



PUREGOLD

April 8, 2024

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: **Ms. Alexandra T. Wong**

OIC, Disclosure Department

Gentlemen:

For submission is the **Preliminary Information Statement** ("PIS") (SEC Form 20-IS) of Puregold Price Club, Inc. (the "Company") for its forthcoming Annual Stockholders' Meeting scheduled on May 14, 2024, at 10:00 am via online meeting.

We want to inform the Commission and the Exchange that the Company's Management Discussion and Analysis of its Operation and 2023 Consolidated Audited Financial Statements will be submitted with the Definitive Information Statement.

Thank you.

Very truly yours,

Atty. Candy H. Dacanay – Datuon

Assistant Corporate Secretary

COVER SHEET

A 1 9 9 8 1 3 7 5 4

SEC Registration Number

P U R E G O L D P R I C E C L U B , I N C .

(Company's Full Name)

N O . 9 0 0 R O M U A L D E Z S T . , P A C O ,
M A N I L A

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

CANDY H. DACANAY-DATUON

(Contact Person)

(63) 917 861 2459

(Company Telephone Number)

1 2 3 1
Month Day

SEC FORM 20-IS

(Form Type)

0 5 1 4
Month Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing
Domestic Foreign

/ 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:
 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 14, 2024, TUESDAY, 10 AM, VIA ONLINE MEETING**
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: **APRIL 18, 2024**
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**



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 14, 2024, Tuesday, at 10:00 am, via Online Meeting**, with the following agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management
4. Annual Report and Approval of the 2023 Audited Financial Statements
5. Election of Regular Directors and Independent Directors
6. Re-appointment of an External Auditor and fixing its remuneration
7. Other Matters
8. Adjournment


Only stockholders of record as of **April 22, 2024** 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 4, 2024, the annual stockholders' meeting will be held online or virtual. 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 18, 2024.

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 6, 2024, and stockholders attending by remote communication should notify the Company on or before May 7, 2024. 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 7, 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, 2024.


ATTY. CANDY H. DACANAY – DATUON
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. Candy H. Dacanay - Datuon, will certify that the notice of the meeting to stockholders was posted on the Company website and on the Philippine Stock Exchange Edge platform. 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 result 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 2023 Consolidated Audited Financial Statements

The Company will present its 2023 Annual Report and Consolidated Audited Financial Statements to the stockholders. A resolution ratifying the 2023 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. Leonardo B. Dayao
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. 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 P6.5 million as External Auditor of the Company and its subsidiaries will be presented to the stockholders for approval.

7. 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 14, 2024, 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 18, 2024.

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, 2024.
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, 2024.

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	6.13%
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	525,813,149	18.10%
Common	PCD Nominee Corp. (Filipino)	Stockholder/ Not related	Acting for various clients	Filipino	476,013,733	16.39%

2. Security Ownership of Directors and Executive Officers of the Company as of March 31, 2024:

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	6.13%
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	837,625	0.02%
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	Kenneth Tiu Senior Finance Officer	Direct	Filipino	10,000	0.00%
Common	Candy H. Dacanay-Datuon Assistant Corporate Secretary	Direct	Filipino	4,100	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, 2024:

525,813,149 common shares or 18.25% 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. The incumbent directors are also the nominees for the election of regular and independent 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
- e. Mr. Leonardo B. Dayao
- 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:

Susan P. Co, Filipino, 66 years old

Mrs. Co served as Vice-Chairman of the Company from 1998 until her election as Chairman in 2023. She concurrently 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 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 also serves in other PSE-listed companies: Vice-Chairman of Cosco Capital, Inc. and Director of the Philippine Bank of Communications.

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

Lucio L. Co, Filipino, 69 years old

Mr. Co served as Chairman of the Company from 1998 to 2022. He is currently 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 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 a Director 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, LCKK & Sons Realty Corporation, Luis Co Chi Kiat Foundation, Inc., 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 holds positions in other PSE-listed companies: Chairman of Cosco Capital, Inc., Director of Philippine Bank of Communications, and Chairman of The Keepers Holdings, Inc.

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

Ferdinand Vincent P. Co, Filipino, 42 years old

Mr. Vincent Co has served as President of the Company since 2015. He concurrently holds the following positions: 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. 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, Filipino, 39 years old

Ms. Pamela Co has served as Executive Director of the Company since 2015. She is concurrently 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 with a Bachelor of Science Degree in Entrepreneurship in 2006.

Leonardo B. Dayao, Filipino, 80 years old

Mr. Dayao was the President of the Company from 2005 to 2014. He was a member of the Board since 1998. He is also the Chairman and President of Fertuna Holdings Corp.; Chairman of Catuiran Hydropower Corporation, Karayan Hydropower Corporation, Grass Gold Renewable Energy (G2REC) Corporation, League One Finance and Leasing Corporation, Pamana Water Corporation, PSMT Philippines, Inc., S&R Pizza, (Harbor Point) Inc., S&R Pizza, Inc.; Vice-Chairman of Ayagold Retailers, Inc.; President of Alcorn Petroleum and Minerals Corporation, K4 Water Resources Corporation, NE Pacific Shopping Centers Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., San Jose City I Power Corp., Southern Utility Management and Services, Inc. (SUMSI), Union Energy Corporation, Vice-President of Alerce Holdings Corp., Bellagio Holdings, Inc., KMC Realty Corporation, Puregold Duty Free, Inc., Puregold Properties, Inc. and Union Equities, Inc.; and Director of Canaria Holdings Corporation, Entenso Equities Incorporated, Karayan Hydropower Corporation, Kareila Management Corporation, KMC Realty Corporation, and Puregold Realty Leasing & Management, Inc.

Mr. Dayao is also holding positions in other PSE-listed companies: President of Cosco Capital, Inc. and Vice-Chairman of the Philippine Bank of Communications.

Mr. Dayao earned a Bachelor of Science Degree in Commerce from the Far Eastern University. He completed the Basic Management Program at the Asian Institute of Management and earned units in MBA from the University of the Philippines-Cebu. He is a Certified Public Accountant.

Jack E. Huang, Filipino, 70 years old

Mr. Huang has served as Director of the Company since 2017. Mr. Huang also serves as Vice-President of Abacus Capital and Investment Corp., 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 graduated with a degree of Bachelor of Arts, major in Economics, from the Ateneo de Manila University in 1975.

Jaime S. Dela Rosa, Filipino, 79 years old

Mr. Dela Rosa has served as an Independent Director of the Company since 2017. 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. He is a recipient of an Outstanding Alumnus Award for Government Service. Mr. Dela Rosa is a member of Alabang Country Club, Inc. Free Masonry. Before joining the company, Mr. Dela Rosa worked as Director of Alcorn Gold Resources 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.

Gil B. Genio, Filipino, 64 years old¹

Mr. Genio was elected as an Independent Director of the Company in May 2023. He is also an Independent Director of GT Capital Holdings, Inc. Mr. Genio 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. 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

¹ Certification for Independent Director is hereto attached as Annex "C".

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 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 Laude, from the University of the Philippines in 1980.

Emmanuel G. Herbosa, Filipino, 70 years old

Mr. Herbosa was elected as an Independent Director of the Company in May 2023. He was 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.

The Company has two board advisors:

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 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.

Roberto Juanchito T. Dispo, Filipino, 60 years old

Mr. Dispo is currently the President/CEO of League One Finance and Leasing Corporation, Chairman of Mercantile Insurance Corporation, Blacksburg Corporation, Pontificio Collegio Filipino in Rome, and Vice Chairman of New San Jose Builders.

Mr. Dispo was the former Vice Chairman and President of Cirtek Philippines from 2016 to 2019 and CEO of Quintel USA/UK from 2017 to 2019. He became President of First Metro Investment Corporation from 2011 to 2015 and Senior Vice President and Executive Vice President of First Metro Investment Corporation from 1998 to 2010. He was a former Deputy Treasurer of the Philippines, National Treasury, Department of Finance from 1990 to 1997. Mr. Dispo started his career as a Financial Analyst in the Department of Trade and Industry from 1988 to 1990 and as an Administrative Officer in the Department of National Defense from 1987 to 1988.

Mr. Dispo graduated with a degree of Bachelor of Science in Economics from the San Sebastián College, Manila, in 1984. He took a Bachelor of Science major in Management from the Pamantasan ng Lungsod ng Maynila in 1990 and a Master's in Business Administration from the same school in 1991. He completed a Diploma Program from the International Banking and Finance Economic Institute, the University of Colorado, in 1994 and a Master's in Business Economics from the University of Asia and the Pacific in 2014.

He has been a member of the Money Market Association of the Philippines since 1998 and FINEX since 2012. Mr. Dispo was the CEO of the Year awardee in 2014 given by Asia CEO Awards and became a Finalist in CNBC Asia Best CEO in 2014.

(ii) Corporate Officers

Grace E. Sy, Filipino, 59 years old

Ms. Sy has been the Company's Treasurer since 2015. She also works as Treasury Manager of the Company since 2009. She is a graduate of St. Paul College of Manila with a degree of Bachelor of Science major in Accountancy, in 1983.

Baby Gerlie I. Sacro, Filipino, 45 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.

Candy H. Dacanay-Datuon, Filipino, 45 years old

Atty. Dacanay has served as Assistant Corporate Secretary and Compliance Officer of the Company since 2012. She started her legal career as Associate Counsel of the Company from 2004 to 2011. She became the Company's Assistant Corporate Secretary and at the same time Compliance Officer in 2012. Concurrently, she is the Assistant Corporate Secretary and Compliance Officer of Cosco Capital, Inc. and The Keepers Holdings, Inc. (both PSE-listed companies), Corporate Secretary of Kareila Management Corporation (S&R warehouse), and Corporate Secretary and Compliance Officer of League One Finance and Leasing Corporation.

Atty. Dacanay is a graduate of Colegio De San Juan de Letran with a degree of Bachelor of Arts in Political Science, with a distinction of *Cum Laude*. She finished her Bachelor of Laws from the University of Santo Tomas in 2003 and was admitted to the Philippine Bar in 2004. Atty. Dacanay completed the Harvard Business School Online Certificate Program, "Sustainable Business Strategy", in 2020.

Edgar T. Tacorda, Filipino, 47 years old

Mr. Tacorda is the Company's Internal Auditor. He started as 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, 51 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, 60 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 Mercado 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, 56 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.

Denise Maria D. Carolino, Filipino, 60 years old

Ms. Carolino is the Company's Vice-President for Administration. She is one of the pioneer employees of the Company. She is a graduate of the University of Santo Tomas with a degree of Bachelor of Science major in Architecture in 1985. She took credits and will pursue her Leadership Management Development Program at the Ateneo De Manila University.

Elvira D. Gutierrez, Filipino, 53 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, 50 years old

Ms. Cambe is the Senior Finance Manager of the Company. She joined the Company in 2019. She used to be working as an accountant at Liguigaz 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 has been the Company's Financial Control Manager since 2005. He was a graduate of Dela Salle University with a Bachelor of Science in Mathematics, major in Actuarial Science degree in 1995.

Anthony G. Sy, Filipino, 63 years old

Mr. Sy is the 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.

Gisela R. Altura, Filipino, 53 years old

Ms. Altura is the Finance Director of Kareila Management Corporation. She joined the Company in 2007. She graduated with honors, *Cum 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 and Ms. Pamela Justine P. Co are children of Mr. and Mrs. Co.

Involvement in Certain Legal Proceedings

As of December 31, 2023, 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 2023 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 P17,075,532 in 2022 and P32,921,667 in 2023. Please see the table below:

(A) Summary Compensation Table

Name and Position	Year	Salary	Bonus	Other Annual Compensation
Susan P. Co (Chairman)				
Lucio L. Co				
Ferdinand Vincent P. Co (President)				
Antonio E. Delos Santos (Vice-President)				

Jenny L. Jacintos (Senior Merchandising Manager)

Aggregate compensation of the President and the four most highly compensated officers

2022	17,075,532
2023	32,921,667
2024 Projected	33,406,584

Aggregate compensation paid to all other officers and managers

2022	162,355,052
2023	180,541,097
2024 Projected	198,595,207

(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 2023:

Mr. Dindo Marco M. Dioso
Handling Audit Partner
CPA License No. 0095177
SEC Accreditation No. 95177-SEC (Group A) valid until 2023.
Tax Identification No. 912-365-765
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 2024, upon the favorable recommendation of the Audit Committee.

(c) Mr. Dindo Marco M. Dioso 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.

(d) 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.

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

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

Puregold and Subsidiaries	2022	2023
	P7,151,431.00	P6,570,000.00

The amount of P6,570,000.00 is being proposed to the stockholders as an independent accountant fee for the Company and its subsidiaries in 2024.

In 2023, the Company's subsidiary, Kareila Management Corporation, engaged the services of R.G. Manabat (KPMG) for non-audit services for a total fee of P6,100,000.00.

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 2023 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 2023 Annual Stockholders' Meeting, including the President's Report.
- (b) Annual Report including the 2023 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

No action is to be taken regarding the amendment of the charter, bylaws, or any other documents.

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 2023 is as follows:

Date of Board Meeting	Items Approved by the Board of Directors
March 28, 2023	2022 Consolidated Audited Financial Statements
April 4, 2023	2023 Annual Stockholders' Meeting and the nominees for the election of directors
May 9, 2023	First Quarter Consolidated Financial Report for 2023; Result of 2023 Annual Stockholders' Meeting (Approval of the Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2022; Approval of 2022 Annual Report and Audited Financial Statements; Re-Appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with up to 7.1 million fees; Election of Mr. Lucio L. Co, Ms. Susan P. Co, Mr. Ferdinand Vincent P. Co, Ms. Pamela Justine P. Co, Mr. Leonardo B. Dayao, and Mr. Jack Huang as Regular Directors

and the Election of Mr. Jaime S. Dela Rosa, Mr. Gil B. Genio, and Mr. Emmanuel G. Herbosa as Independent Directors.)

Result of Organizational Meeting and Appointment of Committee Memberships:

Election of Officers:

Chairman: Ms. Susan P. Co
President: Mr. Ferdinand Vincent P. Co
Treasurer: Ms. Grace E. Sy
Finance Managers: Ms. Maricel Cambe & Mr. Kenneth N. Tiu
Corporate Secretary: Ms. Baby Gerlie I. Sacro
Assistant Corporate Secretary, Data Privacy Officer & Compliance Officer: Ms. Candy H. Dacanay
Lead Independent Director: Mr. Jaime S. Dela Rosa
Investor Relations Officer: Mr. Victor John G. Dizon
Sustainability Officer: Mr. John Marson T. Hao

Election of Committee Members:

Executive Committee

Chairman: Ms. Susan P. Co
Members: Mr. Lucio L. Co, Mr. Ferdinand Vincent P. Co, Ms. Pamela Justine P. Co, Mr. Leonardo B. Dayao

Audit Committee

Chairman: Mr. Jaime S. Dela Rosa (Independent Director)
Members: Mr. Gil B. Genio (Independent Director), Mr. Emmanuel G. Herbosa (Independent Director), Mr. Leonardo B. Dayao, Ms. Pamela Justine P. Co

Corporate Governance Committee

Chairman: Mr. Emmanuel G. Herbosa (Independent Director)
Members: Mr. Jaime S. Dela Rosa (Independent Director), Mr. Gil B. Genio (Independent Director), Mr. Leonardo B. Dayao, Ms. Pamela Justine P. Co.

June 20, 2023

Acquisition of 14 DiviMart Supermarkets, including its leasehold improvements, furniture, fixtures, equipment, and merchandise inventory, from Mr. Harry Uy and Ms. Vivian Ong Juanitas.

July 24, 2023

Second Quarter Consolidated Financial Report for 2023;
Appointment of the following Officers: Ms. Maricel Cambe as Vice-President for Financial Accounting, Mr. Kenneth Tiu as Vice-President for Accounts Payable, and Ms. Emelda Bechayda as Vice-President for Treasury.

October 23, 2023

Third Quarter Consolidated Financial Report.

December 11, 2023

Regular Cash Dividend Declaration of P0.97 per share;
Renewal of the Company's Buy-Back Program of 5 Billion Pesos for the next twelve (12) months or for the year 2024.

(b) Election of regular and independent directors.

On April 4, 2024, 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:

Mr. Lucio L. Co

Ms. Susan P. Co

Independent Directors:

Mr. Jaime S. Dela Rosa

Mr. Gil B. Genio

Mr. Ferdinand Vincent P. Co
Ms. Pamela Justine P. Co
Mr. Leonardo B. Dayao
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	2024 Up to P6,570,000.00
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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 2024 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 7, 2024.

(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 2023 are stated below:

Period	2021		2022		2023	
	High	Low	High	Low	High	Low
1 st Quarter	41.05	34.20	39.35	31.80	36.20	31.80
2 nd Quarter	40.90	31.65	37.75	30.10	33.40	30.10
3 rd Quarter	44.50	37.90	36.00	28.25	30.00	28.25
4 th Quarter	44.50	36.35	35.50	26.70	29.75	26.70

As of March 31, 2024, the company's share is trading at P26.80.

(B) Stockholders

As of March 31, 2024, the Company has 41 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, 2024:

	Number of Shares	% to the Outstanding Shares
COSCO CAPITAL, INC.	1,410,867,188	48.580
PCD NOMINEE CORP. (NON-FILIPINO)	525,813,149	18.105
PCD NOMINEE CORP. (FILIPINO)	476,013,733	16.390
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	1,000,000	0.034
LEONARDO B. DAYAO &/OR MARCOSA B. DAYAO	739,925	0.025
KATRINA MARIE P. CO-GO	200,000	0.007
EDWIN U. LIM	25,000	0.001
ELVIRA M. CRUZ AND/OR BERNARDO A. CRUZ	8,000	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. 000351	2,000	0.000
PACIFICO B. TACUB	1,600	0.000
ANTONIO B. RAMOS	1,000	0.000
THERESITA O. TAN	1,000	0.000

Compliance with Section 49 of the Revised Corporation Code

The Company held seven board meetings in 2023. The record of attendance of the directors is as follows:

	No. of Board Meetings Held/Attended	No. of Audit Committee Meetings Held/Attended	No. of Corporate Governance Committee Meetings Held/Attended	Total
Susan P. Co	7/7	Not Member	1/1	100%
Lucio L. Co	7/7	Not Member	Not Member	100%
Ferdinand Vincent P. Co	7/7	Not Member		
Leonardo B. Dayao	7/7	4/4	1/1	100%
Pamela Justine P. Co	7/7	4/4	Not Member	100%
Jack E. Huang	7/7	Not Member	Not Member	100%
Jaime S. Dela Rosa (ID)	7/7	4/4	Not Member	60%
Emmanuel G. Herbosa (ID)	7/7	4/4	1/1	100%
Gil B. Genio (ID)	7/7	4/4	1/1	80%

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 May 9, 2023, which may be viewed/downloaded on the company website, www.puregold.com.ph
A record of the voting results for each agenda item	Please refer to the Minutes of the previous Stockholders meeting and Results of Annual Stockholders Meeting dated May 9, 2023, which may be viewed/downloaded on the company website, www.puregold.com.ph
List of directors, officers and stockholders who attended the meeting	Please refer to the Minutes of the previous Stockholders meeting and Results of Annual Stockholders Meeting dated May 9, 2023, which may be viewed/downloaded on the company website, www.puregold.com.ph
List of material information on the current stockholders	Please refer to page 19 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 last Corporate Governance seminar they attended was on June 13, 2023. The Board of Directors held seven meetings in 2023. All directors were present in those meetings.
Directors Attendance Report	The Audit Committee held four meetings in 2023. All members of the Committee attended those meetings.
Assessment of board performance	The Corporate Governance Committee held one online meeting in 2023. All members of the Committee attended those meetings. 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 13 of this Information Statement.
Disclosures on self-dealings and related party transactions	The Company will submit its 2023 Consolidated Audited Financial Statements with the Definitive Information Statements

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, 2024.

PUREGOLD PRICE CLUB, INC.

By:



CANDY H. DACANAY – DATUON
Assistant Corporate Secretary

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 14, 2024, 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 7, 2024, 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 2024 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 7, 2024. 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.

PUREGOLD PRICE CLUB, INC.

Annual Stockholders Meeting

May 14, 2024, 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 2023			
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			
	Election of Regular and Independent Directors			
4	Mr. Lucio L. Co			
4.1	Ms. Susan P. Co			
4.2	Mr. Ferdinand Vincent P. Co			
4.3	Ms. Pamela Justine P. Co			
4.4	Mr. Leonardo B. Dayao			
4.5	Mr. Jack E. Huang			
4.6	Mr. Jaime S. Dela Rosa, <i>Independent Director</i>			
4.7	Mr. Gil B. Genio, <i>Independent Director</i>			
4.8	Mr. Emmanuel G. Herbosa, <i>Independent Director</i>			

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 6, 2024. The company's stock transfer agent will validate the votes on May 7, 2024, at 3:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

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 the law, do hereby declare that:

1. I am a nominee for independent director of Puregold Price Club, Inc. for the years 2024 to 2025 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 to present
Institute of Corporate Directors	Fellow	February 2022 to present
Management Association of the Philippines	Member	In good standing for 2023

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Puregold Price Club, Inc., 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 shareholder of Puregold Price Club, Inc. 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 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 Co

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. 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 Regulations, Code of Corporate Governance, and other SEC issuances.
7. I shall inform the Corporate Secretary of Puregold Price Club, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this **05 APR 2024**, Manila City.



GIL B. GENIO
Affiant

05 APR 2024

SUBSCRIBED AND SWORN to before me this _____ day of April 2024 at Manila City, affiant personally appeared before me and exhibited competent proof of his identity.

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Book No. 39
Series of 2024.


CHERRIE LYNNE MAY R. PUREZA
Notary Public for the City of Manila
Commission No. 2023-030 until Dec. 31, 2024
Roll No. 58325
IBP Lifetime Member No. 09093
PTR No. 1515456/01-02-2024/Mla.
MCLE Compliance No. VI-0008868/02-11-22
No. 900 Romualdez St., Paco, Manila

