

**DRAFT**

MINUTES OF THE SPECIAL STOCKHOLDERS MEETING OF DAVAO DOCTORS HOSPITAL (CLINICA HILARIO), INC. HELD ON NOVEMBER 17, 2022 AT 10:30 a.m. via ZOOM

**I. CALL TO ORDER**

Chairman Augusto P. Palisoc, Jr. called the meeting to order at 10:30 a.m. after the opening prayer, and the singing of the national anthem.

**II. CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary, Percy Jane P. Abian-Fuñe, certified that notices of the meeting were duly sent to all stockholders of record by hand, by courier or by electronic mail and that the owners of 613,570 shares representing 67.72% of the outstanding shares of the capital stock of the corporation were present in person or by proxy.

**III. RATIFICATION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Chairman informed the stockholders that the next agenda item is the ratification of the proposed amendments to the Articles of Incorporation of the corporation.

The Corporate Secretary apprised the stockholders that Securities and Exchange Commission (SEC) has required that the purpose of the corporation should include the clause that the corporation shall not issue investment contracts or securities to the public. She added that SEC also required that the total number of Independent Directors of a public corporation shall be at least 20% of the total number of Directors, and since the corporation has 11 Directors, the total number of Independent Directors should be three. Thus, the Board approved the said amendments to the Articles during its July 13, 2022 meeting.

Ms. Lysette A. Lao moved for the ratification of the proposed amendments to the Articles of Incorporation, which was seconded by Ms. Maria Araceli F. Torrenueva. Since there was no objection, the motion was carried.

**IV. RATIFICATION OF THE PROPOSED AMENDMENTS TO THE BY-LAWS**

The Chairman proceeded to the next agenda item, which is the ratification of the proposed amendments to the By-Laws of the company.

The Corporate Secretary likewise informed the stockholders that the Board during its meeting on July 13, 2022 and September 29, 2022 has approved amendments to the provisions of the corporation's By-Laws to follow the recommendations of SEC that the company's By-Laws comply with the Revised Corporation Code, and conform to the current practice of the company. The Corporate Secretary then explained to the stockholders the reason behind the amendments of

the following provisions of the corporation's By-Laws: Art. I, par. 2, Art. I, par. 4, Art. II, par. 2, Art. II, par. 3, Art. II, par. 5. Art. II, par. 6. Art. II, par. 7, addition of Art. II, par. 8, Art. III, par. 1, Art. III, par. 4, Art. III, par. 6, addition of Art. III, par. 7, Art. III, par. 7 (now par. 8), deletion of Art. IV, par. 4, Art. IV, par. 7 (d), and addition of Art. V, par. 2.

Mr. Leo Francis Silva moved for the ratification of the proposed amendments to the By-Laws, which was seconded by Ms. Carissa Real. Since there was no objection, the motion was carried.

## **V. ELECTION OF THE 3<sup>RD</sup> INDEPENDENT DIRECTOR**

The Chairman informed the stockholders that the next item agenda is the election of the third independent director.

The Corporate Secretary said that Atty. Eduardo M. Pangan has been duly nominated and qualified to be an independent director. She stated the background and qualifications of Atty. Pangan, and informed the stockholders that the Nomination Committee of the Board has determined that Atty. Pangan possesses all the qualifications and none of the disqualifications to be elected as an Independent Director of the company.

Ms. Marial Aurora Dolores S. Naraindas moved that Atty. Eduardo M. Pangan be elected as an independent director. Mr. Gody Leona seconded the motion. No objection was raised. Hence, Atty. Eduardo M. Pangan was elected as the 3<sup>rd</sup> Independent Director of the company

## **VI. ADJOURNMENT**

The Chairman inquired whether the stockholders wished to take up other matters but nobody responded.

Ms. Maria Karina M. Santos moved for adjournment, which was seconded by Ms. Paradae dela Cruz. Having no opposition, the meeting was adjourned at 11:00 a.m.

**PERCY JANE P. ABIAN-FUÑE**  
Corporate Secretary