

## **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 8<sup>th</sup> day of January 2024 at 4:00 P.M.

PRESENT:	NUMBER OF SHARES REPRESENTED:
<b>DR. TITO P. TORRALBA</b>	<b>6,625,000</b>
<b>LOUIS BARTOLOME J. BORJA</b>	<b>22,630,000</b>
<b>DR. JOSE ENRIQUE R. DE LAS PEÑAS</b>	<b>16,005,000</b>
<b>NOEL A. ARANDILLA</b>	<b>16,005,000</b>
<b>DR. JOSE J. DURAN</b>	<b>6,525,000</b>
<b>ATTY. TRANQUIL GERVACIO S. SALVADOR III</b>	<b>225,000</b>
<b>DR. JONATHAN DISRAELI S. SALVADOR</b>	<b>125,000</b>
<b>DR. LEAH U. YOLO</b>	<b><u>100,000</u></b>
<b>TOTAL:</b>	<b><u>68,240,000</u></b>

### **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 9, 2023**

The Chairman presented the minutes of the Annual Meeting of the Stockholders held on January 9, 2023. 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 9, 2023.

#### **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 9, 2023 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 9, 2023 to January 8, 2024, as reflected in the approved minutes of the Stockholders and Board meetings of the Company.

#### **V. APPROVAL OF THE 2023 AUDITED FINANCIAL STATEMENTS**

The President requested for the approval of the Audited Financial Statements of the Company for the year 2023. Upon motion duly made and seconded, the Stockholders unanimously approved the Financial Statements of KAISER INTERNATIONAL HEALTHGROUP INC. for December 31, 2023.

#### **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 2024 TO 2025**

The Chairman mentioned the next item of business, the Election of Directors who will serve for the term 2024 to 2025. 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 GERVACIO 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 2024 to 2025:

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 2024 to 2025 and until their successors shall have been duly elected and qualified:

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

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**

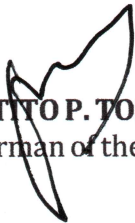
There being no further business to transact, the meeting was adjourned on motion duly made and seconded.



**ATTY. TRANQUIL GERVACIO S. SALVADOR III**

Secretary of the Meeting

Attested by:



**DR. TITO P. TORRALBA**  
Chairman of the Meeting