

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
KAISER INTERNATIONAL HEALTHGROUP INC.**

Held at the Ground Floor, Omnis Prosperity Tower, 377 Sen. Gil Puyat Avenue
Barangay Bel-Air, Makati City Avenue, Makati City
on the 9th day of January 2023 at 4:00 P.M.

PRESENT:

DR. TITO P. TORRALBA
LOUIS BARTOLOME J. BORJA
DR. JOSE ENRIQUE R. DE LAS PEÑAS
NOEL A. ARANDILLA
DR. JOSE J. DURAN
TRANQUIL GERVACIO S. SALVADOR III
DR. JONATHAN DISRAELI S. SALVADOR
DR. LEAH U. YOLO

I. CALL TO ORDER

At the request of all present, **Dr. Tito P. Torralba**, acted as Chairman of the Meeting, called to order and presided over the same. **Atty. Tranquil Gervacio S. Salvador III** acted as Secretary of the Meeting, took and recorded the minutes.

II. CERTIFICATION OF NOTICE AND QUORUM

The Secretary certified that all the Stockholders were duly notified of the meeting and that there was a quorum to transact business.

**III. APPROVAL OF THE MINUTES OF THE ANNUAL
STOCKHOLDERS' MEETING HELD ON January 10, 2022**

The Chairman presented the minutes of the Annual Meeting of the Stockholders held on January 10, 2022. He noted that copies of the said minutes were circulated to the Stockholders in advance in order to give the Stockholders sufficient time to review the same. Upon motion duly made and seconded, the Stockholders unanimously approved the minutes of the Annual Meeting of the Stockholders held on January 10, 2022.

IV. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

The next item on the agenda is the ratification of all acts of the Board of Directors and officers of the Corporation performed or undertaken since the last annual meeting of the shareholders held on January 10, 2022 until the date of this meeting. Upon motion duly made and seconded, the Stockholders unanimously approved all resolutions, acts, and proceedings of the Board of Directors of the Company and the acts of the corporate officers of the Company, if done pursuant to the resolutions of the Board of Directors and Stockholders of the Company from January 10, 2022 to January 9, 2023, as reflected in the approved minutes of the Stockholders and Board meetings of the Company.

V. APPROVAL OF THE 2022 AUDITED FINANCIAL STATEMENTS

The President requested for the approval of the Audited Financial Statements of the Company for the year 2022 Upon motion duly made and seconded, the Stockholders unanimously approved the Financial Statements of KAISER INTERNATIONAL HEALTHGROUP INC. for December 31, 2022.

VI. APPOINTMENT OF ESTERLLITA G. DEL ROSARIO AS EXTERNAL AUDITOR

Upon motion duly made and seconded, the Shareholders unanimously approved the appointment of Estrellita G. Del Rosario as the Company's external auditor for the audit year 2023.

VII. ELECTION OF BOARD OF DIRECTORS FOR THE YEAR 2023 TO 2024

The Chairman mentioned the next item of business, the Election of Directors who will serve for the term 2023 to 2024. The Corporation's By-Laws provide for a Board of seven (7) directors, two (2) of whom shall be independent directors. The Corporate Secretary will now present the persons nominated to the Board of Directors as regular directors.

The Corporate Secretary stated that the office of the Corporate Secretary had received the nominations for the Board of Directors in accordance with the Company's procedure for nominations as provided in the By-laws. The following have been nominated as members of the Board of Directors:

1. **DR. TITO P. TORRALBA**
2. **DRA. LEAH U. YOLO**
3. **DR. JOSE J. DURAN**
4. **DR. JONATHAN DISRAELI S. SALVADOR**
5. **ATTY. TRANQUIL GERVAICIO S. SALVADOR III**

Since there are five (5) regular directors to be elected and only five (5) candidates have been nominated in accordance with the By-laws of the corporation, the Secretary is hereby ordered to cast all votes in accordance with the instructions earlier provided to him by the shareholders together with their proxies. Thus, the following are elected as regular members of the Board of Directors for 2023 to 2024:

1. **DR. TITO P. TORRALBA**
2. **DRA. LEAH U. YOLO**
3. **DR. JOSE J. DURAN**
4. **DR. JONATHAN DISRAELI S. SALVADOR**
5. **ATTY. TRANQUIL GERVACIO S. SALVADOR III**

The Chairman called on Dra. Leah U. Yolo to announce the names of the two (2) independent directors who were previously duly elected in accordance with the Company's By-laws. Dra. Yolo announced the names of the duly elected independent directors:

1. **ATTY. JOHANNES B. OLA**
- 2.. **ATTY. MANUELITO S. INSO**

After the nominations, upon motion duly made and seconded, the Stockholders unanimously approved the following resolution:

"RESOLVED, that the following be, as they are hereby, elected as the members of the Board of Directors of the Company for the ensuing year 2023 to 2024 and until their successors shall have been duly elected and qualified:

DR. TITO P. TORRALBA	:Chairman of the Board
DRA. LEAH U. YOLO	:Board Member
DR. FLORENTINO C. DOBLE	:Board Member
DR. JONATHAN DISRAELI S. SALVADOR	:Board Member
ATTY. TRANQUIL GERVACIO S. SALVADOR III	:Board Member
ATTY. JOHANNES B. OLA	:Independent Director
ATTY. MANUELITO S. INSO	:Independent Director

The Chairman of the Meeting then announced that the annual meeting of the newly elected board of directors would be held immediately following the adjournment of the stockholders' meeting.

VIII. OTHER BUSINESS

The Chairman called for any other matters that should be brought to the attention of the stockholders.

There being no other item on the agenda, the Chairman entertained a motion to adjourn.

IX. ADJOURNMENT

There being no further business to transact, the meeting was adjourned on motion duly made and seconded.



ATTY. TRANQUIL GERVACIO S. SALVADOR III
Secretary of the Meeting

Attested by:

DR. TITO P. TORRALBA
Chairman of the Meeting

