



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. A199704963

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

VALUE CARE HEALTH SYSTEMS INC.
(Amending Articles IV [term of existence] and VII thereof)

copy annexed, adopted on January 20, 2021 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of July, Twenty Twenty Two.


GERARDO E. DEL ROSARIO
Director

Company Registration and Monitoring Department

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

**AMENDED
ARTICLES OF INCORPORATION
OF
VALUE CARE HEALTH SYSTEMS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

VALUE CARE HEALTH SYSTEMS, INC.

SECOND: That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

To engage in the provision of pre-paid health care services to its clients and to put-up, establish, construct, organize, equip and/or accredit, contract and enter into agreements with medical establishments as well as duly licensed physicians, surgeons and/or persons with scientific medical specialties and for the delivery of said services.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may necessary or incidental to the conduct of the corporate

business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts obligations of which are held by or for this corporation, directly or indirectly, or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union interest, utilization or farmout agreement, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person, government, municipal or public authority, domestic or foreign, in the carrying of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more acts and things herein set forth as its purposes, within or without the Philippines and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at No. 33 Meralco Avenue, Barangay San Antonio, Pasig City, Metro Manila, Philippines. *(As amended on 30 September 2016)*

FOURTH: That the term for which said corporation is to exist **shall be perpetual as provided under the Revised Corporation Code.** *(As amended on 20 January 2021 by a majority vote of the Board of Directors and by the vote of stockholders representing at least two-thirds [2/3] of the outstanding capital stock on even date)*

FIFTH: That the names, nationalities, and residences of the incorporators of the said corporation are as follows:

| <u>Name</u> | <u>Nationality</u> | <u>Residence</u> |
|--------------------------|--------------------|--|
| DR. CHARLES CHANTE | Filipino | 26 Fordham St., White Plains, Q. C. |
| DR. WILSON TAN DE GUZMAN | -do- | 7 Industry Road, Malabon, M. M. |
| DR. JOSE GARCIA, JR. | -do- | 28 Padre Burgos Ayala Heights, Phase I, Diliman, Q. C. |
| DR. RODY SY | -do- | 512 Lafayette St., Mandaluyong City |
| DR. SAMUEL ANG | -do- | 13-B 8 th St., New Manila, Q. C. |
| DRA. PATRICIA TAN | -do- | 61 N. Roxas St., Sta. Mesa Heights, Q. C. |
| MR. GEORGE GO | -do- | 109 Malakas St., Diliman, Q. C. |

SIXTH: That the number of directors of the Corporation shall be NINE (9), and that the names, nationalities and residences of the directors, who are to serve until their successor are elected and qualifies as provided by the by-laws, are as follows: *(As amended on 31 May 2007, and further amended on 30 September 2016)*

| <u>Name</u> | <u>Nationality</u> | <u>Residence</u> |
|---------------------------|--------------------|---|
| DR. CHARLES CHANTE | Filipino | 26 Fordham St., White Plains, Q. C. |
| DR. WILSON TAN DE GUZMAN | -do- | 7 Industry Road, Malabon, Metro-Manila |
| DR. JOSE GARCIA, JR. | -do- | 28 Padre Burgos Ayala Heights, Phase I, Diliman, Q. C. |
| DR. RODY SY | -do- | 512 Lafayette St., Mandaluyong City |
| DR. SAMUEL ANG | -do- | 13-B 8 th St., New Manila, Q. C. |
| DRA. PATRICIA TAN | -do- | 61 N. Roxas St., Sta. Mesa Hts., Q. C. |
| MR. GEORGE GO | -do- | 109 Malakas St., Diliman, Q. C. |
| DRA. MA. LUISA L. GOTAMCO | -do- | 6 Obudan St., Q. C. |
| DR. LAWRENCE GOTAMCO | -do- | 6 Obudan St., Q. C. |
| DRA. LIGAYA DY | -do- | 102 D. Aquino St., 5 th Avenue, Grace Park, Caloocan City |
| DR. CESAR CO | -do- | 5 Dinalupihan St., Damar Village, Q. C. |
| DR. FERNANDO CHUA | -do- | 112 Apo St., Sta. Mesa Heights, Q. C. |
| DR. JOSE CHUA, JR. | -do- | 29A Father Martinez St., Kamuning, Q. C. |
| DRA. MA. REBECCA MACATUNO | -do- | L7B2 Alps Drive, Camella Homes Alabang 2E-Ridgeview, Putatan, Muntinlupa City |

SEVENTH: That the authorized capital stock of the corporation is **EIGHT HUNDRED MILLION PESOS (P800,000,000.00)** and said capital stock is divided into **EIGHT HUNDRED MILLION (800,000,000) shares**, with a par value of ONE

PESO (P1.00) per share. (As amended on 30 September 2016, and further amended on 20 January 2021 by a majority vote of the Board of Directors and by the vote of stockholders representing at least two-thirds [2/3] of the outstanding capital stock on even date)

EIGHTH: That the amount of said capital stock actually subscribed is TWENTY-THREE MILLION FIVE HUNDRED THOUSAND PESOS (P23,500,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

| <u>Name</u> | <u>Nationality</u> | <u>No. of Shares Subscribed</u> | <u>Amount Subscribed</u> |
|---------------------------|--------------------|-------------------------------------|------------------------------|
| DR. CHARLES CHANTE | Filipino | P 5,000,000 | P 5,000,000.00 |
| DR. WILSON TAN DE GUZMAN | -do- | 2,000,000 | 2,000,000.00 |
| DR. JOSE GARCIA, JR. | -do- | 2,000,000 | 2,000,000.00 |
| DR. RODY SY | -do- | 2,000,000 | 2,000,000.00 |
| DR. SAMUEL ANG | -do- | 2,000,000 | 2,000,000.00 |
| DRA. PATRICIA TAN | -do- | 2,000,000 | 2,000,000.00 |
| MR. GEORGE GO | -do- | 1,499,900 | 1,499,900.00 |
| DRA. MA. LUISA L. GOTAMCO | -do- | 1,000,000 | 1,000,000.00 |
| DR. LAWRENCE GOTAMCO | -do- | 1,000,000 | 1,000,000.00 |
| DRA. LIGAYA DY | -do- | 1,000,000 | 1,000,000.00 |
| DR. CESAR CO | -do- | 1,000,000 | 1,000,000.00 |
| DR. FERNANDO CHUA | -do- | 1,000,000 | 1,000,000.00 |
| DR. JOSE CHUA, JR. | -do- | 1,000,000 | 1,000,000.00 |
| DR. ALBERT CHUA | -do- | 500,000 | 500,000.00 |
| DRA. REMEDIOS ONG | -do- | 500,000 | 500,000.00 |
| DRA. MA. REBECCA MACATUNO | -do- | 100 | 100.00 |
| Total | | <u>P23,500,000</u> | <u>P23,500,000.00</u> |

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out after their respective names:

| <u>Name</u> | <u>Amount Paid</u> |
|--------------------------|--------------------|
| DR. CHARLES CHANTE | P 1,750,000.00 |
| DR. WILSON TAN DE GUZMAN | 700,000.00 |
| DR. JOSE GARCIA, JR. | 700,000.00 |
| DR. RODY SY | 700,000.00 |
| DRA. PATRICIA TAN | 700,000.00 |

| | |
|---------------------------|------------------------------|
| DR. SAMUEL ANG | 700,000.00 |
| DRA. MA. LUISA L. GOTAMCO | 350,000.00 |
| DR. LAWRENCE GOTAMCO | 350,000.00 |
| DRA. LIGAYA DY | 350,000.00 |
| DR. CESAR CO | 350,000.00 |
| MR. GEORGE GO | 524,965.00 |
| DR. FERNANDO CHUA | 350,000.00 |
| DR. JOSE CHUA, JR. | 350,000.00 |
| DR. ALBERT CHUA | 175,000.00 |
| DRA. REMEDIOS ONG | 175,000.00 |
| DRA. MA. REBECCA MACATUNO | <u>35.00</u> |
| Total | <u><u>₱ 8,225,000.00</u></u> |

TENTH: That no issuance or transfer of shares of stock which would reduce the ownership of Filipino citizens to less than the percentage of the capital required by law shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed in all of the stock certificates to be issued by the corporation.

In the event a shareholder (the "Offeror") intends to transfer his/her shareholdings to a third party, such Offeror, shall first offer to sell such shares (the "Offered Shares"), pro-rata, to the following by order of priority:

- a) Incumbent members of the Board of Directors (the "Offerees");
- b) Other stockholders of record of the Corporation (the "Second Offerees"); and
- c) The Corporation itself.

In accordance with the following procedure:

- a) The Offered Shares shall be so offered to the Offerees as nearly as may be in proportion to their respective shareholdings in the Corporation at the time of such offer: provided, that the Offeror may combine fractions and offer the entire share to any Offeree who would otherwise be entitled to an offer of a fractional part thereof.
- b) The Offeror shall give concurrent notice to such effect to each of the Offerees, which notice shall be in writing, served personally or sent by registered mail

to their respective addresses as appearing in the records of the Corporation, and shall state the number of the Offered Shares, the price at and the terms upon which the Offeror proposes to sell the Offered Shares, and in the event the Offeror has received an offer from a party other than the Offerees, the name and address of said party. Such notice shall constitute an offer to dispose to the offerees all of the Offered Shares at such price and upon such terms.

- c) Each offeree shall have a period of thirty (30) days after the giving of such written notice within which to accept the offer thereby made by giving concurrent written notice to the Offeror and to the other Offerees to such effect within said thirty (30) day period.
- d) If not all the Offerees accept such offer, the unaccepted Offered Shares shall be offered in like manner to the Offerees that shall have accepted the next previous offer, until all of the Offered Shares have been accepted or no Offeree desires to accept any further Offered Shares shall have ten (10) days within which to notify the Offeror of their acceptance.
- e) If none of the Offerees accept the Offered Shares within thirty (30) days, or if the other Offerees who accepted the Offered Shares waive or refuse the unaccepted Offered Shares, then the Offeror may offer to sell or transfer the unaccepted Offered Shares, or the remaining unaccepted Offered Shares, as the case may be, to the Second Offerees following the procedure outlined above.
- f) If none of the Second Offerees accept the Offered Shares within thirty (30) days, or if the other Second Offerees who accepted the Offered Shares waive or refuse the unaccepted Offered Shares, then the Offeror may sell or transfer the unaccepted Offered Shares, or the remaining unaccepted Offered Shares, as the case may be, to the Corporation, which shall notify the offeror of its acceptance within thirty (30) days from the expiration of other thirty-day acceptance period given to the Offerees.

- g) If no such acceptance is signified to the Offeror by the Corporation, then the Offeror may sell or transfer to any party at a price not lower than the price at which the Offered Shares were offered to the Offerees, Second Offerees or the Corporation.

The right of first refusal granted hereof shall not apply to the sale by stockholder of not more than one (1) share to each nominee director nor to sale by the stockholder of all or part of his shares to any company controlled by, or directly or indirectly under common control with the Offerees.

The right of first refusal granted above shall not be applicable to cases:

- a) Where the sale or transfer is made with the prior written consent of the other shareholders; or
- b) Where the transfer is made by inheritance.

This Article shall not be deemed to restrict any encumbrance of shares by way of security or collateral to secure a loan, as in a pledge, mortgage or other encumbrance, but a sale under a pledge, mortgage or encumbrance or tax lien, as well as any other involuntary transfer, shall be subject to these provisions. The disposition of treasury shares shall be subject to the procedures in this Article.

Any issuance, sale or transfer of stock made in contravention with such terms and conditions shall be null and void. No such stock may be issued or transferred on the books of the Corporation except in accordance with the terms and provisions thereof.

No liability for damages of any kind shall attach to the Corporation, its Board of Directors or Officers by the refusal to register on the books of the Corporation any issuance, sale or transfer of stock made in contravention with such terms and conditions. *(As amended on 31 May 2007)*

ELEVENTH: That Dr. LAWRENCE GOTAMCO has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with by-laws; and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of March 1997 at Quezon City, Philippines.

(Sgd.) **DR. CHARLES CHANTE**

(Sgd.) **DR. WILSON TAN DE GUZMAN**

(Sgd.) **DR. JOSE GARCIA, JR.**

(Sgd.) **DR. RODY SY**

(Sgd.) **DR. SAMUEL ANG**

(Sgd.) **DRA. PATRICIA TAN**

(Sgd.) **MR. GEORGE GO**

WITNESSED BY:

(Sgd.) **DR. LAWRENCE GOTAMCO**

(Sgd.) **DRA. LIGAYA DY**

(Sgd.) **DR. CESAR CO**

(Sgd.) **DR. FERNANDO CHUA**

(Sgd.) **DR. JOSE CHUA, JR.**

(Sgd.) **DR. MA. REBECCA MACATUNO**

(Sgd.) **DR. ALBERT CHUA**

(Sgd.) **DRA. REMEDIOS ONG**

(Sgd.) **DRA. MA. LUISA L. GOTAMCO**

ACKNOWLEDGMENT

Republic of the Philippines)
Quezon City) S.S.

BEFORE ME, a Notary Public in and for Quezon City, Philippines, this 10th day of March 1997 personally appeared:

| <u>Name</u> | <u>Res. Cert. No.</u> | <u>Date & Place Issued</u> |
|--------------------------|-----------------------|--------------------------------|
| DR. CHARLES CHANTE | 7850362 | 02-22-97 San Juan Manila |
| DR. WILSON TAN DE GUZMAN | 284110 | 01-27-97 Malabon |
| DR. JOSE GARCIA, JR. | 10359477 | 02-26-97 Manila |
| DR. RODY SY | 8013545 | 01-13-97 Manila |
| DR. SAMUEL ANG | 1347574 | 01-14-97 Q. C. |
| DR. PATRICIA TAN | 5160846 | 02-26-97 Q. C. |
| MR. GEORGE GO | 1451657 | 01-15-97 Q. C. |

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(Sgd.) RAMON F. AVIADO, JR.
NOTARY PUBLIC
UNTIL DEC. 31, 1997
PTR No. 8321611
1-2-97 QUEZON CITY

Doc. No. 385;
Page No. 78;
Book No. II;
Series of 1997.