

MINUTES OF THE COMMITTEE MEETING

**Related Party Transaction Committee
of
VALUE CARE HEALTH SYSTEMS, INC.
("Company")**

No. 33, Meralco Avenue, Barangay San Antonio
Pasig City, Metro Manila
10 July 2025, 3:00 PM

PRESENT:

Mr. Yue Kiu Kenny Chan - *Chairman*
Mr. Wing Kuen Moses Hee

ALSO PRESENT:

Ms. Jazmin Yacob
Ms. Christine Joy O. Alejo
Atty. Roselle P. Perez-Bariuan
Atty. Nasha Jemimah R. Reyes-Ferrer
Atty. Danica Mae M. Godornes

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.

With a majority of the members of the Related Party Transaction (RPT) Committee ("**Committee**") present, the Secretary certified the existence of a quorum for the transaction of business at hand.

II. AGENDA

The Chairman informed the Committee of the need to deliberate on the initial drafts of governance and compliance policies prior to their endorsement to the Board for approval. He emphasized that the Committee's role is to ensure that the policies are robust, compliant with regulatory requirements, and aligned with best corporate governance practices.

III. PRESENTATION OF POLICY - Related Party Transaction Policy

Atty. Roselle P. Perez-Bariuan ("**Atty. Perez-Bariuan**"), the Company's Compliance/AML Officer, presented the first draft of the RPT Policy, explaining that the policy establishes procedures to ensure that transactions involving related parties are conducted in a fair, transparent, and arm's length manner, consistent with sound corporate governance standards.

Arm's Length Pricing

Chairman Chan sought clarification on the mechanisms in place to ensure that transactions with related parties are undertaken on arm's length pricing.

Atty. Perez-Bariuan explained that the policy requires that all related party transactions be evaluated on terms comparable to those that would be offered to independent third parties under similar circumstances. She further noted that the policy provides for appropriate documentation and comparative evaluation of transaction terms to support the determination that the transaction is conducted on an arm's length basis.

Conflict of Interest

Mr. Wing Kuen Moses Hee emphasized that individuals with a conflict of interest must abstain from evaluation and approval of related party transactions.

Atty. Perez-Bariuan confirmed that the policy reflected mandatory inhibition procedures which require any director or officer with an interest in a related party transaction to inhibit from the deliberation and approval of the relevant transaction.

Policy Balance

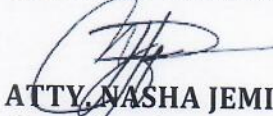
Chairman Chan emphasized that the RPT Policy must reflect careful balancing of regulatory compliance, transparency, and governance safeguards as shaped by the prior discussions.

After discussion, and upon motion duly made and seconded, the Committee unanimously approved the policy as amended.

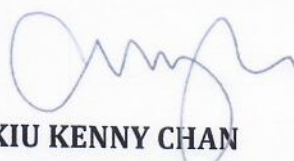
IV. ADJOURNMENT

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. YUE KIU KENNY CHAN


MR. WING KUEN MOSES HEE