

OPTIMUM QUALITY HEALTH VENTURES, INC.
Doing business under the name and style of CAMARIN DOCTORS HOSPITAL



CORPORATE GOVERNANCE COMMITTEE CHARTER



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This Corporate Governance Committee Charter sets out the purpose, membership and qualifications, structure and operations, duties and responsibilities of the Corporate Governance Committee of Optimum Quality Health Ventures, Inc. doing business under the name and style of Camarin Doctors Hospital, and the procedures which guides the conduct of its functions.

1. PURPOSE

Pursuant to the Corporation's By-laws and Manual on Corporate Governance, the Board of Directors of the Corporation created the Corporate Governance Committee to aid the Board in the performance of its oversight responsibilities in the development and implementation of the corporate governance principles, policies, structures and systems of the Corporation and assist the Board in the performance of its corporate governance responsibilities. The Committee is accountable to the Board for its performance.

2. MEMBERSHIP AND QUALIFICATIONS

Composition

The Committee shall be composed of at least three (3) directors, the majority of whom, including the Chairperson of the committee shall be independent directors.

Qualification

Each member of the committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Manual of the Corporate Governance. The Chairperson and the members of the Committee are appointed by the Board.

Appointment

The Chairperson and the members of the Committee shall be appointed by a majority vote of the members of the Board present either during the Organizational Board Meeting of the Corporation, or if there is a vacancy, during any meeting of the Board. Membership shall be



reviewed every year after election of the Board by the Company's stockholders at their annual meeting, or earlier if the Board deems necessary.

Resignation / Removal

Resignation tendered by any member of the Committee including the Chairperson shall become effective upon the acceptance by the Board.

The Chairperson of the Committee or any of its members may be removed from office by action of the Board.

3. STRUCTURE AND OPERATIONS

Meetings

The Committee shall meet at such times and places as it considers appropriate and as designated in the notice of meeting. The Chairperson of the Committee, any Committee member, or the Corporate Secretary of the Corporation may call a meeting of the Committee.

Quorum

Attendance of at least a majority of all the Committee members shall constitute a quorum for the Committee to transact business in a meeting to be convened. A majority of those present shall be necessary to decide any matter that may come before a meeting. A meeting shall not proceed in the absence of a quorum.

Presiding Officer

The Chairperson of the Committee shall preside in all meetings of the Committee. In the absence of the Chairperson, the Committee members present shall elect one of their members as chairperson of the meeting.

Secretary of the Meeting

The Corporate Secretary of the Corporation shall be the secretary of the Committee.



Notice of Meeting

The notice of each meeting setting out the date, time, venue, and agenda shall be sent to each member of the Committee at least two (2) working days prior to the date of the meeting.

Record of Meetings

Minutes of the proceedings and resolutions made during Committee meetings shall be kept by the Corporate secretary. Notices, minutes, agenda and materials presented during meetings will be made available to any Committee member upon request to the Corporate Secretary.

Other Attendees

The Committee may invite resource persons to attend Committee meetings to provide relevant information or data necessary for the matters for discussion during Committee meeting.

Access to Resources

The Committee shall have full access to management, personnel and records for the purpose of performance of its duties and responsibilities. They may also obtain independent professional advice if deemed necessary in the performance of its functions. The Committee shall be provided with sufficient resources by the Corporation to discharge its duties.

4. DUTIES AND RESPONSIBILITIES

The Corporate Governance Committee is tasked with ensuring compliance with and proper observance of corporate governance principles and practices.

The Corporate Governance Committee has the following duties and responsibilities, among others:

- a. Oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to corporation's size, complexity of operations and business strategy, as well as its business and regulatory environments.



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- b. Oversees the periodic performance evaluation of the Board and its committees as well as the executive management, and conducts an annual evaluation of the its performance.
- c. Ensures that the results of the Board evaluation are discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement.
- d. Recommends the continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance.
- e. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.
- f. Proposes and plans relevant trainings for the members of the Board.
- g. Determines the nomination and election process for the Corporation's Directors and defines the general profile of board members that the Corporation may need, and ensures that appropriate knowledge, competencies and expertise that complement the existing skills of the Board are adopted as standards and criteria for nomination and election.
- h. Establishes a formal and transparent procedure for determining the remuneration of directors and officers that is consistent with the corporation's culture and business strategy as well as the business environment in which it operates.
- i. Perform other activities which the Committee deems appropriate as necessary and desirable for the performance of its duties and function under this Charter, as well such other responsibilities which the Board may assign to the Committee from time to time.



5. REPORTING PROCESS

Report of Meetings Convened

The Chairperson of the Committee, or in his absence, the chairperson of the meeting, shall report to the Board on the decisions and recommendations made by the Committee during the meeting it has convened in the next scheduled Board meeting.

Other Reports

The Committee shall prepare such reports as may be necessary to document the activities of the Committee in the performance of its duties and functions. Such reports shall be included in the Corporation's annual report and other corporate disclosure as may be required by the Securities and Exchange Commission.

6. FINAL PROVISIONS

Effectivity

This Corporate Governance Committee Charter is immediately effective once approved by the Board until amended, altered or varied.

Review and Amendment

The Corporate Governance Committee Charter shall be reviewed annually, updated as required, and copies shall be made available to any requesting party upon written request to the Corporate Secretary.

The Corporate Governance Committee Charter shall not be amended, altered or varied unless such amendment, alteration, or variation shall have been approved by a Board resolution.