



METROCARE
Health Systems, Inc.

9 January 2017

INSURANCE COMMISSION
1071 United Nations Avenue
Ermita, Manila, Philippines



Attention: **ATTY. DENNIS FUNA**
Commissioner

Re: List of Members of the Board of Directors and
Compliance with the Requirement to
Attend a course on Corporate Governance

Dear Atty. Funa:

In compliance with Circular Letter No. 2016-51, the following directors were elected by the stockholders during the meeting held on 20 December 2016.

- | | |
|------------------------------|---------------------------------|
| 1. Virgil B. Prieto | - Chairman |
| 2. Elmer Z. Acance | - President |
| 3. Emilia Jessica P. Alfonso | - Member |
| 4. Atty. Ryan D. Co | - Member (Independent Director) |
| 5. Geronimo P. Reyes | - Member (Independent Director) |

On 8 December 2016, the aforesated Directors and undersigned Compliance Officer successfully completed the Course on Corporate Governance conducted by the Insurance Institute for Asia and the Pacific, Inc. Copies of Minutes of the Meeting and their respective Certification are attached.

Kindly confirm receipt.

Thank you!

JANCE 1/14/17
1240

Very truly yours,

[Signature]
ATTY. ROVIEL B. NEPOMUCENO
Compliance Officer





Insurance Institute for Asia and the Pacific Inc.

Virgil B. Prieto

for having successfully Completed the Course on

Corporate Governance

Conducted on December 08, 2016

Presented this 8th day of December 2016

at Makati City, Philippines

MA. DIVINA T. TABLANTE

Education Director

JANUARIO C. ALIWALAS

Executive Director



Insurance Institute for Asia and the Pacific Inc.

Elmer Z. Accance

for having successfully Completed the Course on

Corporate Governance

Conducted on December 08, 2016

Presented this 8th day of December 2016

at Makati City, Philippines

Attestation

MA. DIVINA T. TABLANTE

Education Director

J. Cabal

JANUARIO C. ALIWALAS

Executive Director



Insurance Institute for Asia and the Pacific Inc.

Emilia Jessica P. Alfonso

for having successfully Completed the Course on

Corporate Governance

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at Makati City, Philippines

Adeltrahene

MA. DIVINA T. TABLANTE
Education Director

J. All

JANUARIO C. ALIWALAS
Executive Director



Insurance Institute for Asia and the Pacific Inc.

Ryan D. Co

for having successfully Completed the Course on

Corporate Governance

Conducted on December 08, 2016

Presented this 8th day of December 2016

at Makati City, Philippines

MA. DIVINA T. TABLANTE
Education Director

JANUARIO C. ALWALAS
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Insurance Institute for Asia and the Pacific Inc.

Geronimo P. Reyes

for having successfully Completed the Course on

Corporate Governance

Conducted on December 08, 2016

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MA. DIVINA T. TABLANTE

Education Director

JANUARIO C. ALIWALAS

Executive Director



Insurance Institute for Asia and the Pacific Inc.

Roviel B. Nepomuceno

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Corporate Governance

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Presented this 8th day of December 2016

at Makati City, Philippines

MA. DIVINA T. TABLANTE

MA. DIVINA T. TABLANTE
Education Director

JANUARIO C. ALIWALAS

JANUARIO C. ALIWALAS
Executive Director

METROCARE HEALTH SYSTEMS, INCORPORATED
Minutes of the Special Stockholders Meeting
Held on 20 December 2016 at 1630H
At 147 Williams Street, Pasay City, Metro Manila

Stockholders Present:

MR. VALENTIN PRIETO, JR.
MS. ELAINE M. PRIETO
MR. VALENTIN EDUARDO MIGUEL M. PRIETO III
MS. BEATRIZ MARIA ELENA M. PRIETO
MS. SOFIA MARIA TERESA M. PRIETO
MR. ELMER Z. ACANCE
MS. EMILIA JESSICA P. ALFONSO
MS. VICTORIA P. FLORES
MR. VERNON B. PRIETO
MR. VIRGIL B. PRIETO
ATTY. RYAN D. CO
MR. GERONIMO P. REYES

I. CALL TO ORDER AND CERTIFICATION OF QUORUM.

The Chairman, Mr. Valentin Prieto, Jr., called the meeting to order at 1630H after the Corporate Secretary, Mr. Virgil B. Prieto, certified that there was a quorum to transact such business as may come before the Board. Stockholders present also waived their right to be given notice.

II. READING AND APPROVAL OF MINUTES OF THE PREVIOUS MEETING.

Upon motion duly made and seconded, the minutes of the previous meeting were read, approved and signed as read.

III. ELECTION OF NEW DIRECTORS.

The Chairman declared that a special stockholders meeting was convened to elect new directors and 2 independent directors in compliance with the requirement of the Insurance Commission under Circular Letter No. 2016-51 dated 6 September 2016.

The meeting proceeded with the election of the members of the Board of Directors. On nominations duly made, closed and seconded, the following resolutions were unanimously approved and adopted by the body:

"RESOLVED, that METROCARE HEALTH SYSTEMS, INCORPORATED (the "Corporation") elect the following stockholders as directors of the Corporation for the current year 2016-2017 and until their successors shall have been duly elected and qualified:

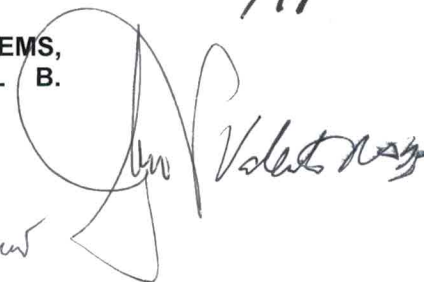
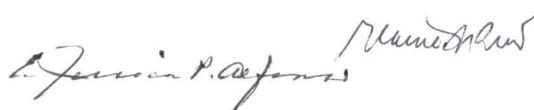
- | | |
|------------------------------|---------------------------------|
| 1. Virgil B. Prieto | - Chairman |
| 2. Elmer Z. Acance | - President |
| 3. Emilia Jessica P. Alfonso | - Member |
| 4. Atty. Ryan D. Co | - Member (Independent Director) |
| 5. Geronimo P. Reyes | - Member (Independent Director) |

RESOLVED FURTHER, that the Corporate Secretary be, and is hereby, authorized to issue certifications covering the foregoing resolutions adopted by the Stockholder of the Corporation."

IV. APPOINTMENT OF THE CORPORATE SECRETARY.

The Chairman also announced the necessity to elect the new Corporate Secretary. Upon nomination, motion duly made and seconded, stockholders present unanimously elected a corporate secretary and resolved:

"RESOLVED, that METROCARE HEALTH SYSTEMS, INCORPORATED (the "Corporation") elect ATTY. ROVIEL B.



NEPOMUCENO to serve as the Corporate Secretary of the Corporation for the current year 2016-2017 and until his successor is duly elected and qualified.


V. ADJOURNMENT

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

Certified Correct:


ATTY. ROVIEL B. NEPOMUCENO
Corporate Secretary

Attested by:



MR. VIRGIL B. PRIETO
Stockholder and Chairman


MR. VERNON B. PRIETO
Stockholder


MS. VICTORIA REGINA P. FLORES
Stockholder


MR. VALENTIN PRIETO, JR.
Stockholder


MR. ELMER Z. ACANCE
Stockholder, Director and President


MS. ELAINE M. PRIETO
Stockholder


MR. VALENTIN EDUARDO MIGUEL M. PRIETO III
Stockholder


MS. BEATRIZ MARIA ELENA M. PRIETO
Stockholder


MS. SOFIA MARIA TERESA M. PRIETO
Stockholder


MS. EMILIA JESSICA P. ALFONSO
Stockholder and Director


ATTY. RYAN D. CO
Stockholder and Independent Director


MR. GERONIMO P. REYES
Stockholder and Independent Director

SECRETARY'S CERTIFICATE

I, **ATTY. ROVIEL B. NEPOMUCENO**, Filipino, of legal age and with office address at 147 Williams Street, Pasay City, Metro Manila, after having been duly sworn in accordance with law, hereby depose and state:

1. I am the Corporate Secretary of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with head office address at 147 Williams St., Pasay City;

2. At the Special Stockholders Meeting of the Corporation held on 20 December 2016 in its head office, where a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted by the stockholders, to wit:

"RESOLVED, that **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation") elect the following stockholders as directors of the Corporation for the current year 2016-2017 and until their successors shall have been duly elected and qualified:

- 1. Virgil B. Prieto - Chairman
- 2. Elmer Z. Acance - President
- 3. Emilia Jessica P. Alfonso - Member
- 4. Atty. Ryan D. Co - Member (Independent Director)
- 5. Geronimo P. Reyes - Member (Independent Director)

RESOLVED FURTHER, that the Corporate Secretary be, and is hereby, authorized to issue certifications covering the foregoing resolutions adopted by the Stockholder of the Corporation."

3. The foregoing resolutions have not been revoked, amended, nor in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

4. I am executing this certificate to attest to the truth of the foregoing facts.

IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 21 2016 day of _____ at Pasay City, Metro Manila.

ATTY. ROVIEL B. NEPOMUCENO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 21 2016 day of _____ 2016, affiant exhibiting to me his Tax Identification No. 915-116-085 bearing his photograph and signature, in accordance with Rule II, Section 12 and Rule IV Section 2 (b) of the 2004 Rules on Notarial Practice.

Doc. No.: _____
Page No.: _____
Book No.: _____
Series of 2016.

DEC 21 2016
MANILA
ATTY. ALYSHAGRACE M. ZULUETA
NOTARY PUBLIC-MANILA
COM. NO. 2016-045 UNTIL DEC. 31, 2017
PTR. NO. 4930793, 1/7/16-MLA
IBP LIFETIME-011076-6/19/12
ROLL NO. 60529-MCLE V 000527
UNIT 70, 7F, MER CONDO, 1200