

# COVER SHEET

SEC Registration Number

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**COMPANY NAME**

C	E	L	E	B	R	I	T	Y	S	P	O	R	T	S	P	L	A	Z	A	,	I	N	C	.	(	A	-
N	o	t	-	F	o	r	-	P	r	o	f	i	t	C	o	r	p	o	r	a	t	i	o	n	)		

**PRINCIPAL OFFICE** (No. / Street / Barangay / City / Town / Province)

C	A	P	I	T	O	L	H	I	L	L	S	D	R	I	V	E	,	D	I	L	I	M	A	N	,		
Q	U	E	Z	O	N	C	I	T	Y																		

Form Type

2	0	I	S
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Department requiring the report

C	G	F	D
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Secondary License Type, If Applicable

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**COMPANY INFORMATION**

Company's Email Address

N/A
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Company's Telephone Number

(02) 8951-3333
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Mobile Number

N/A
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No. of Stockholders

2,383
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Annual Meeting (Month / Day)

Reset to July 24, 2023
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Fiscal Year (Month / Day)

DECEMBER 31
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**CONTACT PERSON INFORMATION**

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Cynthia M. Falceso
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Email Address

cmfalceso.cspi@yahoo.com
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Telephone Number/s

(02) 8951-3333 Loc. 163
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Mobile Number

0920-918-2152
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**CONTACT PERSON'S ADDRESS**

Capitol Hills Drive, Diliman, Quezon City
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**NOTE 1 :** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2 :** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter CELEBRITY SPORTS PLAZA, INC.
3. Metro Manila, Philippines  
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number 74340
5. BIR Tax Identification Code 000677390000
6. Old Balara, Capitol Hills, Quezon City 1119  
 Address of principal office Postal Code
7. Registrant's telephone number, including area code (02) 8951-3333
8. 24 July 2023, 10:00 a.m., The Icon Grand Ballroom, 2/F, Celebrity Sports Plaza, Inc.  
Old Balara, Capitol Hills, Quezon City  
 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  
July 03, 2023
10. *In case of Proxy Solicitations:*  
*Name of Registrant Filing the Statement/Solicitor* : Celebrity Sports Plaza, Inc.  
*Address and Telephone No.* : Old Balara, Capitol Hills, Quezon City / (02) 8951-3333
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class              | Number of Authorized Shares | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|----------------------------------|-----------------------------|---|
| <u>Individual or Corporate A</u> | <u>3,000</u>                | <u>3,000</u>  |
| <u>Corporate B</u>               | <u>100</u>                  | <u>100</u>  |
| <u>Corporate C</u>               | <u>400</u>                  | <u>400</u>  |
| <u>Corporate D</u>               | <u>250</u>                  | <u>159</u>  |
| <u>Total</u>                     | <u>3,750</u>                | <u>3,659</u>  |
12. Are any or all of registrant's securities listed in a Stock Exchange?  
 Yes \_\_\_\_\_ No  \_\_\_\_\_  
 If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
N/A

**PART I.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

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

(a) The date, time and place of the annual general meeting of security holders are as follows:

Date : 24 July 2023  
Time : 10:00 a.m.  
Place : The Icon Grand Ballroom, 2/F, Celebrity Sports Plaza  
Old Balara, Capitol Hills, Quezon City 1119

The complete mailing address of the principal office of the registrant, or Celebrity Sports Plaza, Inc. (the "Company"), is as follows:

Celebrity Sports Plaza  
Old Balara, Capitol Hills, Quezon City

(b) The approximate date on which copies of the Information Statement, including proxy form and other solicitation materials, are first to be sent or given to security holders, is on 03 July 2023.

**Item 2. Dissenters' Right of Appraisal**

There are no dissenting rights under the Corporation Code or the Articles of Incorporation and By-Laws of the Company for the matters to be presented for approval at the annual general meeting of the stockholders.

Section 80, Title X of the Revised Corporation Code grants to stockholders appraisal rights in the following instances: (a) in case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence, (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code, (c) in case of merger or consolidation, and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

For stockholders to claim the appraisal right, they must have explicitly voted against any of the said proposed transactions.

No proposal will be presented for the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the property of the corporation or for merger or consolidation.

While proposed amendments to the Articles of Incorporation will be presented to the stockholders for approval at the annual general meeting (as discussed in Item 17), none of the proposed amendments have the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence. Hence, a stockholder will not be entitled to a right of appraisal even if he votes against any or all of the proposed amendments.

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

- (a) No director or officer of the Company, or any of their associates, at any time since the beginning of the last fiscal year, has any substantial interest, direct or indirect, by security holdings or otherwise, in the matters to be acted upon in the annual general meeting.
- (b) None of the incumbent directors has informed the Company in writing of an intention to oppose the action to be taken by the Company at the annual general meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

**(a) Class of securities entitled to vote**

The Company has an authorized capital stock of 3,750 no par value, proprietary shares, classified as follows:

- Individual or Corporate “A” - 3,000 shares;
- Corporate “B” - 100 shares;
- Corporate “C” - 400 shares; and
- Corporate “D” - 250 shares,

all of which are entitled to vote. Each share of stock is entitled to one (1) vote each.

As of the date hereof, the Company has an outstanding capital stock of 3,659 shares, consisting of the following:

Class of Shares	Number	Issue Value (PhP)
Individual or Corporate “A”	3,000	131,228,515
Corporate “B”	100	55,000,000
Corporate “C”	400	398,700,000
Corporate “D”	159	78,300,000
<b>Total</b>	<b>3,659</b>	<b>663,228,515</b>

**(b) Record date and criteria for voting**

The record date is set on 31 May 2023. As stated in the By-Laws of the Company, only stockholders in good standing will have the right to vote. Stockholders in good standing are those whose accounts have not been suspended by reason of having unpaid arrears that are 60 days’ or more past due or otherwise expelled or suspended for cause by the Board of Directors in accordance with the By-Laws of the Company.

**(c) Cumulative voting rights for election of directors**

The By-Laws of the Company prescribes that each certificate of stock entitles the holder thereof to one (1) vote, and a stockholder is entitled to cast as many votes as he has certificates of co-ownership registered in his name.

**(d) Information required by Part IV paragraph (C) of “Annex C” to the extent known by the persons on whose behalf the solicitation is made**

**(C) Security Ownership of Certain Record and Beneficial Owners and Management**

**(1) Security Ownership of Certain Record and Beneficial Owners**

The table below shows the entities who are known to the Company to be directly or indirectly the record and/or beneficial owner of more than five percent (5%) of the Company’s issued and outstanding shares as of 31 May 2023:

Title of class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Corporate A	Northeast Development and Acquisitions Corporation (NDAC)* The Darling Heights Condominium, Celebrity Place, Capitol Hills Drive, Matandang Balara, Quezon City Stockholder (expelled per Board of Directors' Resolution dated October 6, 2016)	Beneficial and record owner Representative: Filamor P. Isaguirre, last known President of NDAC.	Filipino	324	
Corporate B				24	
Corporate C				36	
Corporate D				134	
<b>Total</b>				<b>518 *</b>	<b>14.16%</b>
Corporate A	DMCI Project Developers, Inc. 2/F Dacon Building, 2281 Pasong Tamo Ext., Makati City Stockholder	Beneficial and record owner Representative: Isidro A. Consunji/Edwina C. Laperal	Filipino	170	
Corporate C				7	
Corporate D				13	
<b>Total</b>				<b>190</b>	<b>5.19%</b>
Corporate A	Exploit Investments Unlimited Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Island Stockholder	Beneficial and record owner Representative: John Bernard T. Aurelio- President	Filipino	57	
Corporate B				10	
<b>Total</b>				<b>73</b>	<b>1.83%</b>
Corporate A	Universal Rightfield Property Holdings, Inc. Unit 815 Globe Telecom Plaza, Pioneer Highlands Condominium, Pioneer cor. Madison Streets, Mandaluyong City Stockholder	Beneficial and record owner Representative: Vivian Y. Eleazar -Liquidator	Filipino	17	
Corporate C				19	
Corporate D				12	
<b>Total</b>				<b>48</b>	<b>1.31%</b>
Corporate A	United Coconut Planters Bank UCPB Bldg., Makati Ave., Makati City Stockholder	Beneficial and record owner Representative: Lynette V. Ortiz- President and CEO	Filipino	35	0.96%
Corporate C	Riviera Land Corporation 2/F Dacon Building, 2281 Pasong Tamo Ext., Makati City Stockholder	Beneficial and record owner Representative: Edwina C. Laperal	Filipino	31	0.85%
Corporate C	One Asia Development Corporation Earth + Style Corporation 39th Flr. Joy-Nostalg Center, No. 17 ADB Ave., Ortigas, Pasig City Stockholder	Beneficial and record owner Representative: Victor Manarang- President	Filipino	21	0.57%

Corporate A	Rightfield Property Ventures, Inc. Unit 815 Globe Telecom Plaza, Pioneer Highlands Condominium, Pioneer cor. Madison Streets, Mandaluyong City Stockholder	Beneficial and record owner Representative: Vivian Y. Eleazar -Liquidator	Filipino	17	0.46%
Corporate A	Rommel A. Roque Room 200 FUBC Bldg., 413 Escolta, Manila Stockholder	Beneficial and record owner	Filipino	8	0.22%
Corporate A	DMC Urban Property Developers Inc. 2/F Dacon Building, 2281 Pasing Tamo Ext., Makati City Stockholder	Beneficial and record owner Representative: Edwina C. Laperal/Emmanuel T. Ramos	Filipino	6	0.16%
*	Not in good standing				

A table showing all the stockholders of record of the Company, including the top twenty (20) stockholders, as of 31 May 2023 is attached as Annex "A" and Annex "D".

**(2) Security Ownership of Management**

Shown in the table below is the security ownership of the directors, executive officers and nominees of the Company of the Company's issued and outstanding common shares, nor do any of them have the right to acquire beneficial ownership:

Title of class	Name	Position	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Individual A	Isidro A. Consunji	Director/Chairman (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Ma. Dorothea B. Gancayco	Director/President (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Jose T. Salazar	Director/Treasurer (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Emmanuel T. Ramos	Director (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Rolando D. Dimaano	Director (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Romeo Thaddeus R. Liamzon	Independent Director (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
Individual A	Jose C. Sison	Independent Director (incumbent/nominee)	1 Indvl/Corp. "A"	Filipino	<1%
	Aggregate number of shares		7		

**(3) Voting Trust Holders of 5% or More**

There are no holders of voting trusts of 5% or more filed with the Company.

**(4) Changes in Control**

There are no arrangements which may result in a change in control of the Company.

**(e) Change in control of the registrant since the beginning of its last fiscal year**

No change in the control of the Company has occurred since the beginning of its last fiscal year.

**Item 5. Directors and Executive Officers**

**(a) Information required by Part IV, paragraphs (A), (D)(1) and D(3) of "Annex C"**

**(A) Directors, Executive Officers, Promoters and Control Persons:**

**(1) Directors, Executive Officers, Promoters and Control Persons**

- (a) At its meeting of 05 March 2022, the Board of Directors of the Company approved certain amendments to the Articles of Incorporation and By-laws of the Company, one of which is the amendment of Article Sixth of the Articles of Incorporation to provide for two (2) independent directors out of the existing seven (7) directors. The said proposed amendment was initially intended to be presented to the stockholders for approval at the 9 May 2022 annual general meeting, but was deferred due to insufficient number of members required to amend the articles of incorporation.

The following are the directors, including independent directors, executive officers and all persons nominated or chosen to become such, with the information required under sub-paragraphs (a), (b) and (c) of this paragraph no. 1:

Name	Position Held	Year of Birth	Age	Citizenship	Year first Elected/ Appointed
Isidro A. Consunji	Director/Chairman (incumbent/nominee)	1949	74	Filipino	2000
Ma. Dorothea B. Gancayco	Director/President (incumbent/nominee)	1960	63	Filipino	2018
Jose T. Salazar	Director/Treasurer (incumbent/nominee)	1950	73	Filipino	2000 (Director) 2012 (Treasurer)
Rolando D. Dimaano	Director (incumbent/nominee)	1961	62	Filipino	2018
Jose C. Sison	Independent Director (incumbent/nominee)	1938	85	Filipino	2018
Romeo Thaddeus R. Liamzon	Independent Director (incumbent/nominee)	1964	59	Filipino	2020
Emmanuel T. Ramos	Chief Financial Officer (CFO)/ Director (incumbent/nominee)	1955	68	Filipino	2000 (CFO) 2018 (Director)
Renato B. Corpuz Jr.	Corporate Secretary	1970	53	Filipino	2020

The following are the incumbent members of the Board of Directors, all of whom are nominated for election to the Board for the current year 2023-2024:

- Isidro A. Consunji (nominee of management)
- Ma. Dorothea B. Gancayco (nominee of management)
- Jose T. Salazar (nominee of management)
- Rolando A. Dimaano (nominee of management)
- Emmanuel T. Ramos (nominee of management)
- Jose C. Sison (independent director)
- Romeo Thaddeus R. Liamzon (independent director)

The procedure for nominations to the Board is discussed on p. 9, *et. seq.*, of this Information Statement.

Certain information on the business and working experiences of the Directors, executive officers, and nominees to the Board of Directors for the last five (5) years, as well as directorships held in other companies, is set out below.

**Isidro A. Consunji** (incumbent director and nominee) has served as the Chairman of the Board of the Company since 2000. He is also the Chairman of the Board of: DMCI Project Developers Inc., DMCI Mining Corp., DMCI Homes, Beta Electric Corp., DMCI Holdings Inc. and Dacon Corporation. He is a Member of the Board of: D.M. Consunji. (DMCI), Semirara Mining Corporation, Maynilad Water Services (Maynilad), DMCI-MPIC Water Company, Crown Equities, Inc., Atlas Consolidated

Mining and Dev. Corp., Carmen Copper Corp., Sem-Calaca Power Corp. He graduated from the University of the Philippines, where he earned a degree in Bachelor of Science in Engineering. He took up Master in Business Economics from the Center of Research and Communication and Master of Business Management from the Asian Institute of Management. He took up Advanced Management Program at IESE School in Barcelona, Spain.

**Ma. Dorothea B. Gancayco** (incumbent director and nominee) is a founding partner of the Gancayco Balasbas and Associates Law Offices. As a lawyer, she specializes in Intellectual Property Law and is a fierce advocate for the protection of the rights of women, children and artists. She teaches Intellectual Property Law and Statutory Construction at the New Era University College of Law. Atty. Dot is a multi-awarded TV and Radio host of the public service show Serbisyon Bayanihan at UNTV. She also writes for the Philippine Star. A devoted public servant, natural-born leader, and a true philanthropist- Dot has been Awarded as one of the 10 Most Outstanding Alumni of St. Joseph's College where she studied high school out of its 400,000 plus male and female graduates. She also received the Most Outstanding Deltan Award of the UP Delta Lambda Sigma Sorority for the year 2014. As a well-known women's and children's rights advocate, she has given countless trainings and lectures on the Anti Violence Against Women and Children Act or the Anti VAWC Law and the Safe Spaces Act or the Anti-Bastos Law for which she has been awarded the 2023 Empowered Woman of the Year Award; 2020 to 2021 Golden Wheel Award from the QC government; 2021 Gawad Gobernador Award by Rotary Internationale District 3780; 2022 ALTIORA PETO AWARD for public service by the UP Delta Lambda Sigma Sorority; 2022 Faces of Success Award. She was also given due recognition by the Integrated Bar of the Philippines, Q.C. last January 2023 for her lectures on the Anti VAWC law and Safe Spaces Act. With a true passion for leadership and service, she serves as the First Female President of Celebrity Club in its 47 years of existence; the President of Kilusang Kontra COVID (KILKOVID); the Co-founder, Past President and Chairman Emeritus of the Association of Congressional Chief of Staff (at the House of Representatives). A grade school Class Valedictorian, she is also the President of her UP Law Class of 1985. A piano scholar, champion singer, champion dancer and champion runner, she is often referred to as The Singing Lawyer and is The President of the UP Concert Chorus Alumni Association. Respected in the legal world, she is a Trustee of the UP Women Lawyers' Circle and is also a committee co-chairman of the Philippine Bar Association. Beautiful inside and outside, Atty. Dot is proudly the Face Model of Ferdinand Cacio's UPLIFT Statue, (better known as the Ang Babaeng Oble), installed in front of the UP Theater.

**Jose T. Salazar** (incumbent director and nominee) has served as a Director of the Company since 2000 and as Treasurer since July 2012. Before joining the private sector, he served the government thru Bangko Sentral ng Pilipinas. His exposure, as head of BSPs Staff on Technical and Special Studies, was on international operations, particularly the country's external debt and trade (import/export) transactions. He had a short stint as an educator with the Faculty of Engineering of the University of Santo Tomas. At present, he is VP-Business Development of Institutional Properties, Inc., VP-Finance of Global Techniks, Inc. and consultant to Cathay Energy Services Corp.

**Emmanuel T. Ramos** (incumbent director and nominee) has served since 2000 as Chief Financial Officer of the Company and as a director since 2018. He is currently a financial and tax consultant of Dacon Corporation (Dacon), DMC Construction and Equipment Resources (DMC CERI), DMC Urban Property Developer, Inc. (DMCI UPDI), Conception Grande Development, Inc. (CGDI), and Universal Leisure Club, Inc. (ULCLUB). He used to be the Chief Financial Officer of these companies prior to his retirement in June 30, 2021. He was also a Member of the Board of Directors of DMC-Urban Property Developers, Inc. and CGDI. He graduated from the University of Sto. Tomas, where he earned a degree in Bachelor of Science in Commerce- Major in Accounting. He also took up Masters of Business Economics from the Center for Research & Communication. Mr. Ramos is a Certified Public Accountant and was an Audit Supervisor with SyCip Gorres Velayo & Co., CPAs (SGV) when he resigned in 1986 to join the private industry.

**Jose C. Sison** (incumbent director and nominee) is an active member of the Membership Committee, one of the Standing Committees of the Company. He finished Associate in Arts at the University of Santo Tomas and finished his Bachelor of Laws at the Ateneo de Manila University. In 1962, he was admitted to the Philippine Bar, started law practice at the office of the late Senator Jose W. Diokno until 1964 and then became the legal and trust officer and manager of Philippine



Banking Corporation. At present, he is managing partner of Sison and Associates Law Office. He began his career in journalism as a columnist of "A Law Each Day" in the Philippine Star Daily up to the present as a way of bringing the law closer to the people through mass media of communications. He was also a Commissioner of the UNESCO National Commission, Committee on Human and Social Sciences from 2000. Presently, he is Chairman of the Board of Trustees of the Ipaglaban Mo Foundation, a non-profit organization giving legal aid and conducting research and information through media on laws and court decisions.

**Rolando D. Dimaano** (incumbent director and nominee) has served as the Vice-Chairman of the Company's Standing Committee on Upkeep and Maintenance since 2006 but served as its Chairman from 2000 to 2005. He took up Bachelor of Science in Civil Engineering and Master of Business Administration at the University of the Philippines. He is formerly President of the Philippine Constructors Association Metropolitan Chapter and formerly Vice President of UP Aces Alumni Association. He is currently the President of Konstruktura Centro Inc., a medium- to large-scale general contractor and Chairman of MacKintosh Corporation (construction waterproofing company).

**Romeo Thaddeus R. Liamzon** (incumbent director and nominee) has served as the Chairman of the Company's Standing Committee on Human Resources since 2012. He took up A.B. Political Science at the Ateneo de Manila and is a licensed Real Estate Broker, Real Estate Appraiser and Real Estate Consultant. He is currently Chairman of Life Savings Bank and President of Artel Land Corporation, Homesphere Builders & Developers, Inc., Sapphire Investment, Fortune Realty Investments Corporation, Oldetowne Realty Corp. and Midtown Realty Group, Inc. Mr. Liamzon is also the Vice President of Paraiso Memorial Parks, Inc., and Armel Investments Corporation and General Manager of M-R Realty Center.

**Renato B. Corpuz Jr.** took up B.A. Political Science (1988-1993) and Bachelor of Laws (1993-1997) at the University of the Philippines and accepted in the Integrated Bar of the Philippines in 1998. He is married to Atty. Minda T. Bayot-Corpuz, who works as Chief of Staff at the Office of Senator Cynthia A. Villar. Atty. Renato "Roy" Corpuz Jr. is currently a partner of Corpuz, Ejercito Macasaet Rivera & Corpuz Law Offices located at Julia Vargas Avenue, Ortigas Center, Pasig City. He was appointed Corporate Secretary of Celebrity Club sometime in January, 2020 to replace Atty. Cynthia M. Laureta, who got terminally ill and met her untimely death on the same month.

#### Nominees for Election to the Board of Directors for the year 2023-2024

The Company is governed by a Board of Directors composed of seven (7) members elected by the regular members at the annual general meeting. Under Article 27 of the By-laws of the Company, the top four (4) directors shall serve for a term of two (2) years, while the last three (3) directors shall serve for a term of one (1) year. As stated above, the Company will amend its Articles of Incorporation and By-laws to provide for the election of two (2) independent directors. Additionally, the Company will amend Article 27 of the By-laws to provide for a one (1)-year term of all directors. Both proposed amendments were approved by the board of directors and presented to and approved by the stockholders at the 9 May 2022 annual general meeting.

Only the incumbent directors are nominated to the Board for the year 2023-2024.

As prescribed by the existing Article 49 of the By-laws of the Company, before the 60<sup>th</sup> day preceding the annual general meeting, the President, upon the authority of the Board, shall appoint a Nominations Committee composed of five (5) members who must not be members of the incumbent Board. The Nominations Committee shall meet and prepare a list of candidates from among the regular members in good standing of the Company. Regular members are those who own and hold stock certificates in their own names. Only regular members in good standing for at least two (2) years immediately preceding the date of the annual general meeting are eligible for election. In addition, all nominees must possess the qualifications and none of the disqualifications prescribed under the Company's Manual on Corporate Governance. The Nominations Committee is responsible for determining the foregoing through a review of their respective curriculum vitae and other relevant information provided by the nominating stockholder.

Also in accordance with Article 49 of the By-laws of the Company, the Nominations Committee, by notice to all stockholders, invited all stockholders to submit nominees for election to the Board of Directors. Article 29 of the By-laws provides that by written request of ten (10) regular members, the name of any regular member may be nominated in writing and submitted to the Nominations Committee at least twenty-five (25) days before the annual meeting.

In compliance with the requirements of the existing Code of Corporate Good Governance, the Board of Directors, at its organizational meeting held on 14 May 2022, established a Corporate Governance Committee tasked with, among others, overseeing the nominations and pre-screening of candidates for election to the Board. In addition, the Company proposed to amend Article 49 of the By-laws to provide for the take-over by the Corporate Governance Committee of the functions of the current Nominations Committee, upon the approval by the Securities and Exchange Commission of the Amended By-laws. The foregoing proposed amendments were approved by the board of directors and presented to the stockholders and approved at the 09 May 2022 annual general meeting.

The following are the Chairman and members of the Nominations Committee of the Company, appointed by the President pursuant to Article 49 of the By-laws, and upon the authority of the Board granted at its regular meeting held on 13 May 2023:

- Narciso S. Nario Sr. (Chairman)
- Rebecca B. Dela Cruz
- Ma. Teresa V. Gargantiel
- Lyceo C. Martinez
- Luisito A. Sangalang

In accordance with Article 49, the Nominations Committee met and prepared its list of candidates from among the regular members in good standing of the Company, and thereafter submitted to the Corporate Secretary its list of nominees, composed of the incumbent Board, on 11 June 2023, or within the period of at least 35 days prior to the date of the annual general meeting.

The following are the members of the Corporate Governance Committee:

Chairperson : Romeo Thaddeus R. Liamzon (independent director)  
Members : Jose C. Sison (independent director)  
Jose T. Salazar

The following are the nominees for election to the Board of Directors for the year 2023, as approved and endorsed by the Nominations Committee and the Corporate Governance Committee:

- Isidro A. Consunji (nominee of management)
- Ma. Dorothea B. Gancayco (nominee of management)
- Jose T. Salazar (nominee of management)
- Emmanuel T. Ramos (nominee of management)
- Rolando D. Dimaano (nominee of management)
- Jose C. Sison (independent director)
- Romeo Thaddeus R. Liamzon (independent director)

The independent directors were nominated by Yolanda M. Villaseñor, a stockholder of the Company. The independent directors do not have any personal or professional relationship with the nominating stockholder.

Attached as Exhibits "1" and "2" are the respective Certifications of Independent Director of Atty. Sison and Mr. Liamzon.

## *(2) Significant Employees*

The Company does not have a significant employee or personnel who is not an executive officer but is expected to make a significant contribution to the business.

*(3) Family Relationships*

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors and/or executive officers of the Company.

*(4) Involvement in Certain Legal Proceedings*

The Company is not aware that any one of the incumbent directors and executive officers and persons nominated to become a director and executive officer has been the subject of a bankruptcy petition or a conviction by final judgment in a criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, or has been by judgment or decree found to have violated securities or commodities law and enjoined from engaging in any business, securities, commodities or banking activities for the past five years until the date of this Information Statement.

*(D) Certain Relationships and Related Transactions*

*(1) Directors, including Independent Directors, and Executive Officers, with the required information*

The Company has not had any transaction during the last two (2) years, or proposed transactions, to which the Company was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

- (a) Any director or executive officer of the registrant;
- (b) Other than as stated below, any nominee for election as a director;
- (c) Any security holder named in response to Part IV, paragraph (C)
- (d) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the persons in subparagraph (1)(a), (b) or (c) of this paragraph (D).

*(3) Parents of the registrant, including basis of control and as to each parent, the percentage of voting securities owned or other basis of control by its immediate parent if any.*

The Company does not have any parent.

- (b) No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders 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**

**Information required by Part IV paragraph (B) of "Annex C"**

***(B) Executive Compensation***

***(1) General***

Under Article 27 of the By-Laws of the Company, directors shall not receive any compensation or remuneration. Neither are they paid any per diems for attendance at Board meetings.

Only the President, Chief Financial Officer and the General Manager, as the executive officers of the Company, receive compensation from the Company.

***(2) Summary Compensation Table***

The following table summarizes the aggregate compensation paid to the executive officers of the Company for the last two (2) completed fiscal years (2021 and 2022), and the estimated aggregate amount of compensation to be paid to the executive officers of the Company in the ensuing year (2023):

Name/Position	Year	Salaries and Allowances
President, Senior Management Committee Chairman, Chief Financial Officer and General Manager	2020	2,860,000
	2021	3,305,000
	2022	3,455,000

The following table contains the breakdown of the Salary and Allowances & Bonuses paid to the President, Senior Management Committee Chairman, Chief Financial Officer and General Manager for the years 2020, 2021 and 2022:

NAME & PRINCIPAL POSITION	YEAR	PER DIEM	SALARY	ALLOWANCES & BONUS
Atty. Ma. Dorothea B. Gancayco - President (May 18, 2020 to present)				Php2,405,000 2,255,000 1,930,000
Jose L. Merin (+) - Former President up to March 27, 2020)				
Arturo G. Tibay - General Manager,	2022 2021 2020	NONE NONE NONE	Php 1,050,000 1,050,000 930,000	
Jose T. Salazar - Senior Management Committee Chairman,				
Emmanuel T. Ramos - <i>Chief Financial Officer</i>				

### (3) Compensation of Directors

#### (a) Standard Arrangements

The executive officers are covered by standard employment contracts and employees' retirement plan and can be terminated upon appropriate notice. The By-Laws of the Company expressly state that directors shall not receive any remuneration hence the directors of the Company have not received and do not receive any salary or compensation or any per diems, for their services as directors or attendance at Board meetings.

#### (b) Other Arrangements

There are no other arrangements for which the directors are compensated by the Company for services other than those provided as a director. There are no other special arrangements pursuant to which any director is compensated. There is no compensatory plan or arrangement for the termination, resignation, or retirement of a member of the Board.

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

Article 27 of the By-laws of the Company expressly provides that the directors are elected at the annual meeting of stockholders, and shall not receive any remuneration. As they are not employees of the Company, they do not have any employment contracts. The Company likewise does not have any change-in-control arrangements. Directors are subject to the requirements imposed by law, the By-Laws of the Company and the Manual on Corporate Governance, and can be removed in accordance

with the provisions of the foregoing. Any director elected in the interim will serve for the remaining term until the next annual meeting.

**(5) Warrants and Options Outstanding; Repricing**

There are no warrants or options held by directors or executive officers.

**Item 7. Independent Public Accountants**

**(a) Principal accountant selected or being recommended to security holders for election, approval or ratification for the current year**

At the Annual General Meeting held 9 May 2022, the auditing firm of M. F. Padernal & Co. was recommended by the board of directors and approved by the stockholders as the external auditor starting for the year ended 31 December 2022.

M. F. Padernal & Co. is an established group composed of professionals recognized in the industry as authorities in due diligence, tax, advisory and audits services since year 2000. In compliance with SRC Rule 68(3), M. F. Padernal & Co. is registered with the Securities and Exchange Commission under group "A" category and accredited by the Board of Accountancy of the Professional Regulations Commission in accordance with its rules and regulation.

The existing partner-in-charge for the 2022 AFS is Ma. Milagros F. Padernal the Company shall observe the two (2)-year cooling-off period in the re-engagement of the same signing partner in accordance with SRC Rule 68 Part 3(b)(iv)(ix).

**(b) Principal accountant for the two most recent fiscal years or any subsequent interim period**

M. F. Padernal & Co. audited the financial statements of the Company as of the year ended 31 December 2022 and SGV & Co. audited the financial statements as of the year ended 31 December 2021.

The aggregate fees billed by SGV & Co. and M.F. Padernal & Co. are shown below (with comparative figures for 2021 and 2022):

	Amount in Pesos	
	2022	2021
Audit and Audit Related Fees	P336,000.00	P448,000

The Company had no disagreements with the external auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

The Company does not engage the independent auditors for certain non-audit services expressly prohibited by SEC regulations to be performed by an independent auditor for its audit clients. This is to ensure that the independent auditors maintain the highest level of independence from the Company, both in fact and appearance.

**Item 8. Compensation Plans**

No action will be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

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

No action is to be taken with respect to the authorization or issuance of any securities of any kind or for any transaction.

**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 registrant in exchange for outstanding securities of another class.

**Item 11. Financial and Other Information****(a) Information Required****(1) Financial statements meeting the requirements of SRC Rule 68, as amended**

The following is a summary of the Company's comparative financial information for the year ending 31 December 2022 and 2021:

		<u>31-Dec-22</u>		<u>31-Dec-21</u>
		Audited		Audited
Total Current Assets	P	110,833,581	P	91,586,765
Land-at revalued amount		1,239,232,000		1,230,120,000
Other Property and Equipment		594,579,396		584,385,423
Accumulated Depreciation		(459,029,584)		(435,254,124)
<b>TOTAL ASSETS</b>	<b>P</b>	<b>1,485,615,393</b>	<b>P</b>	<b>1,470,838,064</b>
Total Current Liabilities	P	45,032,283	P	41,273,955
Total Noncurrent Liabilities		325,952,731		324,395,012
<b>TOTAL LIABILITIES</b>	<b>P</b>	<b>370,985,014</b>	<b>P</b>	<b>365,668,967</b>
<b>TOTAL MEMBERS' EQUITY</b>		<b>1,114,630,379</b>		<b>1,105,169,097</b>
<b>TOTAL LIABILITIES &amp;</b>				
<b>MEMBERS' EQUITY</b>	<b>P</b>	<b>1,485,615,393</b>	<b>P</b>	<b>1,470,838,064</b>

**(2) Part III, paragraph (A) of "Annex C", management's discussion and analysis and plan of operation;**

The Company filed with the SEC on 25 May 2023 its Annual Report for the year ended 31 December 2022 under SEC Form 17-A, which Annual Report also contains the Company's Management Discussion and Analysis. The Company undertakes to provide without charge to each stockholder, upon its written request, a copy of the Annual Report. Requests for copies of the Annual Report can be directed to the following:

Name : CYNTHIA M. FALCESO  
Designation : Comptroller  
Address : Celebrity Sports Plaza, Inc.  
Old Balara, Capitol Hills, Quezon City

A copy of the Annual Report filed with the SEC, which includes the Management Discussion and Analysis, is attached as Annex “B” of this Information Statement. A copy of the audited financial statements for the year ended 31 December 2022 will be submitted as part of this Information Statement prior to the date of release of the Definitive Information Statement to the stockholders on 03 July 2023.

Other information required to be disclosed under the relevant Parts of Annex C, which are not contained in the discussions above and in the Management Discussion and Analysis (but are contained in the Annual Report) is discussed below.

**Discussion of the Company's financial condition, changes in financial condition and results of operations for each of the last three (3) fiscal years 2022, 2021 and 2020 (full fiscal years):**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited financial statements and the related notes as at and for the years ended December 31, 2022, 2021, and 2020 included in this Management Report. This discussion contains forward-looking statements that reflect our current views with respect to future events and our future financial performance. These statements involve risks and uncertainties, and actual results may differ materially from those anticipated and these forward-looking statements.

**Key Performance Indicators:**

1. The Company did well in managing its cash to ensure the availability of funds to effectively and efficiently finance the following capital expenditures:
  - i. Conversion and expanded use of the bowling area to Sports and Leisure Center, complete with karaoke room, multi-purpose hall, bar and virtual golf area;
  - ii. Transfer of table tennis playing area from first floor (bowling area), to the second floor, formerly occupied by sports concessionaire, Performance Kinetix and also to the area beside the basketball court
  - iii. Completion of physical therapy clinic

After all the capital expenditures and repairs and maintenance discussed above, the Company cash balances for three years (with comparative financial liabilities) are as follows:

	Cash and Cash Equivalents (Php)	Financial Liabilities (Php)
Year 2022	95.86M	46.57M
Year 2021	77.58M	43.26M
Year 2020	62.24M	40.93M

The Company monitors its cash flow position and maintains a level of cash deemed sufficient to finance operations and to mitigate the effects of fluctuation in cash flows.

2. The following computation summarizes the maturity profile of the Company's financial instruments: (Liquidity Risk Ratio):

	2022	2021	2020
Total Financial Assets (Php)	106,753,522	87,173,320	79,757,285
Total Financial Liabilities (Php)	46,571,939	43,262,634	40,935,012
Liquidity Risk Ratio	2.29:1.00	2.01:1.00	1.95:1.00

The Company has re-introduced of the following Club sports camps and activities that will fill the needs not only of the original members but also their 2<sup>nd</sup> and 3<sup>rd</sup> generation family members:

- Archery
- Taekwondo
- Ballet

It has newly-introduced Pickleball and will re-introduce Zumba and Hip-hop Dancing.

To further improve the operating revenue of the Club, management is inviting companies (including schools) in the nearby areas to participate in sports fests. The Club is also tapping sports professionals

to hold sports clinics using the much-improved club facilities. All of these will be held during non-peak hours so as not to affect the use by the members of the Club facilities. The improvement of the grand ballroom, which is now comparable to a 5-star hotel ballroom, includes the installation of panel boards to improve its sound control system and helped generate more revenue from more banquet events.

Similarly, renovations which the Club started in 2022 and completed early 2023 successfully converted under-utilized sports facilities and turned them into what is now called collectively called the Sports & Leisure Center. These improvements have attracted members and dependents to patronize the club again:

- Complete rehabilitation of the Bowling Center included the installation of new Brunswick bowling lanes, replacement of the scoring machines and redesigned aesthetics of the venue.
- The Bowling Center's counter was converted into a bar to make the bowling experience even more enjoyable and a spare room originally designated as a lounge space for Millennials was converted into a Karaoke Room that can accommodate large groups.
- Conversion of the former Table Tennis playing area into a Multipurpose Hall provided and additional venue that can cater to both sports activities such as Taekwondo, Zumba, dance practices, as well as banquet functions such as reunions, sports fests, birthday parties and more.
- Conversion of the former Archery Range into a modern Virtual Golf facility which is operated by a concessionaire, provides a new attraction for golf enthusiasts and people who are interested in learning the sport.

Key Variable and Other Qualitative and Quantitative Factors:

*(i) Any known trends, events or uncertainties (material impact on liquidity)*

The Company is not aware of any trends, events or uncertainties that would have a material impact on its liquidity.

*(ii) Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation)*

The cases discussed below that have been filed by and against the Company, or involving the Company, may trigger a direct or contingent financial obligation that is material to the Company, depending on the final resolution of the said cases. The Company has provided for the said contingencies in its audited financial statements.

**1) Civil Case No. Q13-287, RTC-QC, Branch 90  
Daniel Bernardino J. Aurelio and Filamor P. Isaguirre vs Jose L. Merin et al.**

This is an intra-corporate case dispute that started in 2013 with then Directors Aurelio and Isaguirre assailing the election of Ruben Almadro (already deceased) as director and election of Jose Merin (already deceased) as President, as well as the acts of the Executive Committee, and claiming from CSPI Php 250,000 as attorney's fees. Through a Complaint-in-Intervention, the Company intervened with a claim that Directors Aurelio and Isaguirre, as well as Northeast Development & Acquisitions Corporation (NDAC), be removed as directors and shareholders for committing acts prejudicial to the interest of the Company, such as the unauthorized sale of shares belonging to the Company, and that they should pay the Company the amount of Php11,978,000 plus interest, damages in the amount of Php1,500,000 and attorney's fees of Php500,000. NDAC's Amended Answer was allowed to be filed in 2017. NDAC's counterclaim against CSPI is in the total amount of Php313.60 million, inclusive of interest, representing purported advances of NDAC to CSPI since 1999 for the re-development of the Club's facilities. CSPI filed a counter-counterclaim alleging that it has no obligation to NDAC as NDAC has been overpaid and that NDAC now owes CSPI the total amount of Php68.18 Million (inclusive of the Php11.98 Million already subject of CSPI's Complaint-in-Intervention), which CSPI already intends to collect. Both CSPI and NDAC rely on SGV's AFS as of end of



2005, which bears a note that CSPI's obligation to NDAC was already down to just Php8.47 Million. CSPI has shown documents proving payments to NDAC from 2006-2012 resulting to an overpayment of Php68.18 Million. On the other hand, NDAC has not shown any evidence to prove how CSPI could still be indebted to it in the amount of Php313.60 Million despite SGV's AFS as of end of 2005 and to prove the basis of the interest.

Complainants Aurelio and Isaguirre subsequently filed a motion seeking a Temporary Restraining Order (TRO), and Preliminary Injunction to Nullify all acts of the present Board of the Company, which the Court denied.

The case was re-raffled to RTC-QC Branch 90 when the Presiding Judge of Branch 93 inhibited himself in December 2014. The case undergone Judicial Dispute Resolution (JDR) process but failed. The Court had allowed several resettings of the pre-trial conference upon motion of plaintiffs' counsel on the grounds that there is a possibility of amicable settlement or a development that they may render the merits of the case moot and academic and that there are still motions that have not been resolved. The pretrial set on July 15, 2022 did not push through and the Court has not yet issued an Order setting the pretrial anew or resolving the pending motions.

- 2) **CA-G.R. SP. No. 138451**  
**Daniel Bernardino J. Aurelio, Filamor P. Isaguirre, and NDAC vs Hon. Reynaldo B. Daway, CSPI, Jose L. Merin et.al.**

This is petition for certiorari filed in 2014 by Northeast Development & Acquisitions Corporation (NDAC), Daniel Bernardino J. Aurelio, Filamor P. Isaguirre against the Presiding Judge of Branch 90, RTC-Quezon City assailing the Order denying Motion to Dismiss Complaint-in-Intervention filed in Civil Case No. Q13-287.

In March 21, 2016, Court of Appeals dismissed NDAC's Petition for Certiorari. As NDAC has not filed a motion for reconsideration nor elevated the dismissal to the Supreme Court, an Entry of Judgement was already issued by the Court of Appeals.

- 3) **CA-G.R. SP No. 154546, Daniel Bernardino J. Aurelio, Filamor P. Isaguirre, and NDAC vs Hon. Reynaldo B. Daway, CSPI, Jose L. Merin et.al.**

Northeast Development & Acquisitions Corporation (NDAC), Daniel Bernardino J. Aurelio and Filamor P. Isaguirre filed a Petition for Certiorari before the Court of Appeals in 2018, against the Company, et.al. and the Presiding Judge of Branch 90, RTC, assailing the Omnibus Order denying their Omnibus Motion for Inspection of Records, for Transfer of Date of Shareholders' Meeting and for Designation of Court Officer to Observe Conduct of Shareholders' Meeting and to Prepare Report Thereon.

In a decision rendered dated October 10, 2019, the Court of Appeals denied the petition for certiorari as well as the Motion for Reconsideration of NDAC, Aurelio and Isaguirre.

In G.R. No. 253278, without requiring CSPI to file a comment, the Supreme Court denied the Petition for Review of Certiorari of NDAC, Aurelio and Isaguirre, per its resolution dated January 12, 2021. Petitioners have filed a Motion for Reconsideration, which is still pending. CSPI awaiting Supreme Court's Resolution on the Motion for Reconsideration.

- 4) **I.S. No. XV-03-INV-13-B-02189**  
**Jose L. Merin, in his capacity as President of CSPI vs Daniel Bernadino J. Aurelio and Filamor P. Isaguirre**

The case stemmed from the discovery of unauthorized sale by Mr. Aurelio and Mr. Isaguirre of CSPI share of stock during Mr. Aurelio's term as President of CSPI and Mr. Isaguirre's term as Legal Compliance Officer and Assistant Corporate Secretary of CSPI. This case was dismissed in 2013 by the City Prosecutor of Quezon City.

CSPI filed a petition for review before the Department of Justice in 2014 which was denied in 2014. CSPI filed a Motion for Reconsideration and no resolution has yet to be issued as of this date, in reference to the said Motion for Reconsideration.

**5) Civil Case No. R-QZN15-0913 RTC QC Branch 77  
CSPI vs NDAC and Daniel Bernadino J. Aurelio**

CSPI filed complaint against NDAC and Mr. Daniel Bernardino J. Aurelio for specific performance or for the return of the owner's duplicate copies of the transfer certificates of title registered in the name of CSPI. The Court already granted the Joint Motion to Dismiss filed by the parties in view of Mr. Aurelio's sworn answer that he does not have the owner's duplicate copies of the transfer certificates of title and CSPI's manifestation that it will resort to filing of petitions for replacement.

**6) Eight (8) Petitions for Replacement of Lost Owner's Duplicate Copies of Certificates of Title (TCTs) in the name of CSPI pursuant to Sec. 109 of Presidential Decree No. 1529  
CSPI vs Register of Deeds of Quezon City**

Decisions were already rendered in the 8 LRC cases granting the petitions for replacement of lost Owner's Duplicate Copies of Certificates of Title (TCTs) and issued Certificates of Finality which were registered with the Registry of Deeds for which replacements of the lost TCTs were issued, except for one (1) TCT which is still in process as of the financial statement date.

Other than the foregoing cases, there are no events that will trigger any direct or contingent financial obligation. The Company does not have any outstanding loans.

*(ii) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, created during the reporting period*

There are no material unrecognized financial assets (cash and cash equivalents and receivables) and financial liabilities (trade and non-trade obligations) as of 31 December 2021, 2020 and 2019.

The carrying values of cash and cash equivalents and receivables (excluding advances to employees and others), and accounts and other payables (excluding accrual for contingencies and claims) approximate their fair values due to the short-term maturities of these financial instruments.

The carrying value of payables to related parties and other liabilities, which the Company expects to pay beyond twelve (12) months from the reporting date, approximates its fair value as the Company assesses the effect of time value of money on the financial instrument to be immaterial.

*(iv) Description of any material commitments for capital expenditures, general purpose for such commitments, expected sources of funds for such expenditures*

*(v) Any known trends, events or uncertainties (material impact on sales)*

Not applicable as the Company does not sell any products or services.

*(vi) Any significant elements of income or loss (from continuing operations)*

Not applicable as the Company is a non-profit corporation.

*(vii) Causes of any material changes from period to period of financial statements which shall include vertical and horizontal expenses of any material item (5%)*

There are no material changes from period to period of the financial statements. As stated, the Company is a non-profit corporation.

*viii) Seasonal Aspects that have Material Effect on the financial statements*

Not applicable as the Company is a non-profit corporation.

*Part III(A), item 4 - Brief description of the general nature and scope of business of the Company*

The Company is a domestic corporation which was registered with the SEC on 30 June 1977. Its primary purpose is foster, promote and conduct athletic, sports, recreational, social and entertainment activities among its members, on a not-for-profit basis and in relation thereto, establish, construct and maintain facilities necessary to carry out such activities.

The Company owns and operates the Celebrity Club (the "Club"), which is situated in a 22,780 square meter property located along Capitol Hills Drive extending northward to Zuzaregui Street, Diliman, Quezon City. The Club can be accessed via Katipunan Avenue from the South end and Commonwealth Avenue from the North end. Capitol Hills Drive is 15 meters wide, concrete-paved and provided with concrete curbs and gutters, concrete sidewalks, and underground drainage.

The Club is located in an area where land development is of mixed residential and commercial use. Generally, the roads in the neighborhood are designed to accommodate light to medium vehicular traffic loads. It is adjacent to former Broadcast City and opposite to Capitol Golf and Country Club. It is also near Batasang Pambansa, government and private offices along the Quezon Memorial Circle, and Commonwealth Avenue, and prime universities such as U.P., Ateneo De Manila and Miriam College. A large number of exclusive subdivisions surround the Club. Considered among the affluent ones are Ayala Heights, La Vista, Xavierville, Tierra Bella, Tierra Pura, Tivoli, Filinvest, and BF Homes. Rapid and massive developments are ongoing in CSP's immediate vicinity such as the commercial and residential condominiums which alerted the banking industry to establish their branch in the area. Chinabank, BDO, BPI, Bank of Commerce, Security Bank, Unionbank, PS Bank and Eastwest Bank are already serving the nearby community.

Projects/Properties - percentage of completion:

The Company's sole, major project was the rehabilitation of the bowling area and conversion of its adjacent sports facilities into a multi-purpose hall, bar, virtual golf and KTV, completed in January 2023. Except for the bowling scoring machine, the rest of the area, which is now called Sports and Leisure Center, has been operational since the 1st quarter of 2023.

Members:

Amount of Monthly Membership dues of the Company:

- Active - Php2,000.00, Php750.00 of which goes to members' consumables.
- Multi-share holder/Member owning more than one (1) share - Php100.00

Total No. of Paying Members / Assignee Members - 3,303 members as of 31 May 2023 records.

Total No. of Non-Paying Members / Assignee Members - 1,897 members as of 31 May 2023 records.

The Company has two (2) kinds of members - regular members who are the holders of one (1) proprietary share each (comprised of the holders of individual A shares) and assignee members who are the assignees of the holders of Corporate B and Corporate C shares. Corporate B shares allow for two (2) assignee members, while Corporate C shares allow for five (5) assignee members. Hence, there are more members than outstanding shares.

*Part III(A), item 5 - Market Price of and Dividends*

Market Information

The Company has an authorized capital stock of 3,750 no par value, proprietary shares, classified as follows:

- Individual or Corporate “A” - 3,000 shares
- Corporate “B” - 100 shares
- Corporate “C” - 400 shares
- Corporate “D” - 250 shares

As of the record date of 31 May 2023, the Company has an outstanding capital stock of 3,659 shares, consisting of the following:

Class of Shares	Number	Issue Value (PhP)
Individual or Corporate “A”	3,000	131,228,515
Corporate “B”	100	55,000,000
Corporate “C”	400	398,700,000
Corporate “D”	159	78,300,000
<b>Total</b>	<b>3,659</b>	<b>663,228,515</b>

The common shares of the Company are neither traded in any market, nor subject to outstanding warrants to purchase, or securities convertible into common shares of the Company.

#### Stockholders

As of the record date of 31 May 2023, the Company has 2,403 stockholders. The tables showing the juridical and natural stockholders are in Part 1(B), Item 4(d) above, and the list of the top twenty (20) stockholders as of the record date of 31 May 2023 is attached as Annex “D”.

#### Dividend Policy

The Company is organized as a stock, non-profit corporation. Hence, no part of its income can inure to the benefit of the stockholders, and cannot be declared as dividends.

#### Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

The Company has not sold unregistered or exempt securities nor has it issued securities constituting an exempt transaction within the past three (3) years.

The Company’s shares are being sold via secondary sales and are being offered for acquisition and sale through Club Share Traders. The frequency of secondary sales transactions is sporadic. The following are the recorded selling price range and number of secondary sales transactions for the last two (2) years and 31 May 2023:

As of Date	High (in Php)	Low (in Php)	No. of Transactions
31 May 2023	350,000.00	150,000.00	34
31 December 2022	350,000.00	150,000.00	100
31 December 2021	250,000.00	100,000.00	98

#### Part III(A), item 5 - Discussion on compliance with leading practices on Corporate Governance

- (a) The evaluation system established by the Company to measure or determine the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance

The evaluation by the Company to measure and determine the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance is vested by the Board of Directors on the Compliance Officer. The Compliance Officer is mandated to monitor compliance by all concerned with the provisions and requirements of the Manual.

- (b) Measures being undertaken by the Company to fully comply with the adopted leading practices on good corporate governance

Towards full compliance with the adopted leading practices on good corporate governance, the Board of Directors, at its organizational meeting held on 7 July 2018, established the committees prescribed under the existing Code of Corporate Good Governance, and appointed the chairpersons and members thereof, as follows:

Corporate Governance Committee

Chairperson : Romeo Thaddeus B. Liamzon (independent director)  
Members : Jose C. Sison (independent director)  
Jose T. Salazar

The above committee possesses the powers, duties and responsibilities prescribed by the Code of Corporate Good Governance.

Further, the Compliance Officer of the Board is currently reviewing its existing Manual of Corporate Governance, for the purpose of aligning the same with the Code of Corporate Good Governance. The Company continues to undertake the following measures: (a) vetting of the qualifications of the directors and key officers; (b) ensuring attendance of the directors in the Board meetings and in the meetings of various committees in which they are members, by proper scheduling and notice of the meetings; and (c) establishment of and adherence to appropriate standard operating procedures to ensure that proper operational controls are in place. The Company also conducts in-house training of key officers and managerial personnel, to instill in them the principles of corporate governance.

- (c) Any deviation from the Company's Manual of Corporate Governance

The Company endeavors to fully comply with the Manual of Corporate Good Governance (submitted to the Securities and Exchange Commission on 9 March 2011). At the annual general meeting of the stockholders of the Corporation held on 14 May 2018, which was the first annual general meeting held since the special meeting of the stockholders held on 14 August 2000, the stockholders elected a new set of directors, including the prescribed two (2) independent directors. At the organizational meeting of the newly-elected directors held on 7 July 2018, the Board approved the establishment of the Committees required under the 2016 Code of Corporate Governance for Publicly-Listed Companies issued by the SEC on 22 November 2016, including the Corporate Governance Committee. The Board also directed the Corporate Governance Committee to review and revise the existing Manual of the Corporation to make the same conform to the 2016 Code of Corporate Governance. The Corporate Governance Committee will submit the revised Manual to the Board for its approval.

The Board of Directors, at its meeting held on 6 March 2017, approved the necessary amendments to the Articles of Incorporation and By-laws to provide for: (a) the election of at least two (2) independent directors; and (b) the establishment of the required committees under the Code of Corporate Good Governance. The said amendments were intended to be presented to the stockholders for approval at the 14 May 2018 annual general meeting, but was deferred for lack of the prescribed quorum of two thirds (2/3) of the issued and outstanding capital stock. The amendments to the By-Laws were presented to and approved by the stockholders at the Annual General Meeting held 9 May 2022.

The Board of Directors, at its organizational meeting held on 14 May 2022, appointed Arturo G. Tibay as the Compliance Officer.

- (d) Any plan to improve corporate governance of the Company

Pursuant to its commitment to good governance and business practice, the Company continues to review and strengthen its policies and procedures, giving due consideration to developments in the area of corporate governance which it determines to be in the best interests of the Company and its stockholders.

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

The Company is not undertaking any merger, consolidation, acquisition or similar matters.

**Item 13. Acquisition or Disposition of Property**

The Company is not acquiring or disposing of any property.

**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.

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The Company will present to the stockholders for confirmation the Annual Report for 2022.

**Item 16. Matters Not Required to be Submitted**

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

**Item 17. Amendment of Charter, By-laws or Other Documents**

The Board of Directors of the Company, at its meeting held on 05 March 2022, approved certain amendments to the Articles of Incorporation and By-laws of the Company. A tabular comparison of the proposed amendments and the existing provisions, with the reasons for the proposed amendments, are contained in detail in Annex "E" hereof.

While the amendments to the By-Laws were approved by the stockholders by a majority vote at the Annual General Meeting on May 9, 2022, the proposed amendments to the Articles of Incorporation were not due to the lack of the required quorum and required number of votes. The same proposed amendments to the Articles of Incorporation will again be presented to the stockholders for their approval at the July 24, 2023 Annual General Meeting.

The general effect of the proposed amendments to the Articles of Incorporation is to make the Company compliant with the Manual on Corporate Governance and to merely clarify the rights lost and rights retained by a member as a stockholder in the event of expulsion.

**Item 18. Other Proposed Action**

No action is to be taken with respect to any matter not specifically referred to above.

**Item 19. Voting Procedures**

**(a) Vote required for approval or election:**

The vote required for the: (i) election of directors, (ii) approval of the appointment of MF Padernal and Co. as the external auditor of the Company for the current year, and (iii) confirmation of the Annual Report for 2022 and the Auditor's Report for the year ended 31 December 2022 is the affirmative vote of stockholders owning at least a majority of the issued and outstanding capital stock.

With respect to the election of directors, as discussed in Item 4(c) above, the By-Laws of the Company prescribes that each certificate of stock entitles the holder thereof to one (1) vote, and

a stockholder is entitled to cast as many votes as he has certificates of co-ownership registered in his name.

The vote required for the amendment of the Articles of Incorporation and By-laws is two thirds (2/3) of the issued and outstanding capital stock.

**(b) Method by which votes will be counted:**

Votes will be counted by secret ballot. As prescribed in Chapter VII of the By-Laws of the Company, prior to the conduct of the election of directors, an Election Committee shall be constituted to conduct the election and to supervise the balloting. The Election Committee shall be composed of a Chairman and two (2) canvassers, to be appointed by the President at the general meeting, with the approval of the members.

The Chairman of the Election Committee shall announce the results of the election, validated in the presence of the auditor, declaring the candidates with the most number of votes as winners. Unless a protest is presented, or after the meeting has passed upon such protest, if any, the secretary of the Election Committee shall proceed to destroy or burn the ballots used in the election and shall make out the election certificate, which shall be attached to and made part of the minutes of the general meeting.

**PART II.**

**INFORMATION REQUIRED IN A PROXY FORM**

(This form shall be prepared in accordance with paragraph (5) of SRC Rule 20)

**Item 1. Identification**

I/We, the undersigned stockholders/s-member/s of **CELEBRITY SPORTS PLAZA, INC. ("CSPI")** do hereby name, constitute and appoint as my proxy and attorney-in-fact:

**The Chairman of the Board of Directors of CSPI or the President of CSPI**

\_\_\_\_\_  
(Name of Proxy and relationship to stockholder-member)

with full power of substitution, to represent or vote all my/our shares in CSPI registered in my/our name/s for any and all matters presented during the annual general meetings of the stockholders of CSPI, as well as all adjournments or postponements thereof, in any manner he/she deems fit, unless otherwise stated hereunder:

**1) Approval of the acts of the Board of Directors and management for the year ended 2022**

For  Against  Abstain

**2) Appointment of the external auditor for the 2022 audit**

Management is recommending the reappointment of M.F. Padernal & Co.

For  Against  Abstain

**3) Election of the new Members of the Board of Directors.**

The names of the candidates-nominees for election as Directors of CSPI in the Annual General Meeting of the stockholders-members on **July 24, 2023** are mentioned in the list attached to this Proxy Form. The list

was submitted by the Nominations Committee, which ascertained that the candidates-nominees are members of good standing.

This Proxy Form revokes and supersedes any and all proxies I/We had previously issued, and is **valid for a period not to exceed five (5) years from the date this Proxy Form was signed and given**, unless sooner revoked by the undersigned by subsequent written notice given to the Corporate Secretary, or by my/our personal attendance at the Annual General Meeting or any and all the other stockholders' meetings that may be called and held by the Corporation during the validity period of this Proxy Form. **This Proxy Form shall also be valid for subsequent elections of the Directors during its 5-year validity, for which a shareholder-member entitled to vote shall be given a list of candidates-nominees, together with the notice of each subsequent Annual General Meeting, containing the same instructions regarding withholding of authority to vote.**

**Instruction: PLEASE WRITE THE DATE OF SIGNING OF THIS PROXY FORM.**

Signed this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_  
(Signature over Printed Name)

\_\_\_\_\_  
Account Number

**LIST OF CANDIDATES-NOMINEES FOR DIRECTOR**

**INSTRUCTION: IF YOU WANT TO WITHHOLD AUTHORITY TO VOTE FOR A PARTICULAR CANDIDATE/NOMINEE, THEN KINDLY PUT AN "X" IN THE BOX OPPOSITE TO THE SAID CANDIDATE; OTHERWISE LEAVE THE BOXES BLANK.**

<b>Candidates/Nominees</b>	<b>Withhold Authority to Vote</b>
ISIDRO A. CONSUNJI	<input type="checkbox"/>
MA. DOROTHEA B. GANCAYCO	<input type="checkbox"/>
JOSE T. SALAZAR	<input type="checkbox"/>
EMMANUEL T. RAMOS	<input type="checkbox"/>
ROLANDO D. DIMAANO	<input type="checkbox"/>
JOSE C. SISON (independent director)	<input type="checkbox"/>
ROMEO THADDEUS R. LIAMZON (independent director)	<input type="checkbox"/>

**Item 2. Instruction**

The Proxy Form is attached to the Notice of the Annual General Meeting, and contains the instructions by which the same is to be accomplished. All items to be presented for approval are enumerated in the Proxy Form opposite appropriately labeled boxes. If the Proxy Form is not completely accomplished, the designated proxy can exercise the vote at his discretion.

**Item 3. Revocability of Proxy**

The person giving the proxy has the power to revoke the same by filing with the Corporate Secretary a formal notice of revocation in writing before the annual general meeting is officially called to order.



The mere presence of the person giving the proxy at the annual general meeting, absent a formal, written notice of revocation, shall not be sufficient to revoke the proxy.

**Item 4. Persons Making the Solicitation**

**(a) Solicitations not subject to paragraph 8 of SRC Rule 20**

- (1) The solicitation is made by the registrant Company, represented by its Chairman, Isidro Consunji and its President, Ma. Dorothea B. Gancayco. The Company has not received any notice of the intention of any director to oppose any action intended to be taken by the registrant.
- (2) The Company is not aware of any solicitation made or done other than by the registrant Company, or of any other participants in any other solicitation.
- (3) The solicitation is to be made by the use of courier service as well as personally through certain members and/or officers of the Celebrity Sports Club (the "Club") who have volunteered to do the solicitation. The Company will not specifically engage any person or solicitor for this purpose, and no payments are to be made to any of the members of the Club. No payments are to be made to any of the volunteer-members of the Club.

Management intends to solicit through the following couriers:

- a) CACs Express
- b) Philippine Postal Service

- (4) The costs of solicitation will not be borne by any person other than the Company.

Estimated cost of postage and freight is Php 80,000.00.

**(b) Solicitations Subject to paragraph (8) of SRC Rule 20**

The Company is not aware of any solicitations being made by any persons under paragraph (8) of Rule 20.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon**

**(a) Solicitations Not Subject to paragraph (8) of SRC Rule 20**

None of the following persons has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than elections to office:

- (1) each person who has been a director or executive officer of the Company at any time since the beginning of the last fiscal year;
- (2) each participant in the solicitation, as defined in Part II, Item 4, paragraph (b)(7);
- (3) each nominee for election as a director of the Company; or
- (4) Each associate of any of the foregoing persons.

**(b) Solicitations subject to paragraph (8) of SRC Rule 20**

The Company is not aware of any solicitations being made by any persons under paragraph (8) of Rule 20. Hence, the Company is not in a position to provide the information required under this paragraph (b) of Item 5

**LIST OF EXHIBITS AND ANNEXES**

EXHIBIT / ANNEX	DESCRIPTION OF DOCUMENT (copies only)
Exhibit 1	Certification on qualification executed by Jose C. Sison, nominee for independent director of the Company

Exhibit 2	Certification on qualification executed by Romeo Thaddeus R. Liamzon, nominee for independent director of the Company
Annex A	List of stockholders as of 31 May 2023
Annex B	Annual Report of the Company on Form 17-A which includes the Management Discussion and Analysis of the Company, as filed with the SEC on 25 May 2023
Annex C	Audited Financial Statements of the Company as of 31 December 2022
Annex D	List of the top twenty (20) stockholders as of 31 May 2023

**PART III.**

**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Quezon City on 30 June 2023.

**CELEBRITY SPORTS PLAZA. INC.**

Registrant

By:



Ma. Dorothea B. Gancayco  
President