ValuCare
You can count on us
a member of
MiCare HealthTech HOLDINGS
a Singapore-incorporated company

28 May 2026

Hon. Reynaldo A. Regalado
Commissioner
Insurance Commission
1071 United Nations Ave. Ermita, Manila
Metro Manila

Subject: **Submission of Annual Corporate Governance Report CY 2025**

Greetings:

Dear **Hon. Regalado,**
We respectfully submit to your Honorable Office the Annual Corporate Governance Report for calendar year 2025 pursuant to IC Circular Letter No. 2020-72.

In relation herewith, we likewise submit the following required supporting documents, to wit:

a. Latest Annual Report as Annex "A";
b. Latest Audited Financial Statement CY 2025 as Annex "B";
c. Recent Company Announcement as Annex "C";
d. Articles of Incorporation as Annex "D";
e. Minutes of Annual Shareholder's Meeting as Annex "E";
f. Corporate Governance Policies as Annex "F";
g. Code of Discipline as Annex "G";
h. Sustainability Report as Annex "H";
i. Updated List of the Board Members and Executive Officers as Annex "I"; and
j. Other supporting documents to ACGR as Annex "J".

In respect to other supporting documents, the latter comprises of the following:

1. Internal Audit Charter;
2. QMS Manual; and
3. Retirement Plan with BIR Approval.

In the light of the foregoing, we trust that the Honorable Office will find the above-stated documents in order. Should there be clarifications or inquiries, please do not hesitate to contact us at our email address: compliance@valuecarehealth.com, or hotline: 8702-3388 loc. 3386.

For your consideration.

Respectfully,

Atty. Roselle P. Perez-Bariuan
Chief Compliance Officer

INSURANCE COMMISSION
ADMINISTRATIVE DIVISION
RECORDS - RECEIVING
RECEIVED
MAY 28 2026
By: Time: 0204

Enrico D. Cleofas
Administrative Division
Receiving Section

ANNUAL CORPORATE GOVERNANCE REPORT 2025

	COMPLIANT/NON-COMPLIANT	ADDITIONAL INFORMATON	EXPLANATION
The Board's Governance Responsibility			
Principle 1: The Company should be headed by a competent, working board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and long term best interest of its shareholders and stakeholders.			
Recommendation 1.1			
1. The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Provide information or link/reference to a document containing information on the following: 1. Academic qualiflcations, industry knowledge, professional experience, expertise and relevant trainings of directors. 2. Qualification standard for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of performance.	Valuecare Health Systems Inc.'s Board is composed of Directors with adequate knowledge, experience and expertise in running the company's best interest. These above-stated facts are supported by existing company policies. Consistent with it, is the fact that VCHSI ensures that prior to the selection and election of members (BoD), each and every candidates must posseses all the qualifications and no disqualifications. The process of selecting, nominating and electing board members is duly observed in good faith by the BoD with guidance and reference to the standards set forth in the VCHSI Corporate Governance Manual. For reference, kindly see the company's website: https://valuecarehealth.com/company-profile/
2. Board has an appropriate mix of competence and expertise	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors	COMPLIANT	Identify or provide link/reference to a document identifying the directors and the their directorship	The Board of Directors consists of five (5) members, four of whom serve as non-executive directors, except for the Treasurer. The Board of Directors who are non-executive are as follows: Mr. Subroto Banerji; Mr. Wing Kuen Moses Hee; Mr. Owen Y. Lee; Dr. Samuel D. Ang; Mr. Yue Kiu Kenny Chan (Treasurer)
Recommendation 1.3			
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors	COMPLIANT	Provide link or reference to the company's Board Charter or Manual on Corporate Governance relating to its policy on training of directors.	Corporate Good Governance Training is annually held in the company and is conducted by the accredited providers of Insurance Commission, and is required to be attended by the newly members of the Board, including but not limited to, President, Corporate Secretary, Treasurer, Chief Finance Officer, Chief Compliance Officer, Chief Operations Officer.
2. Compay provides in its Board of Charter or Manual on Corporate Governance an orientation program for first time directors	COMPLIANT	Provide link/reference to a document containing information on the orientation program or trainings of directors for the previous year, including the number of hours attended and topics covered.	Corporate Governance Traning and Orientation is given to first time directors. Please see the attendance of the following Directors, whom attended the Corporate Governance Traning held last July 25, 2025 for a period of eight (8) hours.
3. Company has relevant annual continuing training for all directors	COMPLIANT		Corporate Governance Manual expressly requires to attend Annual Corporate Governance Training.
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.	The Board recognizes the importance of gender diversity in its composition. In this regard, the Board endeavors to reflect its commitment towards gender diversity by maintaining at least 30% female representation on the Board.

Recommendation 1.5			
1. Board is assisted in its duties by Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on Corproate Secretary, including his name, qualification, duties and functions.	The Board engaged the services of Divina Law, and as a result, Atty. Nasha Jemimah R. Reyes-Ferrer of Divina Law, was then appointed and designated as VCHSI's Corporate Secretary. Atty. Nasha is a separate individual from the Compliance Officer, and is not a member of the Board of Directors. This is supported by the SEC Form: General Information Sheet. Atty. Nasha Jemimah R. Reyes-Ferrer has attended the Corporate Good Governance Training held on July 25, 2025, which lasted for eight (8) hours.
2. Corprorate Secretary is a separate individual from the Compliance Officer	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors	COMPLIANT		
4. Corporate Secretary attends training on corproate governance.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended including number of hours and topic covered.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his name, qualification, duties and functions.	The Board appointed and designated Atty. Roselle P. Perez-Baruian as VCHSI's Compliance Officer, whose rank and/or position is that of a Vice-President or an equivalent postion. Atty. Roselle P. Perez-Bariuan is a separate individual from a Corporate Secretary, and is not a member of the Board. Atty. Roselle P. Perez-Bariuan has attended the Corporate Good Governance Training held on July 25, 2025, which lasted for eight (8) hours.
2. Compliance Officer has a rank of Vice-President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	COMPLIANT		
4. Compliance Officer attends training/s on corproate governance annually.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended including number of hours and topic covered.	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of the meeting)	VCHSI's Directors act in accordance with the laws, their existing company-by laws and policies. In the exercise of which, VCHSI's Directors duly observe good faith, with due diligence, and taking into consideration the welfare or best interest of the company. As reference, please see the Minutes of Meeting.....
Recommendation 2.2			
1. Board oversees the development,review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of the meeting)	VCHSI's Board members act as an overseer in the conduct of company business objective and strategy. In this regard, Board always participates in the discussion on how to efficiently execute the company's business strategies per year, and provide adequate insight and support on how to deliver the same. As reference, please see the Business planning: Minutes of Meeting......
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	COMPLIANT	Indicate frequency of review of business objective and strategy.	The Board reviews the company's business strategy once a year. Please refer to the Business Planning: Minutes of Meeting.
Recommendation 2.3			

1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications.	The VCHSI's Board is headed by **Mr. Wing Kuen Moses Hee,** a singaporean, who is the founder and group CEO of MiCare, a leading third-party medical claims administrator in Asia, with operations in Malaysia. With over 25 years of healthcare experience, he previously founded a medical software company acquired by Ezyhealth Asia Pacific in 2000.
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/refrence to a document containing information on the company's succession planning and retirement policies and programs, and its implementation.	VCHSI's Board has adopted succession planning program as shown by VCHSI's Good Governance Manual. Please refer to Chapter IV, Item No. 1.6.
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT		VCHSI's Board has adopted a policy on the retirement for Directors and key officers. Please refer to VC's Employees Retirement Plan.
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and it's implementation, including the remuneration and performance.	VCHSI's Board has adopted its existing remuneration policy based on its Corporation By-laws. To reiterate, each director shall receive a reasonable per diem allowance, and as regards compensation an amount not more than 10% shall be received by the Board. Board remuneration policy is with reference to long-term interest of the company, and Directors are not allowed to participate in the discussion/deliberation pertaining to his/her remuneration. Please refer to Corporate Governance Manual Item No. 2.7. and Company By-Laws.
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		
3. Directors do not participate in discussion or deliberation involving his/her own remuneration.	COMPLIANT		
Recommendation 2.6			

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementaton, including the criteria used in selecting new directors, how the shortlisted candidates and it encourages nominations from shareholders. Provide proff of minority shareholders have a right to nominate candidates to the board. Provide information if there was an assessment of the effectiveness of the Board's processess in the nomination, election or replacement of the director.	VCHSI Board has established a transparent nomination and election policy. This policy is found in **VCHSI's Good Governance Manual**. While the policy does not provide details for minority shareholders, the policy expressly provides that stockholders nomination, whether from major or minor stockholders, shall be made in writting and with notice to the Office of the Corporate Secretary accompanied by the nominees biographical data. The Board usually reviews the profile of the nominated candidates by any stockholders, during its annual board meeting. In relation herewith, VCHSI Board assessed and determined its nominees qualifications during the annual board meeting or a meeting duly called for that purpose. The assessment and determination of nominees qualifications are based on the sound determination by the Board, but with consideration of VCHSI's by laws and its corporate governance manual. This is to ensure that the qualifications of director are alligned with the strategic direction of the company. A Nomination and Remuneration Committee was in fact created in order to assist the Board in reviewing the list of nominees, and selecting the same.
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepts nomination from minority shareholders	COMPLIANT		
4. Board nomination and election policy includes how the board reviews nominated candidates	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of the directors	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company	COMPLIANT		
Recommendation 2.7			
1. Board has the overall responsibility in ensuring that there is a group-wide policy system and governing related party transactions (RPTs) and other unusual or infrequently occuring transactions.	COMPLIANT	Provide information on or reference to a document constaing the company's policy on related party transaction, including policy on review and approval of significant RPTs	VCHSI Board has implemented policies and measures geared towards prevention of abuse and promotion of transparency through adoption of Related-Party Transaction Policy. The Board identifies the list of material transactions as well as the committees that will examine the same. Herewith is the list of material transaction: TRANSACTION TYPE | MATERIALITY THRESHOLD: Management Committee | RPT Committee
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		

<table>
<tr>
<td>3. RPT policy encompassess all entities within the group, taking into account their size, structure, risk, profile and complexity of the operations.</td>
<td>COMPLIANT</td>
<td></td>
<td>
<table>
<tr><td>a.</td><td>On-and off-balance sheet credit exposures and claims and write-offs</td><td>Up to P5M</td><td>Over P5M per transaction per contract</td></tr>
<tr><td>b.</td><td>Investments and/ or subscriptions for debt/ equity issuances</td><td>n/a</td><td>In excess of the limits indicated in the Investment Policy Statement</td></tr>
<tr><td>c.</td><td>Consulting, professional, agency and other service arrangements/ contracts/ agreements</td><td>Cumulative P20M per counterparty</td><td>Over P20M (cumulative) per counterparty</td></tr>
<tr><td>d.</td><td>Purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements)</td><td>Up to P5M per transaction per contract</td><td>Over P5M per transaction per contract</td></tr>
<tr><td>e.</td><td>Construction arrangements/ contracts</td><td>Cumulative P5M per counterparty</td><td>Over P5M per counterparty</td></tr>
<tr><td>f.</td><td>Lease arrangements/ contracts</td><td>Up to P5M per transaction per contract</td><td>Over P5M per transaction per contract</td></tr>
<tr><td>g.</td><td>Trading and derivative transactions</td><td>n/a</td><td>In excess of the limits indicated in the Investment Policy Statement</td></tr>
<tr><td>h.</td><td>Borrowings, commitments, fund transfers and guarantees</td><td>Up to P5M per transaction</td><td>Over P5M per transaction</td></tr>
<tr><td>i.</td><td>Sale, purchase or supply of any goods or materials</td><td>Up to P5M per transaction per contract</td><td>Over P5M per transaction per contract</td></tr>
<tr><td>j.</td><td>Establishment of joint venture entities</td><td>n/a</td><td>Regardless of contribution</td></tr>
</table>
</td>
</tr>
<tr>
<td>Recommendation 2.8</td>
<td colspan="3"></td>
</tr>
</table>

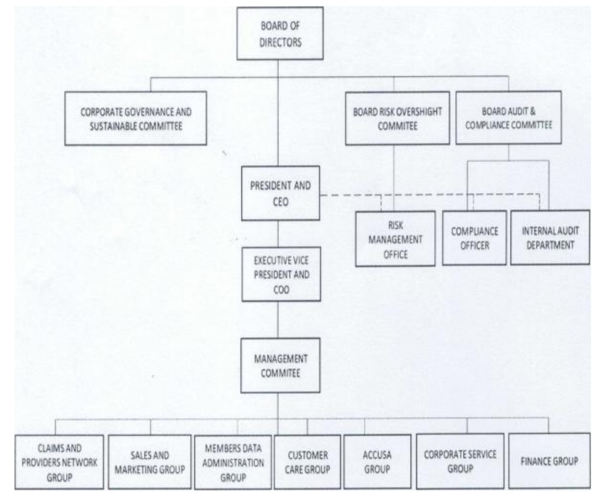
<table>
<tr><td>1. Board is primarily responsible for approving the selection of Management led by Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</td><td>COMPLIANT</td><td>Provide information on the reference to a document containing the Board's policy and responsibility for assessing the performance of management. Identify the Management Team appointed.</td><td rowspan="2">While the VCHSI Board is responsible for the approval in selecting the management led by the CEO, and the heads of the other control function. There is no policy yet in place to assess and monitor the performance of the management. Notwithstanding, herewith are the Key Officers of Value Care Health Systems, Inc:

President/CEO: Elmer M. Palomata, MD
Chief People Officer: Erika Denice B. Castillo
Chief Operation Officer: Franz Joie D. Araque
Chief Finance Officer: Shirley M. Catibog
Chief Compliance Officer: Atty. Roselle P. Perez

Based on the foregoing, the positions for the Chief Risk Officer and Chief Audit Executive are vacant. Despite vacancy of the Chief Risk Officer and Chief Audit Executive, the Board is committed to look for individuals, who will be suited and qualified for the said post.

Moreover, the policy for assessing the performance of the management led by the CEO is yet to be placed since Board undergoes to some restructuring.</td></tr>
<tr><td>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the head of the other control functions (Chief Risk Officerm Chief Compliance Officer and Audit Executive).</td><td>COMPLIANT</td><td>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance</td></tr>
<tr><td>Recommendation 2.9</td><td colspan="3"></td></tr>
</table>

1. Board establishes an effective performance management framework that ensures that Management including the Chief Executive Officer (CEO) performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Provide information on or link/refrence to a document containing the Board's performance management framework for manangement and personnel.	The VCHSI's Corporate Governance Manual provides a rating scale to determine the values and competence of the Board, Officers and Management Team, the same is adequate to show effective performance of the said personnel. The standards set by the Board and Senior Management are put in place as there is Performance Appraisal Form to be used by the Board. Please see the sample for Performance Appraisal Form......
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board overseas that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is place ad what is included in the internal control system	VCHSI Board, on a periodic basis, conducts discussion with the management on the effectiveness of the internal control policy. In support herewith, Board of Audit and Compliance Committee is created to ensure that the management establishes and maitains effective and efficient policies. Aside from the Internal Control Framework Policy, the Board adopts a policy on Conflict of Interest, which serves as a mechanism for managing potential conflict of interest between the management and shareholders. Moreover, the Board approves the Internal Audit Charter which can be found in the company website: Corporate Governance
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest if the Management members and shareholders.	COMPLIANT		
3. Board approves the Internal Audit Charter	COMPLIANT	Provide reference or link to the company's Internal Audit Charter	
Recommendation 2.11			

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk maangement framework and how the board was guided by the framework.	To assist the VCHSI' Board in overseeing the company business, they adopted a sound enterprise risk management framework that seeks identify, monitor and assess business risks. Thus, Enterprise Management Risk Framework is established, where the first, second and third line of defense were identified, and adopted methodology to address those risks, to illustrate, herewith is the functional table organization: 
2. The risk management framework guides the Board in identifying units/ business lines and enterprise level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	Provide proof of effectiveness of risk management strategies if any.	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying our its fiduciary duties.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	VCHSI Board created a Board Charter which is known as Corporate Governance Manual. This Corporate Governance Manual expressly states the roles, responsibilities, and accountabilities of the Board, including its officer and personnal in carrying out its fiduciary duties. VCHSI Good Governance Manual is publicly available and is posted in the company
2. Board Charter serves as a guide to the diretors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted in the company websites	COMPLIANT		

Principle 3: Board Committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit risk management, related party transactions, and other key corporate governance concerns, such as nomination and remueration. The composition functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company.	VCHSI Board has created board committees that focus on specific board functions to ensure not only compliance with the mandates of the Insurance Commission, but also to aid them in carrying out the Board roles and responsibilities. Herewith is the list of committees created by the Board, to wit: Executive Committee Nomination Committee Corporate Governance and Sustainability Committee Board Audit and Compliance Committee Board Risk Oversight Committee Related Party Transaction Committee These afore-stated committees mentioned above are likewise found in the corporate governance manual of the company.
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capacity over the company's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws and regualtions.	Compliant	Provide information or link/reference to a document containing information on the Audit Committee including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	Our Board Audit and Compliance Committee is tasked to oversee our internal control framework, including company's financial reporting, compliance reportorial requirements, both external and internal processes. The Audit Committee as enshrined in the Good Governance Manual, has the authority to propose the appointment or removal of the external auditor. Refer to Corporate Governance Manual Item No. 3.2 Refer to CGM Annex 2; Refer to Internal Audit Charter

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on members of the Audit Committee including their qualification and type of directorship.	The Board of Audit and Compliance Committee is composed of the following members: Chairman: Mr. Owen Y. Lee Members: Mr. Yue Kiu Kenny Chan : Mr. Subroto Banerji : Mr. Wing Kuen Moses Hee Adviser: Atty. Jasmin Yacob : Christine Joy O. Alejo : Atty. Roselle P. Perez-Bariuan
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Provide information or link/reference to a document containing information on the background, knwledge, skills, and/or experience if the members of the audit committee.	The members of the Committee have relevant background, knowledge, skills and/or experiences in the areas of **accounting, auditing and finance.**
4. The Chairman of the Audit Committee is not the Chairman of the Board or any other committee	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee.	The Chairman of the Audit Committee is Mr. Owen Y. Lee, who is not the Chairman of the Board nor any other Committee.
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nominations and Remuneration Committee	COMPLIANT	Provide information or reference to a document containing information on the corporate governance committee including its functions. Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction if applicable.	VCHSI Board establishes Corporate Governance and Susteinability Committee (formerly Nomination and Remuneration Committee) to assist the board in the performance of its corporate governance responsibilities, including those functions that were formally assigned to a Nominations and Remuneration Committee. These functions were expressly stated in the VCHSI Corporate Governance Manual. In addition, the CGSC undertakes the process of identifiying the qualifications and non-disqualification of directors prior to their engagement and ensure that the nominees subject for election/selection as director is aligned with the company's strategic direction.

2. Corporate Governance Committee is composed of at least three member, majority of whom should be independent directors	Non-Compliant	Provide information or link/reference to a document containing information on the Corporate Governance Committee, including their qualifications and type of directorship.	VCHSI's Corporate Governance Committee is composed of the following: Chairman: Wing Kuen Moses Hee Members: Subroto Banerji Yue Kiu Kenny Chan Adviser: Atty. Jazmin Yacob While it is true that the Corporate Governance Committee is not composed of at least three member, majority of whom are supposed to be an independent directors. VCHSI Board is committed to fill those positions and memberships according to the requirements of corporate good governance.
3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the Corproate Governance.	The Chairman of the Corporate Governance and Susteinability Committee is Mr. Wing Kuen Moses Hee, who is not an Independent Director, rather the Chairman of the Board of Director.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of the company's Enterprise Risk Management system to ensure its functionality and effectiveness	Compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including functions.	VCHSI's Board establishes a Board Risk Oversight Committee that is responsible for the oversight of the Company's Enterprise Risk Management System. Informations regarding the BROC is found in the VCHSI's corporate good governance manual posted in the company's website.

2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifictions and type of directorship.	The BROC is composed of the following members: Chairman: Yue Kiu Kenny Chan Members: Wing Kuen Moses Hee : Subroto Banerji Adviser: Atty. Jazmin Yacob : Christine Joy O. Alejo : Atty. Roselle P. Perez-Bariuan While it is true that the BROC is not composed of at least three member, majority of whom are supposed to be an independent directors. VCHSI Board is committed to fill those positions and memberships according to the requirements of corporate good governance.
3. The Chairman of BROC is not the Chairman of the Board or of any Committee.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC.	The Chairman of the BROC is Mr. Yue Kiu Kenny Chan, is not the Chairman of the Board, but the Chairman of RPT Committee.
4. At least one member of the BROC has relevant through knowledge and experience on risk and risk management.	COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience if the members of BROC.	The Chairman, Mr. Yue Kiu Kenny Chan has relevant knowledge and experience on risk management.
Recommendation 3.5			
1. The Board establishes a Related Party Transaction (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Provide information or link/reference to a document containing information on the members of RPT Committee including their functions.	VCHSI's Board establishes a Related-Party Transaction Committee that is responsible for reviewing all material related party transactions of the company. The functions of the said committee is can be gleaned from the corporate governance manual posted in the company's website.

2. RPT Committee is composed of atleast three non-executive directors, majority of whom should be independent, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of RPT Committee including their qualifications and type of directorship.	The RPT Committee is composed of the following: Chairman: Yue Kiu Kenny Chan Members: Wing Kuen Moses Hee : Subroto Banerji Adviser: Atty. Jazmin Yacob : Christine Joy O. Alejo : Atty. Roselle P. Perez-Bariuan While it is true that the BROC is not composed of at least three member, majority of whom are supposed to be an independent directors. VCHSI Board is committed to fill those positions and memberships according to the requirements of corporate good governance.
Recommendation 3.6			
1. All established committees have Committee Charters stating in plain terms their respective purposes, memberships, structures, operationsm reporting process, resources and other relevant information.	COMPLIANT	Provide information or link/reference to the company's committee charters, containing all the required information particularly the functions of the Committee that is necessary for performance evaluation purposes.	VCHSI Committees have Committee Charters which expressly states its purpose, memberships, structures, operations, functions and reporting process. All these relevant information are found in the Corporate Governance Manual, particularly Article IV, Item No. 3 (3.1,3.2,3.3,3.4, and 3.5) Each Committee provides a standard for evaluating the performance of the Committees, including its members. Committee Charters are fully disclosed and posted on the company website: valuecarehealth.com
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		
3. Committee Charters were fully disclosed on the company website.	COMPLIANT	Provide link to company's website where the Committee Charter are disclosed.	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			

1. The Directors attends and actively participates in all meetings of the Board, Committee and shareholders in person or through tele/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Provide information on or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. Provide information or link/reference to document containing information on the attendance and participation of directors to Board, Committee and shareholders meeting.	VCHSI Directors actively attend and participate in all meetings of the Board, except Committee Meeting, in person in accordance with the rules and regulations of the Commission. The attendance and participation of the members of the Board is evidenced by Minutes of Meeting duly called for their purpose. In respect to Committee Meetings, due to hectic schedule, VCHSI Board acknowledges their lapses. However, the latter is committed to become a pro-active members of the Committee to ensure that the requirements mandated by the Commission are duly complied with.
2. The directors review the meeting for all Board and Committee meetings.	COMPLIANT		The manner by which the VCHSI Board of Directors review the meetings which they have attended is by reading the minutes of meeting and attesting as to the veracity of the contents thereof, and by affixing their signature on the said minutes of meeting. For reference, herewith are the minutes of meeting dated as follows:
3. The directors asks the necessary questions or seek clarification and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/refrence to a document containing information on any questions raised or clarification/explanation sought by directors.	VCHSI Directors usually asks clarificatory questions during the board meetings, and sending confirmatory response to the questions espoused in the said meeting. For reference:
Recommendation 4.2			
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals' views, and oversee the long-term strategy of the company.	COMPLIANT	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.	VCHSI Non-executive directors neither concurrently serving nor engaging as directors to some other entity, a maximum of which, is five (5) Insurance Commission Regulated Entities (ICREs) and publicly-listed Companies. In this regard, the Board has sufficient time to attend and participate meetings, challenge management's proposal's view, and oversee the long-term strategy of the company.
Recommendation 4.3			

1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of the board meeting wherein the matter was discussed.	**Request to DL to create a written notification to all the Board or if possible, include the same in the minutes**
Principle 5: The board should endeavor to exercise an objective and independent judgement on all corporate affairs.			
1. The Board is composed of at least twenty percent (20%) independent directors.	Non-Compliant	Provide information or link/refrence to a document containing information the number of independent directors in the board.	VCHSI's Board members are composed of five (5) Directors. 4 of whom are non-executive directors and one (1) is an Independent Director (Owen Y. Lee). Notwithstanding, VCHSI's Board is committed to find an additional Independent Director to comply with the said requirement.
Recommendation 5.2			
1. The independent directors possess all the necessary qualification and none of the disqualification to the position.	COMPLIANT	Provide information on link/refrence to a document containing information on the qualifications of the independent directors.	The appointed Independent Director of VCHSI, Mr. Owen Y. Lee possess all the necessary qualifications and none of the disqualifications to the position.
Recommendation 5.3			
1. The independent director serve for a maximum cumulative term of nine years. As far as insurance companies are concerned the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016. For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.	COMPLIANT	Provide information or link/refrence to a document showing the years IDs have served as such.	Based on the VCHSI Corporate Governance Manual, an Independent Director must serve only for a maximum cumulative period of nine (9) years. Herein, Mr. Owen Y. Lee serves the Company as Independent Director for a period prior to the reckoning date of 21 September 2016. Since, Mr. Owen Y. Lee is serving as Indpendent Director for a period not covered by this Circular, He shall not be included in the application of the term limit prescribed in this Company. For reference, herewith is the copy of the Mr. Owen Y. Lee's IDs. _______________

2. The company bars an independent director from service in such capacity after the term limit of nine years.	COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on terms limits for its Independent directors.	VCHSI's Corporate Governance Manual expressly provides the maximum term of service for an Independent Director. As such, the company prohibits an Independent Director to cumulatively serve in such capacity for a period exceeding 9 years.
3. The instance that the company retains an independent director in the same capacity afte nineyears, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.	COMPLIANT	Provide on proof of submission of a formal written justification to the Insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.	VCHSI's Corporate Governance Manual expressly provides should the company retains an independent director in the same capacity after nine (9) years, the VCHSI Board commits to submit formal written justification and seek shareholder's approval during annual shareholder's meeting.
Recommendation 5.4			
1. The position of the Chairman of the Board and Chief Executive Officers are held by separate individuals.	COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer.	The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals. Mr. Wing Kuen Moses Hee serves as Chairman of the Board, while Dr. Elmer M. Palomata serves as the Chief Executive Officer.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or link/refrence to a document containing information on the role and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO	The VCHSI Chairman and Chief Executive Officer have clearly defined their roles and responsibilities. Qualifications, Roles and Responsibilities of the Chairman and CEO are clearly defined in the Corporate Governance Manual. Item No. 2.5, of the Corporate Governance Manual expressly provides the responsibilities of the Chairman. While, Item No. 5, provides for the responsibility and qualification of the President/Chief Executive Officer.
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	COMPLIANT	Provide information or link/refrence to a document containing information on lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	The Chairman of the Board is neither an Independent Director nor the roles of the Chairman and CEO are being held by one person. Therefore, the Board need not designate a lead director among the Independent Directors. The Chairman is not an Independent Director
Recommendation 5.6			

1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliveration the same.	COMPLIANT	Provide proof of abstenation, if this was the case.	The Directors of VCHSI do not have any material interest in transactions affecting the Corporation. Accordingly, they are not required to abstain from participating in the deliberation of any transaction to which the Company is a party.
Recommendation 5.7			
1. The non-executive directors (NEDs) have a separate periodic meetings with the external auditor and heads of internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.	NON-COMPLIANT	Provide proof of details of said meeting, if any. Provide information on the frequency and attendees of meetings.	While NEDs have a schedule meeting with external auditor, head of internal audit, an compliance officer, without any exectutive directors present, the same is only conducted in an annual period, that is when the AFS is being prepared. Such being the case, the VCHSI is committed to observe and establish a periodic meetings with those officer to ensure proper check and balance within the corporation.
2. The meetings are chaired by the lead independednt director.	NON-COMPLIANT		
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluation to appraise its performance			
Recommendation 6.1			
1. The Board conducts an annual assessment of its performance as a whole.	Non-Compliant	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committee.	Although the annual performance assessment process is formally established within the Company's governance framework, the actual conduct of the assessment was not yet carried out during the current period due to some pressing matters. However, the Management is committed to resuming the annual assessment process at the earliest appropriate time and will take the necessary steps to institutionalize its timely implementation.
2. The performance of the Chairman is assessed annually by the Board.	Non-Compliant		
3. The performance of the individual member of the Board is assessed annually by the Board.	Non-Compliant		
4. The performance of each committee is assessed annually by the Board.	Non-Compliant		
5. Every three years, the assessment are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	
Recommendation 6.2			

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committee.	Compliant	Provide information or link/referencee to a document containing information on the system of the company to evaluate the performance of board, individual directors and committees, including a feeback mechanism from shareholders.	Our Good Governance Manual provides a criteria and process to determine performance of the Board, including its members and the committee members. In this regard, you may refer to VCHSI Good Governance Manual posted in the company website.
2. The system allows for a feedback mechanism from the shareholders.	Compliant		Our Company adopts an alternative dispute resolution mechanism, whistleblowing policy, and 24hrs email as a means and modes to gather feedback from the shareholders. Refer to the Alternative Dispute Mechanism Refer to Whistleblowing Policy Refer to the Company Website
Principle 7: Members of the Baord are duty-bound to apply high ethical standards, taking into account in the interest of alll stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as artivulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	The Board has adopted a comprehensive Code of Discipline that establishes clear standards for professional conduct and ethical behavior. It also outlines the procedures for enforcing these standards, including the associated disciplinary actions and penalties for non-compliance. Refer to Code of Discipline, Item No. 4.4, 4.6, 4.7, 4.8, and 4.11, 4.12, 4.13, 4.14, 4.16, and 4.17.
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employee.	The Code of Discipline covers not only company employees, but also company officers, including senior and junior ranks.

3. The Code is disclosed and made available to the public through the company website.	Compliant	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/disclosed.	The Code of Discipline is uploaded on the company website and made available to the public. Please refer to: *valuecarehealth.com*
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implemenation and monitoring of compliance with the Code of Business Conduct and Ethics and Internal policies.	VCHSI Board has approved Code of Discipline as a primary basis for board members, corporate officers and senior management to observe and obey in the performance of their respective function. Please refer to the Code of Discipline uploaded in the company website.
2. Board ensures the proper and efficient implementation and monitoring of company internal policies.	Compliant	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	The following are required to comply with the Code of Discipline: a. Board; b. Corporate Officers; c. Senior Management; and d. Employees
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with the best practices and regulatory			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that defines fair and complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.	VCHSI Board discloses matters relative to corporation, policies, and procedures often and is reflected in the Board Minutes of Meeting. For reference: Minutes of Meeting dated …….. Minutes of Meeting dated ………
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potencial conflicts of interest that might affect their judgement.	Compliant	Provide link/refrence to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	VCHSI Board is fully aware that prior to his/her election, he/she must submit and disclose all revelant and material information as to their qualification. This is based on the Policy on Conflict of Interest. Please see Policy on Conflict of Interest.

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgement.	Compliant	Provide link/refrence to the key officers' academic qualfications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	VCHSI Board members and other executive positions, including their professional experiences, expertise and traininsg are posted on the company website to ensure the possibility of assessing potential conflict of interest that might affect their judgment in running the company.
Recommendation 8.4			
1. Company provide a clear disclosure of its policies and procedure for settling Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and Revised Corporation Code.	Non-Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration.	While the Board has established policies on remuneration, termination, and retirement for the company, there is a need to review the ASEAN Corporate Governance Scorecard and the Revised Corporation Code. This review is essential for crafting or refining policies that align with the mandates of the ACGS. Such alignment will enhance transparency and ensure that investors have a clear understanding of the company’s expenditures.
2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	Non-Compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration.	
3. Company discloses the remuneration on an individual basis, including termination and retirement provision.	Compliant	Provide breakdown of director remuneration and executive compensation , particularly the remuneration of CEO.	Refer to the Corporate Governance Manual, Chapter IV, Item No. 2.7.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occuring transactions.	Compliant	Disclose or provide link/reference to company's RPT policies Indicate if the director with conflict of interest abstained from the board discussion on the particular transaction.	Our Company has established a policy on the Related Party-Transaction to ensure that an unusual or infrequently occuring transactions is disclosed to the shareholders.

2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.	Compliant	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: 1. Name of related counterparty; 2. Relationship with the party 3. Transaction date; 4. Type/nature of transaction; 5. Amount of contract price; 6. Terms of the transaction; 7. Rationale for entering into the transaction; 8. Required approval (i.e. names of the board of directors approving, names and percentage of the shareholders who approved) based on the company's policy, and 9. Other terms and conditions.	Herewith is the information on all RPTs for reference:

	TRANSACTION TYPE	MATERIALITY THRESHOLD	
		Management Committee	RPT Committee
a.	On-and off-balance sheet credit exposures and claims and write-offs	Up to P5M	Over P5M per transaction per contract
b.	Investments and/ or subscriptions for debt/ equity issuances	n/a	In excess of the limits indicated in the Investment Policy Statement
c.	Consulting, professional, agency and other service arrangements/ contracts/ agreements	Cumulative P20M per counterparty	Over P20M (cumulative) per counterparty
d.	Purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements)	Up to P5M per transaction per contract	Over P5M per transaction per contract
e.	Construction arrangements/ contracts	Cumulative P5M per counterparty	Over P5M per counterparty
f.	Lease arrangements/ contracts	Up to P5M per transaction per contract	Over P5M per transaction per contract
g.	Trading and derivative transactions	n/a	In excess of the limits indicated in the Investment Policy Statement
h.	Borrowings, commitments, fund transfers and guarantees	Up to P5M per transaction	Over P5M per transaction
i.	Sale, purchase or supply of any goods or materials	Up to P5M per transaction per contract	Over P5M per transaction per contract
j.	Establishment of joint venture entities	n/a	Regardless of contribution

Recommendation 8.7

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to a company's website where the Manual on Corporate Governance is posted.	VCHSI Board adopted corporate governance policies, programs, and procedures to ensure effective oversight, ethical conduct, and regulatory compliance throughout the organization. These policies are designed to guide decision-making, promote transparency, protect shareholder interests, and uphold the highest standards of corporate integrity. and the same is posted in the company's website to ensure strict adherance. Please refer to *valuecarehealth.com*
2. Company's MCG is posted in the company website.	Compliant		

Disclosure and Transparency

Principle 9: The company should establish standards for the appropriate selection of external auditor, and exercise effective oversight of the same to strenghten the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	The Audit and Compliance Committee has streamline the process for the approval and recommendation, appointment/re-appointment and removal of external of the external auditors. Refer to the Corporate Governance Manual, including Annex 2, 7 and 8.
2. The appointment, reappointment, removal and fees of the external auditor is recommended by the Audit Committee, approved by the Board and rarified by the shareholders.	Compliant	Indicate the percentage of shareholders that ratified the appointment, reappointment,removal and fees of the external auditor.	The Board thru the Audit and Compliance Committee has appointed an external auditor (KPMG R.G. Manabat & Co), and this was duly approved by the majority members of the board, and ratified by the shareholders. Refer to Minutes of Meeting dated:_______________
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	The Maceda, Valencia & Co, as VCHSI external auditor has been removed, and has been replaced by KPMG R.G. Manabat & Co., and these information is disclosed to the regulators and public through the company website.
Recommendation 9.2			
1. The Audit Committee Charter includes the Audit Committee's responsibility on: I. Assessing the integrity and independence of external auditors; II. Exercising effective oversight to review and monitor the external auditor's independence and objectivity; and III. Exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine profession and regulatory requirement.	Compliant	Provide link/reference to the company's Audit Committee Charter.	The following are the responsibility of the Board Audit and Compliance Committee: a. Provide oversight on senior management's activities in managing activities in managing credit, market, liquidity, operational, legal and other risks of the corporation; b. Provide oversight on the works of the corporations internal and external auditors; c. Review and approve audit scope and frequency, and

2. Audit Committee Charter contains the Committee's responsibiltiy on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Provide link/reference to the company's Audit Committee Charter.	the annual internal audit plan; d. Discuss with external auditor before the audit commences the nature and scope of the audit; e. Responsible for the setting-up of an internal audit department and consider the appointment of the internal audit head as well as an independent external auditor, the audit fee and any question of resignation or dismissal; f. Monitor and evaluate the adequacy and effectiveness of the corporation's internal control system; and g. Receive and review reports of internal and external auditors and regulatory agencies, where applicable and ensure that management is taking appropriate corrective actions in a timely manner in addressing control and compliance function with the regulatory
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any.	Please refer to the ______ Audited Financial Report
2. Audit Committee stays alert for any potential conflict of interest situation given the guidelines or policies on non-audit services which could be viewed as imparing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services.	The Audit and Compliance Committee stays alert for any potential conflict of interest, or policies on non-audit services which affects the external auditors objectivity. Refer to the Audit Committee Charter
Principle 10: The company should ensure that the mateial and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which under sustainability.	Compliant	Disclose or provide link on the company's policies and practices on the disclosure of non-financial infornation including EESG issues.	Refer to the Susteinability Report CY 2025
2. Company adopts a globally reconized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used.	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public.	Compliant	Disclose and identify the communication channels used by the company(i.e. website, Analyst's briefing, Media briefings/press conferences. Quarterely reporting, Current reporting, etc.) Provide links, if any.	Kindly refer to the Company's Website: *https://valucarehealth.com/*
Principle 12: To ensure integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. The company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system.	Refer to the Internal Control Framework
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on:	The Company maintains an adequate and effective Enterprise Risk Management (ERM) framework designed to systematically identify, assess, monitor, and manage risks that may impact the achievement of its strategic and operational objectives. This framework is aligned with recognized risk management principles and ensures that risks are managed within the Company’s defined risk appetite and tolerance levels.

		1. Company's risk management procedure and process 2. Key risks the company is currently facing 3. How the company manages the key risks Indicate frequency of review of the enterprise risk management framework	To strengthen oversight and ensure the effectiveness of its risk management practices, the Board of Directors has established three (3) specialized Committees. These Committees are tasked with supporting the Board in fulfilling its governance responsibilities by providing focused attention on key risk areas across the organization. Each Committee plays a critical role in the ERM process by: Identifying risks relevant to their respective areas of oversight, including emerging and evolving risks; Evaluating and assessing risks based on likelihood and potential impact to the Company; Reviewing existing controls and mitigation strategies to ensure their adequacy and effectiveness; Recommending improvements or corrective actions where gaps or weaknesses are identified; and Reporting regularly to the Board to provide updates on risk exposures, mitigation efforts, and overall risk profile.
Recommendation 12.2			
The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's	Compliant	Disclose if internal audit is in-house or outsourced. If outsourced, identify external firm.	VCHSI Internal Audit is headed by a certified public accountant, that is Ms. Christine Joy O. Alejo, who was also our Data Protection Officer.
Recommendation 12.3			
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board	Non-Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	VCHSI's Board has encountered difficulty in identifying a qualified candidate for the position of Chief Audit Executive; consequently, no appointment has been made to date. In the interim, the roles and responsibilities of the position are being carried out by

2. CAE oversees and is responsible for the Internal Audit activity of the organization, including that portion that is outsourced to a third party service provider.	Non-Compliant		the Internal Audit Manager, with the support of the Committee. Notwithstanding this arrangement, the Board remains committed to actively searching for and appointing a suitably qualified individual to the position.
3. In case of fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit	Compliant	Identify qualifies independent executive or senior management personnel, if applicable.	Internal Audit Activity is being performed by our company hired Internal Auditor Manager, that is Ms. Christine Joy O. Alejo.
Recommendation 12.4			
1. The company has a separate risk management function to identify, assess and monitor risk exposure.	Non-Compliant	Provide information on the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	Same as CAE, VCHSI's Board has encountered difficulty in identifying a qualified candidate for the position of Chief Risk Officer; consequently, no appointment has been made to date. In the interim, the roles and responsibilities of the position are being carried out by the Chief Compliance Officer, with the support of the Committee, and Management. Notwithstanding this arrangement, the Board remains committed to actively searching for and appointing a suitably qualified individual to the position.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also reconizem protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual pn Corproate Governance where shareholders' rights are disclosed.	Refer to the Corporate Governance Manual, Chapter X. Refer to the company website: www.*valuecarehealth.com*
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to the company's website.	
Recommendation 13.2			

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholder's Meeting with sufficient and relevant information at least 21 days before the meeting.	Compliant	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Sheet	Refer to the Minutes:
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Provide inforamation or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM.SSM.	Refer to the Minutes:
2. Minutes of the Annual and Special Shareholder's Meetings are available on the company website within five business days from the end of the meeting.	Compliant	Provide link to minutes of meeting in company website. Indicate voting results for all agenda itemsm including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.	Refer to the company website: Refer to the Minutes: Refer to the Minutes:
Recommendation 13.4			

1. Board has an alternative dispute mechanism to resolve intra-corproate disputes in an amicable and effective manner.	Compliant	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.	Refer to the company website:
2. The alternate dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Provide link/refernce to where it is found in the Manual on Corporate Governance.	
Duties to Stockholders			
Principle 14: The right of stakeholders established by law, by contractual relations and through voluntary commitements must be respected. Where stakeholders' rights and/or interest are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for shareholders.	As provided in the Corporate Governance Manual, Stakeholder refers to group owners, corporate officers, employees, creditors, and regulated bodies, and clients. *Refer to the Company website:*
Recommendation 14.2			
1. Board establishes clear policies and programs to provide mechanism on the fair treatment and protection of stakeholders.	Compliant	Identify policies and programs for the protection and fair treatment of the company's stakeholders.	As outlined in the Corporate Governance Manual, the Board of Directors, Management, and employees of the Company affirm their commitment to uphold the principles and provisions set forth in the Manual. They recognize the CG Manual as a vital guide for principled decision-making and ethical conduct in the performance of their respective duties and responsibilities toward the Company's shareholders and other stakeholders. Accordingly, they pledge to adhere to its provisions with the overarching goal of fostering transparency, accountability, and fairness in all Company dealings and transactions.
Recommendation 14.3			

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Provide the contact details (i.e. name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders.	Our Company thru our website provides a trunkline where any stakeholders can contact our representative. In adition, should any landline is not reachable, an alternative channel is provided via email and social platforms.
Principle 15: A mechanism for employee participation should be developed to create a symbolic environment, realize the company goals and participate in its corporate governance process.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encorage employee participation.	The Board has established the following policies which encourage the participation of the employees, to wit: a. Code of Discipline; b. Policy on Non-retaliation; c. Policy on Verbal Abuse; d. Policy on Whistle Blower; e. Policy on Board Member Gender Diversity f. Policy on Tenure Dictatorship g. Policy on Anti-Bribery and Corrupt Practices h. Policy on Directors' Conflict of Interest i. Policy on Related-Party Transaction
Recommendation 15.2			
1. Board sets the tone and makes a stand againts corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.	Our Code of Discipline provides that an act of solicitation or acceptance of gifts is sanctioned, and that all employees are completely prohibited from soliciting, directly or indirectly, any gift or gratuity, favor or entertainment, loan or anything of monetary value of any person during the course of employment. Refer to the Code of Discipline Item No. 4.14.15, 4.14.15.1, 4.14.15.2, and 4.14.15.3.

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board dissemeinate the policy and program to employees across the organization.	Refer to the Code of Discipline
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees freely communicate their concerns about illegal or unethical practices, without fear and retaliation.	Compliant	Disclose or provide link/refrence to the company whistle-blowing policy and procedure for employees.	Board establish a suitable framework for whistleblowing that allows employees freely communicate their concerns about illegal or unethical practices, without fear and retaliation thru the WhistleBlowing and Retaliation Policy.
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Indicate if the framework includes procedures to protect the employee from retaliation.	The whistleblowing includes non-retaliation policy which guarantees employees free from retaliation coming from those person or persons who will be subject of whistleblowing.
	Compliant	Provide contact details to report any illegal or unethical behavior.	email: whistleblowing@valuecarehealth.com tel no.: (02) 8702-3357
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	Under the Whistleblowing policy, the Chief Compliance Officer who handles and/or manages whistleblowing incidents, inform the board about the existence of a whistleblowing incidents. But as to the nature or character i.e. specifics, the same are not disclose to the board.
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship what allows the company to grow its business, while contributing to the advancement of the sciety where it operates.	Compliant	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	VCHSI recognizes the vital interdependence between business and society, as the public serves as the primary audience for its services. Through its website and other online platforms, VCHSI expands its programs to better reach and serve the community, contributing to the overall well-being of society.

CERTIFICATION

The undersigned certify that the responses and explanation set forth in the above Company's Annual Corporate Governance Report are true, complete and

Signed in the City of PASIG CITY on the 28 MAY 2026 of 2026.

ELMER M. PALOMATA, MD
President and CEO
Signature and Printed Name

ATTY. ROSELLE P. PEREZ-BARIUAN
Corporate Governance Compliance Officer
Signature and Printed Name

SUBSCRIBED AND SWORN to before me this 28 day of MAY 2026, 2026, by following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Place and Date
1. ELMER M. PALOMATA, MD		
2. ATTY. ROSELLE P. PEREZ-BARIUAN		

NOTARY PUBLIC

ATTY. GERALD P. RUBIO
Notary Public
Until December 31, 2026
Roll No. [illegible]083
IBP OR N. [illegible]69611
PTR No. 3841789
Appointment No. 104 (2025-2026)
MCLE Compliance VIII-BEP002249
TIN No. 238-919-765

Doc. No. 474
Page No. 96
Book No. 11
Series of 2026.