

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
KAISER INTERNATIONAL HEALTHGROUP INC.**

Held at the Ground Floor, King's Court Building 1, 2129 Chino Roces Avenue, Makati City
on the 4th day of November 2019, at 2:00 P.M.

PRESENT:

**DR. TITO P. TORRALBA
DR. LEAH U. YOLO
DR. JONATHAN DISRAELI S. SALVADOR
DR. JOSE S. DURAN
ATTY. TRANQUIL GERVACIO S. SALVADOR III
ATTY. JOHANNES B. OLA
ATTY. MANUELITO S. INSO**

I. CALL TO ORDER

The Chairman, Dr. Tito P. Torralba, called the meeting to order and thereafter presided over the same. The Corporate Secretary, Atty. Tranquil Gervacio S. Salvador III, certified to the existence of a quorum and recorded the minutes thereof.

II. QUORUM

The Secretary certified that a quorum was present for the purposes of conducting a meeting and transacting business.

III. APPROVAL OF INTERNAL AUDIT CHARTER & RISK MANAGEMENT MANUAL

The Chairman informed the Board that there is a need to create an appropriate internal control system that monitors and manages potential conflict of interest of the Management, members of the board and stockholders. The President, Dra. Leah U. Yolo, suggested that the Corporation creates an Internal Audit Charter and Risk Management Manual that oversees the appropriate internal control system of the Corporation. Upon motion duly made by Atty. Tranquil Gervacio S. Salvador III and seconded by Dr. Jose S. Duran, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of an Internal Audit Charter and Risk Management Manual."

IV. APPROVAL OF CORPORATE GOVERNANCE MANUAL

The Chairman informed the Board that there is a need to create a manual on Corporate Governance. The Chairman suggested that the Board shall review and approve the Corporate Governance Manual. Upon motion duly made by Upon motion duly made by Atty. Johannes B. Ola and seconded by Atty. Manuelito S. Inso, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of a Corporate Governance Manual."

V. ADJOURNMENT

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

(SIGNED)
ATTY. TRANQUIL GERVACIO S. SALVADOR III
Director / Corporate Secretary

Attested by:

(SIGNED)
DR. TITO P. TORRALBA
Chairman of the Board

(SIGNED)
LEAH U. YOLO
Director / President

(SIGNED)
DR. JONATHAN DISRAELI S. SALVADOR
Director

(SIGNED)
DR. JOSE S. DURAN
Director

(SIGNED)
ATTY. JOHANNES B. OLA
Independent Director

(SIGNED)
ATTY. MANUELITO S. INSO
Independent Director