

MINUTES OF THE BOARD MEETING

VALUE CARE HEALTH SYSTEMS, INC.

No. 33, Meralco Avenue, Barangay San Antonio
Pasig City, Metro Manila
10 July 2025, 10:00 AM

PRESENT:

Mr. Wing Kuen Moses Hee
Dr. Elmer M. Palomata
Mr. Yue Kiu Kenny Chan
Dr. Samuel D. Ang
Mr. Owen Y. Lee

ALSO PRESENT:

Atty. Nasha Jemimah R. Reyes-Ferrer
Atty. Danica Mae G. 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.

Since at least a majority of the members of the Board are present, the Secretary certified the existence of a quorum for the transaction of business at hand.

II. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman presented to the Board for approval the Minutes of the Board Meeting held last 11 December 2024, a copy of which was previously distributed to the members of the Board. Upon motion made and duly seconded, the Minutes of the Board Meeting held last 11 December 2024 was approved.

III. RATIFICATION OF AD REFERENDUM RESOLUTIONS

The Chairman discussed the Ad Referendum Resolutions dated 30 April 2025 pertaining to the urgent need to appoint Mr. Yue Kiu Kenny Chan as the new Treasurer, Atty. Nasha Jemimah R. Reyes-Ferrer as the new Corporate Secretary to replace Atty. Marissa P. Espano, and Atty. Danica Mae M. Godornes as Assistant Corporate Secretary of the Corporation, as well as to designate authorized representatives in order for the Corporation to participate in the public biddings of Pampanga II Electric Cooperative, Inc. and Nueva Ecija II Electric Cooperative, Inc. He likewise requested a formal motion to ratify these actions for the official record.

Upon motion duly made and seconded, there being no objections, the following resolutions were approved:

1. Appointment of the following officers effective 30 April 2025:
 - a. Mr. Yue Kiu Kenny Chan as Treasurer to replace Mr. Kevin Wei Chung Hoh
 - b. Atty. Nasha Jemimah R. Reyes-Ferrer as Corporate Secretary to replace Atty. Marissa P. Espano
 - c. Atty. Danica Mae M. Godornes as Assistant Corporate Secretary

2. Pampanga II Electronic Cooperative, Inc.

“RESOLVED, that the Corporation be authorized to participate in the public bidding of Pampanga II Electric Cooperative, Inc. (PELCO II) for the healthcare program of its employees. For this purpose, **MR. ELMER M. PALOMATA**, President and Chief Executive Officer; **MR. FRANZ JOIE ARAQUE**, Chief Business Officer of the Sales and Marketing Department; **MR. JAN PAULO V. AGRASADA**, Sales and Marketing Manager; and **MR. JOSELITO SOTTO II**, Accredited Agent, are hereby jointly and severally authorized to represent and act on behalf of the Corporation in participating in the public bidding, to sign, execute, endorse and deliver, for and on behalf of the Corporation, any and all documents and other writings of whatever nature or kind, and to execute and perform any and all acts and deeds proper and necessary, under such terms and conditions as they may deem to be most beneficial to the Corporation, to effect the foregoing resolution.”

3. Nueva Ecija II Electric Cooperative, Inc.

“RESOLVED, that the Corporation be authorized to participate in the public bidding of Nueva Ecija II Electric Cooperative, Inc. – Area 2 (NEECO II – AREA 2) for the healthcare program of its employees, respectively. For this purpose, **MR. ELMER M. PALOMATA**, President and Chief Executive Officer; **MR. FRANZ JOIE ARAQUE**, Chief Business Officer of the Sales and Marketing Department; **MR. JAN PAULO V. AGRASADA**, Sales and Marketing Manager; and **MR. JOSELITO SOTTO II**, Accredited Agent, are hereby jointly and severally authorized to represent and act on behalf of the Corporation in participating in the public bidding, to sign, execute, endorse and deliver, for and on behalf of the Corporation, any and all documents and other writings of whatever nature or kind, and to execute and perform any and all acts and deeds proper and necessary, under such terms and conditions as they may deem to be most beneficial to the Corporation, to effect the foregoing resolution.”

IV. MATTER FOR BOARD APPROVAL

The Chairman also informed the Board of the need to appoint authorized representatives in relation to the Bureau of Internal Revenue's (BIR) audit of All Internal Revenue Taxes except Value-Added Tax of the Corporation for the taxable period 01 January 2022 to 31 December 2022. After their discussion, and upon motion duly made and seconded, there being no objections, the following resolution was approved:

"RESOLVED, that **VALUE CARE HEALTH SYSTEMS, INC.** (the '**Corporation**') hereby names, constitutes and appoints its **Chief Finance Officer, Ms. Shirley M. Catibog** and/or **DIVINA LAW OFFICES**, specifically, **Attys. Roberto L. Tan, Lean Jeff M. Magsombol, Julie Ann C. Manguiat, Andrew Gil B. Ambray, Messrs. Edward Harris G. Flores, Anthony A. Mendiola, Laurence A. Canceran, Joven S. Pascual, Jonar P. Divina, Richard Marthy M. Orpeza, John Michael C. Granil, Rommel V. Opiz, Glorious V. Sumajit, Acie Capellan, Roy Vincent Yabyabin, Mark Anthony Arevalo, Cristino Yague, Jr., Rommel Martinez**, or any other lawyer or staff as may be appointed by the Managing Partner of the aforementioned Firm, to do and perform all or any of the following acts:

1. To represent the Corporation in any conference, proceeding or action before the Bureau of Internal Revenue ("**BIR**") in relation to the audit of All Internal Revenue Taxes except Value-Added Tax of the Corporation for the taxable period 01 January 2022 to 31 December 2022 pursuant to Letter of Authority AUDM 29-126-2023-020558, Electronic Letter of Authority No. 202400017671 dated 18 July 2024 (the "**2022 Tax Audit**");
2. To receive any correspondence, assessment, order, decision, or any other documents that may be issued by BIR in relation to the 2022 Tax Audit;
3. To sign, execute, issue, submit, and file any position paper, reply, protest, certification, affidavit, and other papers with BIR or any other party, as they may deem necessary or required to protect the interest of the Corporation; and
4. To do and perform such other acts and things as they may deem necessary to carry into effect any of the powers herein conferred upon them as the Corporation may do;

"RESOLVED, FURTHER, that the Corporation ratifies and confirms any and all acts which any of the foregoing may lawfully do or cause to be done pursuant to the authority and within the limits herein granted."

V. ADJOURNMENT

There being no other matters to discuss, the meeting was, upon motion duly made and seconded, adjourned.

CERTIFIED TRUE AND CORRECT:


ATTY. NASHA JEMIMAH R. REYES-FERRER
Corporate Secretary

ATTESTED BY:


MR. WING KUEN MOSES HEE


DR. ELMER M. PALOMATA


MR. YUE KIU KENNY CHAN


DR. SAMUEL D. ANG


MR. OWEN Y. LEE