

MINUTES OF THE JOINT DIRECTORS' AND STOCKHOLDERS' MEETING
VALUE CARE HEALTH SYSTEMS, INC.
("Corporation")
Held at No. 33 Meralco Avenue, Barangay San Antonio Pasig City, Metro Manila
31 July 2025, 10:00 a.m.

PRESENT:

Name	Position	Number of Shares
MiCare Healthtech Holdings (Pte Ltd)	Stockholder	451,277,128
<i>Represented by:</i> Mr. Wing Kuen Moses Hee	Chairman/Director	
Dr. Samuel D. Ang	Director	11,875,714
Dr. Patricia L. Tan	Stockholder	11,875,714
Mr. Wing Kuen Moses Hee	Chairman	1
Dr. Elmer M. Palomata	Director/President	1
Mr. Subroto Banerji	Director	1
Mr. Yue Kiu Kenny Chan	Director	1
Mr. Owen Y. Lee	Independent Director	1
Total		475,028,561

ALSO PRESENT:

Atty. Roselle P. Perez-Bariuan
Atty. Nasha Jemimah R. Reyes-Ferrer
Atty. Danica Mae M. Godornes
Atty. Kara C. Ramos

I. CALL TO ORDER AND DETERMINATION OF QUORUM

At the request of the Chairman, the meeting was called to order, with the latter presiding over the same. The Corporate Secretary ("**Secretary**"), Atty. Nasha Jemimah R. Reyes-Ferrer, recorded the Minutes of the proceedings.

All of the members of the Board of Directors ("**Board**") and more than two-thirds of the shareholders of the Corporation being present, the Corporate Secretary certified that a quorum existed for the transaction of the business at hand.

II. APPROVAL OF MINUTES OF THE PREVIOUS MEETING

Upon motion duly made and seconded, the reading of the minutes of the Special Stockholders and Board of Directors' Meeting held on 24 February 2025 was dispensed with and the same was approved, as previously circulated to the stockholders.

1. Mr. Wing Kuen Moses Hee - Chairman
2. Dr. Elmer M. Palomata – President and Chief Executive Officer
3. Mr. Yue Kiu Kenny Chan – Treasurer
4. Atty. Roselle P. Perez – Bariuan – Compliance Officer/AML Officer
5. Ms. Christine Joy O. Alejo – Data Protection Officer
6. Atty. Nasha Jemimah R. Reyes – Ferrer – Corporate Secretary
7. Atty. Danica Mae M. Godornes – Assistant Corporate Secretary

The above officers shall serve as such for the ensuing year until their successors shall have been elected and qualified. For the officers with foreign nationality, they shall assume office upon the approval of their respective work permits from the appropriate government agency.

B. COMMITTEES

1. Executive Committee

- a. Mr. Wing Kuen Moses Hee - Chairman
- b. Mr. Subroto Banerji
- c. Mr. Yue Kiu Kenny Chan

Advisers/Consultants:

- a. Ms. Jazmin Jacob
- b. Ms. Ellen Hui
- c. Ms. Jacklyn Loke

2. Corporate Governance and Sustainability Committee

- a. Mr. Wing Kuen Moses Hee - Chairman
- b. Mr. Subroto Banerji
- c. Mr. Yue Kiu Kenny Chan

Adviser:

- a. Ms. Jazmin Jacob
- b. Ms. Erika Denice Castillo

3. Board Audit and Compliance Committee

- a. Mr. Owen Lee - Chairman
- b. Mr. Wing Kuen Moses Hee
- c. Mr. Yue Kiu Kenny Chan
- d. Mr. Subroto Banerji

Advisers:

- a. Ms. Jazmin Jacob
- b. Ms. Christine Joy O. Alejo

III. PRESIDENT'S REPORT

The relevant portions of the report of the President is attached herein as Annex "A".

IV. FINANCE REPORT

The relevant portions of the report of the Finance Department is attached herein as Annex "B".

V. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD AND THE DULY CONSTITUTED COMMITTEES

Upon motion duly made and seconded, the stockholders unanimously approved, confirmed, and ratified all acts and resolutions of the Board, the duly constituted committees, and corporate officers of the Corporation from the date of the last Annual Stockholders' Meeting up to the date of this present meeting.

VI. NOMINATION AND ELECTION OF NEW DIRECTORS

The following persons were nominated and unanimously elected as directors of the Corporation:

1. Mr. Wing Kuen Moses Hee
2. Dr. Elmer M. Palomata
3. Mr. Subroto Banerji
4. Mr. Yue Kiu Kenny Chan
5. Dr. Samuel D. Ang
6. Mr. Owen Y. Lee (Independent Director)

VII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman opened the nomination, and the Board and stockholders proposed that Maceda Valencia & Co. be reappointed as the Corporation's external auditor. There being no objection, the motion for reappointment was duly seconded. The stockholders unanimously approved the resolution, as follows:

"RESOLVED, that **VALUE CARE HEALTH SYSTEMS, INC.** (the 'Corporation') appoints **R.G. Manabat & Co.** as its External Auditor for the fiscal year ending 31 December 2025."

VIII. ELECTION OF OFFICERS AND APPOINTMENT OF COMMITTEE MEMBERS

A. CORPORATE OFFICERS

The following were nominated and unanimously elected as corporate officers of the Corporation:

- c. Atty. Roselle P. Perez-Bariuan

4. Board Risk Oversight Committee

- a. Mr. Yue Kiu Kenny Chan - Chairman
- b. Mr. Wing Kuen Moses Hee
- c. Mr. Subroto Banerji

Advisers:

- a. Ms. Jazmin Yacob
- b. Ms. Christine Joy O. Alejo
- c. Atty. Roselle P. Perez-Bariuan

5. Related Party Transaction Committee

- a. Mr. Yue Kiu Kenny Chan - Chairman
- b. Mr. Subroto Banerji
- c. Mr. Wing Kuen Moses Hee

Advisers:

- a. Ms. Jazmin Yacob
- b. Ms. Christine Joy O. Alejo
- c. Atty. Roselle P. Perez-Bariuan

Thereafter, upon motion duly made and seconded, the above enumerated committees with their respective members were approved to serve as such for the ensuing year until their successors shall have been elected and qualified.

IX. ADJOURNMENT

There being no other matters to be discussed, the meeting was adjourned upon motion duly raised and seconded.

ATTESTED BY:



MR. WING KUEN MOSES HEE
Chairman

CERTIFIED TRUE AND CORRECT:



ATTY. NASHA JEMIMAH R. REYES - FERRER
Corporate Secretary