2017 up to the present
P & Gers Fund, Inc.	Director	2004 up to the present
De La Salle School of Boards, De La Salle Brothers Fund, Inc.	Trustee	1989 up to the present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of the Company and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am not in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation Code of Corporate Governance and other SEC issuances.

8. I shall inform the Company's Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

Signed this 04 APR 2025 in the City of Manila, Philippines.

EMMANUEL G. HERBOSA
Affiant

SUBSCRIBED AND SWORN to before me this 04 APR 2025 at Manila, Philippines, affiant personally appeared before me and exhibited to me his Philippine Passport [redacted] valid until [redacted].

Doc. No. 13
Page No. 4
Book No. 16
Series of 2025.

ROXANNE G. DOMINGO-MAUR
Notary Public for the City of Manila
Commission No. 2025-086 until December 31, 2026
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 2041455 / 01-02-2025
MCLE Compliance No. VIII-0019791 / 01-15-2025
2nd Floor Tabacalera Building, 900 D. Romualdez Street,
Barangay 664-A, Zone 71, District V, Paco, Manila, 1007

Annex "F"

CERTIFICATION

I, JEWELYN A. JUMALON, Filipino, of legal age, am the Assistant Corporate Secretary of **PUREGOLD PRICE CLUB, INC**., (the "Company"), hereby certify that none of the Company's directors and officers work for the Philippine Government as of the date hereof.

I am issuing this Certification as a requirement of the Securities and Exchange Commission for the issuance of the Company's Information Statement.

SIGNED this 7th day of April 2025, in the City of Manila, Philippines.

JEWELYN A. JUMALON
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 7th day of April 2025 in the City of Manila. Affiant exhibited to me her Integrated Bar of the Philippines with Roll of Attorneys No. 83615.

Doc. No. 20
Page No. 5
Book No. 16
Series of 2025.

ROXANNE G. DOMINGO-MAUR
Notary Public for the City of Manila
Commission No. 2025-086 until December 31, 2026
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 2041455 / 01-02-2025
MCLE Compliance No. VIII-0019791 / 01-15-2025
2nd Floor Tabacalera Building, 900 D. Romualdez Street,
Barangay 664-A, Zone 71, District V, Paco, Manila, 1007

Minutes[4] of the Annual Stockholders’ Meeting of Puregold Price Club, Inc.

Date: 14 May 2024 Time: 10:00 AM Manner: Remote Communication (Zoom)

Board of Directors
1.) Ms. Susan Co (via Zoom)
2.) Ms. Susan co
3.) Mr. Ferdinand Vincent Co
4.) Ms. Pamela Justine Co
5.) Mr. Leonardo Dayao
6.) Mr. Jack Huang
7.) Mr. Jaime Dela Rosa
8.) Mr. Emmanuel Herbosa
9.) Mr. Gil Genio

Management Present
1.) Ms. Baby Gerlie Sacro
2.) Mr. John Marson Hao
3.) Atty. Jewelyn Jumalon
4.) Ms. Denise Maria Carolino
5.) Mr. Antonio Delos Santos
6.) Mr. Joseph Sy
7.) Mr. Renato Bechayda
8.) Ms. Maricel Cambe
9.) Mr. Kenneth Tiu
10.) Ms. Emelda Bechayda
11.) Ms. Elvira Gutierrez
12.) Mr. Edgar Tacorda
13.) Mr. John Noblezada

Others Present:
1.) Representative from the External Auditor – RG Manabat and Company (KPMG)
2.) Representative from the Stock Transfer Agent – BDO Unibank, Inc. – Trust and Investments Group

Stockholders Present:
Stockholders representing 2,202,582,983 shares or 79.98% of the Corporation’s Outstanding Capital Stock have attended the Corporation’s 2024 Annual Stockholders’ Meeting

Description of the voting and vote tabulation procedures used in the meeting:

The Corporation’s stockholders of record as of 22 April 2024 voted on the matters submitted for approval as hereunder listed. The stockholders had casted their votes by filling out the Proxy form attached to the Corporation’s Information Statement which was posted on the Corporation’s website[5] starting 19 April 2024. After casting their votes, the stockholders were given until 06 May 2024 to either email their accomplished proxy forms to the official email address[6] of the Office of the Assistant Corporate Secretary or send the original hard copies thereof to the corporation’s principal address. Thereafter, the Corporation’s Stock Transfer Agent, in collaboration with the Assistant Corporate Secretary, validated the votes received and reproduced the same in a tabulated format.

A. *Call to Order and Proof of Notice and Quorum:*

The meeting began with a warm welcome from the Chairman of the Board of Directors, Ms. Susan Co. Thereafter, Ms. Susan Co asked the Assistant Corporate Secretary if Notice of the Annual Stockholders’ Meeting was distributed to the Stockholders, in compliance with the provisions of the Revised Corporation Code, and other pertinent issuances from the Securities and Exchange Commission (“SEC”), and if there was quorum for today’s meeting.

[4] The Minutes for the 2024 Annual Stockholders’ Meeting of Puregold Price Club, Inc. shall be submitted for the stockholders’ approval on the next Annual Stockholders’ Meeting scheduled on the following year (2025).
[5] www.puregold.com.ph
[6] corporate.governance@puregold.com.ph

The Assistant Corporate Secretary responded in the affirmative, she certified the presence of quorum for today's meeting and informed that the Stockholders, as of record date 22 April 2024, have been provided with the required Notice of the Annual Stockholders' Meeting.

The Assistant Corporate Secretary likewise stated that the same Notice, together with the Corporation's Information Statement were submitted to the Securities and Exchange Commission and the Philippine

Stock Exchange, through its EDGE submission tool, where it was approved as a "Company Announcement" on 19 April 2024.

Finally, the Assistant Corporate Secretary informed everyone that the Notice of the Annual Stockholders' Meeting was also posted on the Corporation's official website starting 19 April 2024, and was also published, both in physical paper and on the online platforms of Philippine Daily Inquirer and Philippine Star on 19 and 20 April 2024.

For the discussions on quorum, the Assistant Corporate Secretary informed that stockholders owning a total of 2,303,582,983 shares, representing at least 79.98% of the capital stock were present in the meeting in person and via video/audio conferencing. Hence, certifying the presence of quorum to validly proceed with the meeting.

She mentioned that the Board Members, who at the same time were nominees for reelection, together with the executive officers of the Corporation, and representatives from External Auditor R.G. Manabat & Co., and stock transfer agent, BDO Unibank, Inc. were also present in the meeting.

B. Approval of the Minutes and Ratification of all acts of the Board of Directors and Management

After establishing the presence of quorum, Chairman, Ms. Susan Co immediately proceeded to the first item on the meeting's Agenda – the approval of the minutes of the previous stockholders' meeting and ratification of all acts of the board ng officers of the Corporation since the last Annual Stockholders' Meeting held on 09 May 2023.

Since the minutes of the previous Annual Stockholders' Meeting and the material Resolutions of the Board in 2023 were made available on the Corporation's website and in the Information Statements, the reading of the same was dispensed with

Thereafter, a motion was made to approve the minutes of the previous Annual Stockholders' meeting, and to approve, confirm, and ratify all acts, proceedings, contracts, or deeds performed, and entered into, or executed by the Corporation's Board of Directors, officers, as if such acts, proceedings, contracts, or deeds had been performed, entered into, or executed with specific and special authorization of the stockholders in a meeting duly convened and held.

There being no objections raised by the Stockholders, the motion was duly seconded and effectively carried out.

Thereafter, Ms. Susan Co called upon the Assistant Corporate Secretary to present the voting results for this item on the Agenda, for which she presented the following results:

	In favor	Against	Abstain
Approval of the Minutes and Ratification of all acts of the Board of Directors and Management	2,303,582,983 (100%)	0	0

C. Approval of the 2023 Annual Report and Audited Financial Statements

Moving forward to the next item on the Agenda, Mr. Antonio Delos Santos, Vice President for Operations presented the Corporation's Annual Report and Consolidated Audited Financial Statements as of 31 December 2023.

After the presentation, Ms. Susan Co asked the Stockholders if they had any questions or objections to the Annual Report and Consolidated Audited Financial Statements as discussed. No questions or objections were raised. Therefore, a motion to approve the Corporation's Annual Report and Consolidated Audited Financial Statements was made and which was subsequently seconded.

Consequently, upon request by Ms. Susan Co, the Assistant Corporate Secretary presented the voting results on the agenda at hand, to wit:

	In favor	Against	Abstain
Approval of the 2023 Annual Report and Audited Financial Statements	2,298,314,283 (99.77%)	0	0

D. *Election of Directors*

Ms. Susan Co then proceeded to the next item on the agenda – the election of the members of the Board of Directors for the year 2024-2025. For starters, she informed everyone that the Corporate Governance Committee pre-screened the qualifications of all nominees and prepared a final list of all candidates for directorship, which was disclosed to all stockholders through the Information Statements released to the public.

After which, the Assistant Corporate Secretary began to announce the candidates for the election of the regular and independent members of the Board of Directors for the year 2024-2025, which included the following:

For Regular Directors:

1. Mr. Lucio Co
2. Ms. Susan Co
3. Mr. Ferdinand Vincent Co
4. Mr. Leonardo Dayao
5. Ms. Pamela Justine Co - Yuyitung
6. Mr. Jack Huang

For Independent Directors:

1. Mr. Jaime Dela Rosa
2. Mr. Gil Genio
3. Mr. Emmanuel Herbosa

Acting on Ms. Susan Co's request to present the voting results for the said election, the Assistant Corporate Secretary presented the following:

	In favor	Against	Abstain
Election of Lucio Co	2,167,543,662 (94.06%)	126,092,421	9,946,900
Election of Susan Co	2,089,450,380 (90.70%)	204,185,703	9,946,900
Election of Ferdinand Vincent Co	2,209,815,603 (95.93%)	83,820,480	9,946,900
Election of Pamela Justine Co - Yuyitung	2,122,204,003 (92.13%)	171,432,080	9,946,900
Election of Leonardo Dayao	2,075,641,240 (90.10%)	217,994,843	9,946,900
Election of Jack Huang	2,221,979,783 (96.46%)	71,656,300	9,946,900
Election of Jaime Dela Rosa	2,259,836,283 (98.10%)	33,799,800	9,946,900
Election of Gil Genio	2,292,675,083 (99.53%)	961,000	9,946,900
Election of Emmanuel Herbosa	2,284,531,883 (99.17%)	9,104,200	9,946,900

After the presentation of the voting results, Ms. Susan Co thereby declared herself, together with Mr. Lucio Co, Mr. Ferdinand Vincent Co, Ms. Pamela Justine Co – Yuyitung, Mr. Leonardo Dayao, and Mr. Jack Huang as the regular directors of Puregold Price Club, Inc. for the year 2024 – 2025.

He also declared Mr. Gil Genio and Mr. Emmanuel Herbosa. as the Corporation's independent directors for the year 2024 – 2025.

E. Re-appointment of External Auditor

After the elections of the Corporation's regular and independent directors, Ms. Susan Co then proceeded into the next item on the Agenda – the re-appointment of R.G. Manabat & Company (KPMG) as the Corporation's and its subsidiaries' external auditor for the year 2024. The re-appointment comes with an auditor's fee of up to PHP 6.5 million

Thereafter, a motion was made for the approval of the re-appointment of R.G. Manabat & Company (KPMG) as the Corporation's and its subsidiaries' external auditor for the year 2024, which was duly seconded.

Before the motion and its secondment was acted upon, Ms. Susan Co asked the stockholders if they have any questions on the re-appointment or objections to the motion made. Ms. Susan Co received no question or objection from the stockholders, hence, the motion as presented and seconded was effectively carried.

Consequently, Ms. Susan Co asked the Assistant Corporate Secretary to present the voting results for this item on the Agenda. Atty. Jose then presented the following results:

	In favor	Against	Abstain
Reappointment of RG Manabat and Company (KPMG) as External Auditor of the Corporation and its subsidiaries with up to PHP 1.2 million auditor's fees	2,244,799,541 (97.45%)	58,783,442	0

F. Other Matters

Ms. Susan Co asked the stockholders present in the meeting if they had any questions for the board or the management, or if they had any matters intended to bring up or discuss during the meeting. None of the stockholders raised any question or brought up any matters for discussion with the board or the management.

G. Adjournment

There being no other matters or business to transact, a motion for the adjournment of the meeting was made and which was duly seconded. There being no objection to the motion and to its secondment, the meeting was adjourned.

The meeting concluded with Ms. Susan Co's manifestation of gratitude to the stockholders, the board, and the management who participated in the 2024 Annual Stockholders' Meeting.

Prepared and certified true and correct by:

[sgd.]
Atty. Jewelyn A. Jumalon
Assistant Corporate Secretary

Approved by:

[sgd.]
Ms. Susan P. Co
Chairman of the Board