

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITALS

GENERAL INSTRUCTIONS

1. Pursuant to SEC Res. No. 225, s. of 2017, hospitals may use Form 12-1 SRS for registration of its securities that are sold or offered for sale pursuant to Section 8 and 12 of the Code. The use of Form 12-1 SRS is without prejudice to the right of the Commission to require such other information or documents as it may prescribe, consistent with the interest of the general public and for the protection of investors.
2. Under Section 13.1(b) of the Securities Regulation Code (“SRC”), the Commission may reject Registration Statement which on its face is *incomplete*. Notwithstanding the said provision, Sec. 14.2 of the SRC states that an amendment filed prior to the effectivity date of the Registration Statement (“RS”) shall recommence the forty-five (45) day period within which the Commission shall act on a RS. Thus, should the company be amendable to extending the 45-day processing period (by executing a letter consenting to the processing time of the application to enable the company to amend its RS) the Market and Securities Regulation Department (“MSRD”) shall be constrained to elevate the application based on the existing RS on file, to enable MSRD to comply with the said processing period mandated under Section 12.6 of the SRC.
3. Attention is directed under Section 68, As Amended on the Financial Statement requirements. Prior to preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations for Filing of SEC Forms with the Securities and Exchange Commission." Definitions contained in “Annex B” and SRC Rule 68, as amended, to the extent they are not defined herein, shall govern the meanings of similar terms used herein.
4. The registration statement shall be signed by the registrant’s chief executive officer, its chief operating officer, its chief financial officer, its controller, its chief accounting officer, its corporate secretary or persons performing similar functions.
5. The name of each person who signs the registration statement shall be typed or printed beneath his/her signature. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the registration statement. At least one (1) copy of the documents filed shall be manually signed and the unsigned copies shall be confirmed.
6. Every amendment to a registration statement shall be signed by the persons specified in Section 12.4 of the Code or by any executive officer duly authorized by the Board of Directors. The final prospectus shall, however, be signed by all required signatories under Section 12.4 of the Code.

7. Three (3) copies of the complete Form 12-1 SRS shall be filed including exhibits and all other papers and documents filed as part thereof.
8. In case of withdrawal of a registration statement, fifty percent (50%) of the filing fee paid shall be *forfeited and not* be allowed for future application.
9. In the event that the registration statement is rejected pursuant to Section 13 of the Code, the filing fee paid thereon shall be *forfeited*.
10. Confidential Treatment of Information filed with the Commission –any request for confidentiality will be presented to Commission En Banc prior its application for registration or offering.
11. How to use this form: Put ✓ inside the box to mark a box.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITALS

- | | |
|---|--|
| 1. SEC Registration Number | CS201739437 |
| 2. Exact name of issuer as specified in its charter
..... | ASIA PACIFIC MEDICAL CENTER (APMC) -
AKLAN INC.
<i>formerly Allied Care Experts (ACE) Medical Center-
Aklan Inc.</i> |
| 3. Principal Business Address including
postal code..... | Judge Martelino Road, Brgy.
Andagao, Kalibo, Aklan 5600 |
| 4. Province, country of other jurisdiction of
incorporation or organization..... | Aklan, Philippines |
| 5. BIR Tax Identification No. | 009-900-845-000 |
| 6. Industry Group: | Hospitals and Physicians |
| 7. Telephone Number including area code: | (036) 2682320 |
| 8. Official company's website... | https://apmcaklan.com |
| 9. Fiscal Year (Day and Month) | 31 December |

COMPUTATION OF FILING FEE

Title of each class of securities to be registered	Shares to be registered	Proposed Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Founder (I)	600 shares	-	600,000.00	
Common (I)	203,400 shares		203,400,000.00	863,500.00
Common (I)	580 shares		14,500,000.00	
Common	1942 blocks	250,000	485,500,000.00	8,635.00
	1200 blocks	300,000	360,000,000.00	
	400 blocks	350,000	140,000,000.00	
Total	240,000		P1,204,000,000.00	P872,135.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

1. Front of the Registration Statement and Outside Front Cover Page of Prospectus
2. Inside Front Cover and First Two or More Pages of Prospectus
3. Forward looking Statement
4. Definition of Terms
5. Executive Summary
6. Risk Factors
7. Business Information
8. Use of Proceeds
9. Description of Securities Offered
10. Plan of Distribution
11. Capitalization
12. Outstanding Securities and Principal Shareholders
13. Board of Directors
14. Management
15. Financial Information
16. Information on Independent Accountant and Other Related Matters
17. Independent Auditors and Counsels
18. Regulatory Framework
19. Corporate Governance and Board Committees
20. Other Material Factors

PART II - INFORMATION REQUIRED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS

21. Other Expenses of Issuance and Distribution

Give the itemized statement of all expenses of the offering other than the discounts and commission (if applicable). If any of the securities are registered for sale by security holders, state how much of the expenses the security holders will pay. If the amount of any items is not known, give estimates but identify them as such.

22. Exhibits

Description	Exhibit No.
1. Publication of Notice re: Filing	"A"
2. Articles of Incorporation and By-laws	"B", "B-1", "B-2"
3. Instruments defining the rights of security holders	"C"
4. Opinion re: Legality	"D"
5. Opinion re: Tax Matters	"D"

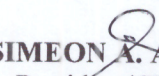
Description	Exhibit No.
6. Material Contracts	“E” , “E-1”
7. Audited Financial Statements/Audited Interim Financial Statements	“F”, “F-1”, “F-2”
8. Subsidiaries of the Issuer	N.A.
9. Consent of Experts and Independent Counsel	“D”& “F”
10. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors	“G”
11. Authorization re: Issuer’s Bank Account	“H”
12. Copy of Board Resolution approving the securities offering and authorizing the filing of Registration Statement	“I”
13. Duly verified resolution of the Issuer’s Board of Directors approving the disclosure contained in the registration statement and prospectus and assuming liability for the information contained therein	“I”
14. Manual on Corporate Governance	13 December 2021
15. Additional Exhibits:	
Certification that all mandated government licenses, permits are secured and valid	“J”
Certification on No Pending Legal Proceeding filed against and by the Issuer	“K”
Certification that all AFS of all subsidiaries has been filed with the Commission (if applicable)	N.A.
Certification by selling shareholder as to the accuracy of any part of the registration statement contributed by such selling shareholders (if applicable)	N.A.
Certification from Project Engineer as to percentage of Hospital building constructed	“L”, “L-1”
Tax Compliance Report filed by the Issuer	“M”
Feasibility study prepared by qualified profession on the capacity of the Issuer to provide Medical Benefits	“N”
Memorandum of Agreement with other Hospitals (if applicable)	“O”
Permit to Construct Hospital issued by Bureau of Health Facilities and Services (BHFS) of the Department of Health (DOH)	“P”
Escrow/Custodian Agreement with a reputable bank	N.A.
Credit Line Agreement	N.A.
Copy of the Environmental Compliance Certificate	“Q”

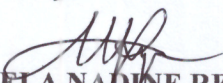
Description	Exhibit No.
Certified True Copy of Transfer Certificate Title	"R"
List of Equipment to be Purchased	"S"
Schedule of Disbursement	"T"
Tax Declaration	"U"

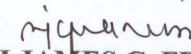
23. Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.


SIGNATURES

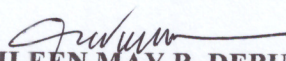
Pursuant to the requirements of the Securities Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of KALIBO, AKLAN on 23 JUN 2025.


DR. SIMEON A. ARCE, JR.
 President/CEO


ANGELA NADINE REYES
 Chief Accounting Officer


DR. NIKKI JAMES C. FRANCISCO
 Corporate Secretary


BONNIE VEE S. DELA TORRE
 Chief Finance Officer



DR. EILEEN MAY B. DEBUQUE
 Vice Chairman

SUBSCRIBED AND SWORN to before me this 23 JUN 2025
 affiants exhibiting to me their competent proof of ID as follows:

Name	Type of Identification	PRC I.D. Number	Date/Place of Issue
Arce, Simeon Jr. A.	PRC	0068829	Manila/Mar. 6, 1990
Debuque, Eileen May B.	PRC	0080766	Manila/Oct. 4, 1994
Dela Torre, Bonnie Vee S.	PRC	0118924	Manila/ Nov. 13, 2006
Francisco, Nikki James C.	PRC	0118236	Manila/ Aug. 23, 2010
Reyes, Angela Nadine	PRC	0207673	Iloilo/Nov. 8, 2024

NOTARY PUBLIC

Page No. 156
 Doc. No. 33
 Book No. 71
 Series of 2025.


ATTY. MICO ANTHONY M. CARPIO
 NOTARIAL COMMISSION NO. 41 (2024-2025)
 NOTARY PUBLIC (AKLAN) UNTIL DECEMBER 31, 2025
 ROLL OF ATTORNEY'S NO. 79201 / MAY 16, 2022
 PTR NO. 9272743 / JANUARY 2, 2025/ KALIBO, AKLAN
 IBP NO. 489316 / DECEMBER 29, 2024/ AKLAN CHAPTER
 INITIAL MCLE COMPLIANCE WILL END ON APRIL 14, 2025



ASIA PACIFIC MEDICAL CENTER (APMC) – AKLAN INC.
Formerly: ALLIED CARE EXPERTS (ACE) MEDICAL CENTER- AKLAN INC.

A Corporation existing and duly organized under the
Laws of the Republic of the Philippines with
SEC Certificate of Registration No. CS201739437

This Prospectus relates to the registration of **204,580 issued and outstanding shares of ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC. (APMC-AI)** consisting of *600 Founders Shares* and *203,980 Common Shares* **plus 35,420 common shares equivalent to 3,542 blocks of APMC-AI (the Offer Shares)** for issuance to the public at an Offer Price ranging from Php250,000.00 up to a maximum amount of Php350,000.00 per block.

The securities will be traded Over-the-Counter through the Hospital's employee who will act as salesman¹.

DATE: 23 June 2025

Principal Office:

Judge Martelino Road
Brgy. Andagao, Kalibo
Aklan, 5600

Telephone Numbers:

(036) 268 2320

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

This Final Prospectus relates to the primary offer and sale of 35,420 common shares of Asia Pacific Medical Center – Aklan Inc. (the “Issuer”) equivalent to 3,542 blocks (consisting of 10 shares per block) at an offer price ranging from Php250,000.00 per block up to a maximum offer price of Php350,000.00 per block with an aggregate principal amount of **Nine Hundred Eighty-Five Million Five Hundred Thousand Pesos (Php985,500,000.00)**. The securities will be issued upon approval of the Securities and Exchange Commission. Assuming all Offer Shares are issued, **ASIA PACIFIC MEDICAL CENTER (APMC)- AKLAN INC. (APMC-AI)** will have a total of **240,000 issued and outstanding shares** consisting of *600 Founders Shares*, *203,980 Common Shares* plus the *35,420 Offer shares*, all with a par value of P1,000.00 per share.

The 3,542 blocks will be offered in tranches, through a series of offerings at an offer price in progressive amounts. The first 1,942 blocks will be sold at the price of Php250,000.00 per block, the next 1,200 blocks at the price of Php300,000.00 per block, and remaining 400 blocks at

¹ Please refer to p.63, **Plan of Distribution**, for the details on the authorized salesmen.

Php350,000 per block. While the blocks of common shares that will be issued have the same features and privileges (except the privilege to practice, that is available only to Medical Practitioners), the staggered Offer Price per series of shares for sale to the public was arrived at by considering several factors including but not limited to: (i) the timing of purchase relative to the completion of the Hospital and its facilities, (ii) the number of applicants the Hospital could serve and accommodate, (iii) the total development costs based on cost assessments of the engineers, architects and other professionals hired for the project, (iv) comparable price of similarly situated structure with similar facilities, (v) market demand and (vi) risk undertaken by the original stockholders. As the hospital building rises, the lesser the risk of the investors.

The blocks will be sold on a first come, first served basis, subject to pre-qualification procedures. Once the maximum number of blocks per series are sold, the next series will be offered at an increased offer price. The offer shares will not be listed in the Exchange and will be issued over the counter only, the Issuer's employee/s who will act as salesman, but will not be receiving additional compensation for this, other than their usual salary.

APMC-AI expects to raise gross proceeds amounting up to Nine Hundred Eighty-Five Million Five Hundred Thousand Pesos (P985,500,000.00) and the net proceeds are estimated to be at least **Nine Hundred Eighty-Three Million, Twenty-Seven Thousand One Hundred Forty-Nine Pesos and Eighty Centavos (Php983,027,149.80)** after deducting fees and expenses relating to the issuance of the securities. The net proceeds of the Offer shall be used primarily by the Company for the construction, development and pre-operation of ASIA PACIFIC MEDICAL CENTER - AKLAN INC. (the "Hospital"). For further detailed information on the use of proceeds, see "Use of Proceeds" on page 36 of this Preliminary Prospectus.

Each investor must comply with all laws applicable to it and must obtain the necessary consent, approvals or permission for its purchase, offer or sale under the laws and regulation in force to which it is subject.

The company is organized under the Philippine Law. The Company is authorized to distribute dividends out of its surplus profit, in cash, properties of the Company, shares of stock. Dividends paid in the form of cash or property, are subject to approval of the Board of Directors of the Company. Dividends paid in the form of additional Common Shares are subject to the approval of the Board of Directors and stockholders who own at least two-third (2/3) of the outstanding capital of the company. The Board may not declare dividends as determined by the Board, taking into consideration factors such as implementation of business plans, debt service requirements, operating expenses, budgets, funding of new investments and acquisitions and appropriate reserves and working capital. Refer to page 78 on Dividends and Dividend Policy of this Prospectus.

Unless otherwise indicated, all information in this Prospectus is as of the date of this Final Prospectus. Neither the delivery of this Preliminary Prospectus nor any sale made pursuant to this Prospectus shall, under any circumstances, create implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

No person has been authorized to give any information or to make any representation not contained in this Prospectus. If given or made, any such information or representation must not be relied upon as having been authorized by the Company. This Preliminary Prospectus does not constitute an offer of any securities, or any offer to sell or solicitation of any offer to buy any of the securities of the Company in any jurisdiction, to or from any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Before making an investment decision, investor must rely on their own examination of the Company and the terms of the Offer including the risks involved.

The Issuer has included in this Statement all of its representation about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Statement in making an investment decision. The Investors should be aware that risks and uncertainties might occur.

ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN IS TRUE AND CURRENT.

By:


SIMEON A. ARCE JR, M.D.

President/CEO

ASIA PACIFIC MEDICAL CENTER – AKLAN INC.

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Forward-looking Statements

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors which may cause actual results, performance or achievements of the Issuer, to be materially different from any future results; and
- performance or achievements expressed or implied by forward-looking statements.

Such forward-looking statements are based on assumptions regarding the present and future business strategies and the environment in which the registrant will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- the ability of the registrant to successfully implement its strategies;
- the ability of the registrant to anticipate and respond to healthcare trends;
- the ability of the registrant to successfully manage its growth;
- the condition and changes in the Philippines, Asian or global economies;
- any future political instability in the Philippines, Asia or other regions;
- changes in interest rates, inflation rates and the value of the Peso against the U.S. Dollar and other currencies;
- changes in government regulations, including tax laws, or licensing requirements in the Philippines, Asia or other regions; and
- competition in the healthcare industries in the Philippines and globally.

Additional factors that could cause actual results, performance or achievements of registrant to differ materially include, but are not limited to, those disclosed under “Risk Factors” and elsewhere in this Prospectus.

These forward-looking statements speak only as of the date of this Prospectus. The registrant expressly disclaims any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of the registrant with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based.

This Prospectus includes forward-looking statements, including statements regarding the expectations and projections of the Issuer for future operating performance and business prospects. The words “believe”, “expect”, “anticipate”, “estimate”, “project”, “may”, “plan”, “intend”, “will”, “shall”, “should”, “would” and similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in this Prospectus as to the opinions, beliefs and intentions of the Issuer accurately reflect in all material respects the opinions, beliefs and intentions of the management of the registrant as to such matters at the date of this Prospectus, although the Issuer can give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Prospectus discloses, under the section “Risk Factors” and elsewhere, important factors that could cause actual results to differ materially from the expectation of the Issuer. All subsequent written and oral forward-looking statements attributable to either the Issuer or persons acting on behalf of the Issuer are expressly qualified in their entirety by cautionary statements.

DEFINITION OF TERMS

As used in this Prospectus, the following terms shall have the meanings ascribed to them:

"Articles"	The Articles of Incorporation of the issuer
"APMC-AI"	ASIA PACIFIC MEDICAL CENTER (APMC) – AKLAN INC.
"Board"	The Board of Directors of the issuer collectively referred to as one consisting of fifteen (15) members
"By-Laws"	The By-laws of the issuer
"Corporation"	Refers to ASIA PACIFIC MEDICAL CENTER (APMC)- AKLAN INC. formerly Allied Care Experts (ACE) Medical Center- Aklan Inc. unless otherwise specifically described in this document
"Director"	The individual membership of the incumbent Board of Directors of the Issuer
"DOH"	Department of Health
Environmental Compliance Certificate ("ECC")	Environmental Compliance Certificate is a document issued by the DENR/EMB after a positive review of an ECC application certifying that the proposed project will not cause significant negative environmental impact and the project proponent has complied with all the requirements of the Environmental Impact System, and has committed to implement its approved Environmental Management Plan
"Founder"	Refers to the individual holders of founder share
"Hospital"	ASIA PACIFIC MEDICAL CENTER- AKLAN, or the building referred hereto being built in the name of ASIA PACIFIC MEDICAL CENTER- AKLAN Inc.
"Internal Rules"	Refers to the rules and regulations concerning application procedures, availment, use and enjoyment of facilities and services, and all amendments thereto

“Issuer”	The same as ASIA PACIFIC MEDICAL CENTER- AKLAN INC.
"Offer Price"	The price at which the Offer Securities are being offered in tranches to the public as indicated in this Prospectus
“Offer Securities”	Refers to the 35,420 Common shares or 3,542 blocks (1 block is equivalent to 10 shares) of ASIA PACIFIC MEDICAL CENTER- AKLAN INC. to be offered for sale to the public, also interchangeably called “Offer Shares”
“Medical Specialist”	A doctor or medical practitioner who has successfully passed the screening process of ASIA PACIFIC MEDICAL CENTER- AKLAN Inc., in good standing and is admitted/accepted to practice his profession.
“Prospectus”	This document and any supplement or amendments thereto, pertaining to the issuance and sale of the Offer Securities.
“SEC”	Philippine Securities and Exchange Commission
“Stock Certificate”	The written or electronic evidence of ownership of share of stock of ASIA PACIFIC MEDICAL CENTER- AKLAN INC.
“Stockholder”	A registered holder of shares of stocks of ASIA PACIFIC MEDICAL CENTER- AKLAN INC. He may be a medical practitioner or a non-medical stockholder.

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and audited financial statements, including notes thereto, found in the appendices of this Prospectus.

Prospective investors should read this entire Prospectus fully and carefully, including the section on “Risk Factors”. In case of any inconsistency between this summary and the more detailed information in this Prospectus, then the more detailed portions, as the case may be, shall at all times prevail.

BRIEF BACKGROUND ON THE COMPANY

ASIA PACIFIC MEDICAL CENTER- AKLAN INC. is a stock corporation duly organized under the laws of the Republic of the Philippines on December 6, 2017. APMC-AI has an authorized capital stock of Two Hundred Forty Million Pesos (240,000,000.00) divided into Six Hundred (600) Founders’ Shares and Two Hundred Thirty-Nine Thousand Four Hundred (239,400) Common Shares both with a par value of One Thousand Pesos (P1,000.00) per share.

As of date of this Prospectus, Two Hundred Fifteen Thousand Sixty Shares (215,060) divided into Six Hundred (600) Founders Shares and Two Hundred Fourteen Thousand Four Hundred Sixty (214,460) Common Shares both with a par value of One Thousand Pesos (P1,000.00) per share have been subscribed, while paid up is Two Hundred Fifteen Million Sixty Thousand Pesos (P215,060,000.00).

CORE BUSINESS

APMC-AI was established to maintain, operate, own, and manage hospitals, medical and related healthcare facilities and businesses such as, but without restriction to clinical laboratories, diagnostic centers, ambulatory clinics, condo hospitals, scientific research and other allied undertakings and services which shall provide medical, surgical, nursing, therapeutic, paramedic, or similar care, provided that purely professional, medical or surgical services shall be performed by duly qualified physicians or surgeons who may or may not be connected with the hospitals and whose services shall be freely and individually contracted by the patients.

BUSINESS STRATEGIES

It is the mission of APMC-AI to set up a Level 2 Health Care facility with an organized, systematic, cost-effective, sympathetic and holistic approach to its goal in providing the best quality and justifiable medical services to its clients and stakeholders.

APMC-AI will accomplish its purpose by the acquisition of complete and world-class facilities, provide service through medical specialists who are competent and fully qualified in their line of work, and have equally efficient well motivated employees and management staff.

Asia Pacific Medical Center- Aklan Inc. (formerly: Allied Care Experts (ACE) Medical Center- Aklan Inc.) is a 7-storey 216-bed capacity hospital with helipad and perimeter and basement parking that can accommodate 96 cars, 5 ambulance, 30 motorcycles. The property is located at Judge Martelino Road, Andagao, Kalibo, Aklan with a total floor area of 33,522.36 sq. meters constructed in a 9, 656 sq.m. It

is presently operating with a 150-bed capacity but intends to apply for an additional authorized bed capacity to provide services to residents of Kalibo, nearby barangays and municipalities, the whole of Aklan and the neighboring provinces which are considered its catchment areas.

APMCAI is a multidisciplinary specialty medical facility that houses medical specialists who are subscribers to the capital stock of the Corporation. The markets for its shares are mostly medical specialists and individuals who are related to medical specialists and corporate investors who invested their money in the hospital.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his/her medical profession and use the facilities of Asia Pacific Medical Center – Aklan Inc., albeit it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block of ten (10) shares of the capital stock, whether Founders or Common Shares, and have paid in full may be allowed to practice. Such purchasers have to undergone the required screening process and must possess the minimum requirements as indicated in the Articles of Incorporation, By-Laws and Internal Rules of the Hospital. After successfully passing the credentialing and privileging process, the applicant shall then be entitled to the privileges offered by the Hospital. The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as maybe imposed by Asia Pacific Medical Center – Aklan Inc. pursuant to its rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.

Asia Pacific Medical Center – Aklan Inc. collects from each duly admitted medical specialist a one-time “privilege to practice” fee amounting to One Hundred Fifty Thousand Pesos (Php150,000.00) plus monthly fees for maintenance and utilities used for the Clinic.

Level 2 Hospital

Asia Pacific Medical Center – Aklan Inc. is a Level 2 Hospital. Under the Rules and Regulations Governing the New Classification of Hospitals and Other Health Facilities in the Philippines (Effective: August 18, 2012), the following are the minimum requirements for Level 2 Hospitals:

A Level 2 Hospital shall have as minimum, all of Level 1 capacity², including, but not limited to, the following:

1. An organized staff of qualified and competent personnel with Chief of Hospital/Medical Director and appropriate board-certified Clinical Department Heads;
2. Departmentalized and equipped with the service capabilities needed to support board certified/eligible medical specialists and other licensed physicians rendering services in the specialties of Medicine, Pediatrics, Obstetrics and Gynecology, Surgery; their subspecialties and ancillary services;
3. Provision for Intensive Care Units-- Medical ICU, Surgical ICU and Coronary Care Unit for critically ill patients.
4. Provision for PICU (Pediatric Intensive Care Unit) and NICU (Neonatal Intensive Care Unit)
5. Provision for HRP (High Risk Pregnancy Unit)
6. Provision for respiratory therapy services;
7. A DOH licensed tertiary clinical laboratory;
8. A DOH licensed level 2 imaging facility with mobile x-ray inside the institution and with capability for contrast examinations.

The Company commenced its operations on December 8, 2023, with a 100-bed capacity. On December 10, 2024, the Company was authorized to increase its bed capacity to **150 beds**. Pursuant to its current License to Operate, it offers the following services:

1. Physical Medicine and Rehabilitation Unit
2. Hemodialysis Clinic (13 stations)
3. Satellite Pharmacy
4. Ambulatory Surgical Clinic (Colorectal, General, Ophthalmic, Orthopedic, Otorhinolaryngologic, Pediatric, Plastic and Reconstructive, Reproductive Health, Thoracic, and Urologic Surgery)
5. Diagnostic X-ray Services: (Level 3)
6. Specialized Diagnostic X-ray Services: (Computed Tomography, Mammography, Dental, and Cardiac Catheterization)
7. TB IGRA Test

The Company intends to apply for a License to Operate for additional services and bed capacity as soon as the hospital admissions exceed the current authorized bed capacity and resources are available.

2 A Level I hospital shall have as minimum the services stipulated under Rule V. B. 1. b. 1. of the Order, including, but not limited to, the following: 1. A staff of qualified medical, allied medical and administrative personnel headed by a physician duly licensed by PRC; 2. Bed space for its authorized bed capacity in accordance with DOH Guidelines in the Planning and Design of Hospitals; 3. An operating room with standard equipment and provision for sterilization of equipment and supplies in accordance with: a. DOH Reference Plan in the Planning and Design of an Operating Room/Theater (Annex A); b. DOH Guidelines on Cleaning, Disinfection and Sterilization of Reusable Medical Devices in Hospital Facilities in the Philippines (Annex B); 4. A post-operative recovery room; 5. Maternity facilities, consisting of ward(s), room(s), a delivery room, exclusively for maternity patients and newborns; 6. Isolation facilities with proper procedures for the care and control of infectious and communicable diseases as well as for the prevention of cross infections; 7. A separate dental section/clinic; 8. Provision for blood station; 9. A DOH licensed secondary clinical laboratory with the services of a consulting pathologist; 10. A DOH licensed level I imaging facility with the services of a consulting radiologist; 11. A DOH licensed pharmacy

RISK FACTORS

An investor should seek professional advice if he or she is uncertain of or has not understood any aspect of the securities to invest in or the nature of risks involved in buying of securities.

An investor deals in an investment of which may carry a different level of risks.

1. The following is a summary of all the risks that apply to the Issuer and/or this offering. You should carefully consider these risks prior to investing in this offering.

Operating History:

The Issuer has limited or no operating history because the Issuer may have operated for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.

Difficulty to collect from patients (select all that apply): Check Box

√	Existing law penalizes the refusal of hospitals and medical clinics to administer appropriate initial medical treatment and support in emergency or serious medical cases.
√	Hospital experience delay in payment from Health Insurance or Health Maintenance Organizations.

However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk through the accreditation of various Health Maintenance Organizations (HMO) to cover more patients and increase the probability of getting paid. With HMO covered patients, special rates are given. The Issuer will mitigate delays in payment from HMO's by investing in software programs that will efficiently monitor the Hospital's finances and receivables to ensure that its exposure to unpaid promissory notes is maintained at manageable levels.

Limited Resources/Losses (select all that apply):

	The Issuer has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Issuer to continue to finance operations. The Issuer expects to continue to experience losses from operations and it cannot be predicted when or if the Issuer will become profitable. If the Issuer achieves profitability, it may not be sustainable.
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√	<p>The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of the date of the most recent financial statements,</p> <p>The Issuer had an accumulated deficit of ₱226,993,980 as of December 31, 2024 due to the construction of the Hospital .</p>
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However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk through the availability of the credit line facility with the Development Bank of the Philippines (DBP) amounting to Php1,450,000,000.00, (Php1,100,000,000.00 for construction cost of hospital facility; Php350,000,000.00 for hospital equipment).

Furthermore, holders of Founders' shares are likewise readily available to support and provide additional funding for the Hospital's operations.

Key Personnel

	The Issuer success depends substantially on the services of a small number of individuals
√	The Issuer may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements
√	The Issuer's officers, directors, managers and key persons will continue to have substantial ownership and control over the Issuer after the offering
√	The Issuer does not maintain key person life insurance on those individuals on whom the Issuer's success depends. The loss of any of these individuals could have a substantial negative impact on the Issuer and your investments.

However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk by maintaining a competitive compensation package and benefits for its Management and Key Officers. The Human Resources Department will likewise maintain a program that will enhance and develop the career path of key officers and employees to ensure continued stay and loyalty to the Company.

Inexperienced Management (select all that apply):

	None of the Issuer's officers, directors, and/or managers has managed a company in this industry. The Issuer's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
	None of the Issuer's officers, directors, and/or managers has experience in managing a development stage hospital

However, the Issuer can mitigate said risk by:

	Not Applicable
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Past Failures

	Prior to organizing the Issuer, one or more of the Issuer's officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Issuer's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.
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However, the Issuer can mitigate said risk by:

	Not Applicable
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Government Regulations:

√	The Issuer must comply with local and national rules and regulations. If the Issuer fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be revoked or suspended. The Issuer may have to stop operation and you may lose your entire investment.
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Dilution (select all that apply):

√	The price of a share in this offering is significantly higher than the book value of the securities. By participating in this offering, you will incur immediate and substantial dilution of the book value of your investment.
	To the extent outstanding options or warrants to purchase securities are exercised, new Investors will incur further dilution of the book value of their investment
√	There are no limits in place to restrict the Issuer's ability to issue securities in the future. If the Issuer issues additional securities, by participating in this offering you may experience further dilution of the value of your investment.

No Existing Market

√	Because there is no market for the Issuer's securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.
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We can mitigate the risk by promoting the professional expertise of the medical practitioners of APMC Aklan and creating a good market for hospital services and the healthcare industry. If we package quality healthcare and investment, this can easily attract many investors.

Offering Price

The hospital believes that this risk does not apply since the price was not arbitrarily set by the Issuer as discussed under Determination of Offer Price.

	The offering price of the Issuer's securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Issuer.
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Best-effort Offering:

√	The Issuer is offering these securities on a "best-effort" basis. The Issuer has <u>not</u> contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of its securities and there is no assurance that it can sell all or any of the securities.
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APMC-AI will be the first, well-equipped hospital in Aklan, a prime tourist destination because of Boracay. Considering Aklan province has a significant portion of its population working as overseas workers, on top of business owners (both local and visiting), the institution is optimistic that its shares will be salable.

Lack of Investor Control (select if applicable):

√	The Issuer's officers, directors, managers, and/or key persons will continue to have substantial control over the Issuer after the offering. As such, you may have little or no ability to influence the affairs of the Issuer.
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The hospital does not have mitigating measures for this risk because it is in the best interest of the corporation that it is run by professionals and experts in the medical field and hospital administration.

Restriction on the Transfer of Shares

√	As indicated in the Articles of Incorporation and By-Laws of the Issuer, the ownership of its securities is restricted and is subject to the conditions stated therein. Likewise, the ownership of the shares of Asia Pacific Medical Center – Aklan Inc. by individuals no matter how many, does not automatically entitle such holder the privilege to practice or use the facilities of Asia Pacific Medical Center -Aklan Hospital. The prospective medical practitioner or even the non-medical stockholder has to pass the evaluation and qualifications set forth by the Credentials Committee and the Board of Directors. He has to possess the minimum requirements in order to be allowed to practice and enjoy the privileges of the hospital, including the regular payment of dues. And even if one is already admitted, if he violates the by-laws, internal rules and duly promulgated resolutions of the board, such stockholder may not be allowed to further practice or enjoy the facilities of the Hospital. Of course, this will be implemented after observing the basic rule of due process.
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The Issuer offers no mitigating measures for this risk. Precisely, such restriction has been carefully considered and agreed upon by the Founders, as written in the By-laws. An investor that decides to purchase the shares is bound by such restrictions.

Political and Economic Factors

	<p>In general, the profitability of the Company depends to a large extent on the overall level of business and economic activity in the country, which in turn is affected by political and economic factors. Any political instability in the future may have a negative effect on the industries proposed to be served by the Company.</p>
√	<p>In the past, the Philippine economy and the securities of Philippine companies have been, to varying degrees, influenced by economic and market conditions in other countries, especially in Southeast Asia, as well as investors' responses to those conditions. Although economic conditions are different in each country, investors' reactions to adverse developments in one country may affect the market price of securities of companies in other countries, including the Philippines. For example, the recent economic crisis in the United States and Europe triggered market volatility in other countries' markets, including the Philippines. Accordingly, adverse developments in the global economy could lead to a reduction in the demand for, and market price of the Offer Shares.</p>

New Entrant Risk

√	<p>New Entrant Risk is low. Once our hospital is operational, it will be the biggest and most comprehensive facility in the treatment and management of diseases in the province of Aklan. To explain it further, listed below are the factors that enable APMC- AI to be the favored health facility in the province and a force in health care for many years to come.</p>
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The risk can be mitigated by:

1. Constant improvements and upgrading our facilities and accepting new techniques and technologies for use in the hospital and promoting continuous medical education and trainings of medical consultants and hospital staff.
2. Continuously improving the expertise and the number of our specialists of our already comprehensive roster of medical specialists covering a broad range of specialties.
3. Having a level II hospital with the most extensive diagnostic and treatment facility in Aklan. At APMC-AI, we will endeavor to have the most complete array of medical, diagnostic and treatment facilities in the province. Patient services like the MRI, DEXA scans, Cath-lab, Pain clinic, Lactation clinic, and even the Diabetes center are the first in the whole province and of course all of these shall be supervised by medical specialists. No hospital in the province right now has these capabilities.

4. Setting a goal to secure an international accreditation, specifically by the JCI organization³. The hospital is situated in Kalibo, Aklan, one of the gateways to the world- famous Boracay Island. Thus, our goal is to be internationally accredited.

Taxation

√	Existing tax rates may increase in the future or existing tax exemptions and deductions may likewise be revoked, adversely affecting the Company's revenues. Similarly, such tax rates may decrease or new exemptions and deductions may be created, to the Company's benefit.
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Healthcare Illness: Emerging/ Re-Emerging Infections

√	Outbreaks of emerging infectious diseases and re-emerging infections such as leptospirosis, dengue, meningococemia, tuberculosis, HIV, COVID-19 and other new pathogen will continue to emerge and spread across regions and will challenge public health as never before signifying grim repercussions and health burden. These may cause countless morbidities and mortalities, disrupting trade and negatively affect the economy.
√	Emerging and Re-emerging Infectious Diseases are unpredictable and create a gap between planning and concrete action.
√	The presence of a Pandemic can easily overwhelm any healthcare facility, not only its bed capacity, but the healthcare workers themselves can get infected, that will result to lack of manpower.

These can be mitigated by:

The current situation emphasizes the risks and highlights the need to improve preparedness at local, national and international levels for against future pandemics.

To address this gap, there is a need to come up with proactive systems that would ensure preparedness and response in anticipation to negative consequences that may result in pandemic proportions of diseases. Proactive and multi- disciplinary preparedness must be in place to reduce the impact of the public health threats.

To have a health system that is resilient, capable to prevent, detect and respond to the public health threats caused by emerging and re-emerging infectious diseases and provide and strengthen an integrated, responsive, and collaborative health system on emerging and re-emerging infectious diseases towards a healthy and bio-secure country.

³Joint Commission International (JCI) is an independent, not for profit organization which accredits and certifies health care organizations and programs across the globe. JCI accreditation and certification is recognized as a global leader for health care quality of care and patient safety.

Strategies are:

- Policy Development
- Resource Management and Mobilization
- Coordinated Networks of Facilities
- Building Health Human Resource Capacity
- Establishment of Logistics Management System`
- Managing Information to Enhance Disease Surveillance
- Improving Risk Communication and Advocacy

Technology

√	Healthcare institutions use new technology to implement into patient care, and facility management. But cyber threats also continue to evolve in order to circumnavigate the updates in our technology.
√	Hospital Information System hold sensitive personal information of patients, hospital staff and even medical practitioners. Cyber criminals can hack into the system and steal sensitive information and violate privacy of hospital data and patients' data.

These can be mitigated by:

1. Enforcing System awareness and proper training of hospital personnel and staff. The hospital will employ incident response plans to address specific problems involving the Hospital Information System.
2. Install anti-malware applications in the system to prevent hacking and employ well trained Information Technology team to constantly monitor threats to the System.

Other Risks

Risk relating to Hospital Business

- Licenses, permits
- Regulatory risks
- Emergencies/disaster risks
- Government discount programs/collection from Philippine Health Insurance Corporation
- Hazardous material events such as chemical/radiological exposure
- Physician litigation

Risks to purchasers associated with corporate actions including:

- Additional issuance of securities
- Issuer repurchases of securities
- A sale of the Issuer or of assets of the Issuers
- Transactions with related parties

In addition to the foregoing enumeration, there may be other risks (either unknown to the Company as of the date of this Prospectus or deemed immaterial) which may have an adverse effect on the investment to be made by the prospective buyer.

BUSINESS INFORMATION

1. Business Plan of the Issuer

Asia Pacific Medical Center – Aklan Inc. (Formerly: Allied Care Experts (ACE) Medical Center - Aklan Inc.) is a Level 2 health care facility with an organized, systematic, cost- effective, sympathetic and holistic approach to its goal in providing the best quality and justifiable medical services to its clients and stockholders. It is a 7 – storey, 216 – bed capacity hospital with helipad and perimeter and basement parking accommodating a total of 96 cars, 5 ambulance, and 30 motorcycles. The hospital has a total floor area of 33,522.36 sq. meters constructed in a 9,656 sq.m. property located at Judge Martelino Road, Andagao, Kalibo, Aklan. The Company presently operates last December 8, 2023, with a 100-bed capacity. It intends to apply for additional authorized bed capacity as soon as hospital admissions exceed the current authorized bed capacity. It provides services to residents of Kalibo, nearby Barangays and Municipalities, the whole of Aklan and the neighboring provinces which are considered its catchment areas. On July 25, 2024, the Company was issued a License to Operate as a Level 2 Hospital with an authorized bed capacity of One Hundred (150) beds.

APMCAI is a multidisciplinary specialty medical facility that houses medical specialists who are subscribers to the capital stock of the Corporation. The markets for its shares are mostly medical specialists and individuals who are related to medical specialists and corporate investors who invested their money in the hospital.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession and use the facilities of Asia Pacific Medical Center – Aklan Inc., although it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block or ten (10) shares of the capital stock, whether Founders or Common Shares, and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as indicated in the Articles of Incorporation, By-Laws and Internal Rules of the Hospital. After successfully passing this process, the applicant shall then be entitled to the privileges offered by the Hospital. The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as maybe imposed by Asia Pacific Medical Center – Aklan Inc. pursuant to its rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.

Asia Pacific Medical Center – Aklan Inc. will collect from each duly admitted medical specialist a one-time “privilege to practice” fee amounting to One Hundred Fifty Thousand Pesos (Php150,000.00) plus monthly fees for maintenance and utilities used for the Clinic. APMC-AI will be a multidisciplinary specialty medical facility that will house medical specialists who are subscribers to the capital stock of the Corporation.

2. Operations

The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Has never conducted operations
<input checked="" type="checkbox"/>	Is in the construction development stage
<input type="checkbox"/>	Is currently conducting operations
<input type="checkbox"/>	Has shown a profit in the last fiscal year

Briefly describe

The Hospital is not yet operational as construction of the Hospital building and its facilities are still ongoing.

3. Jurisdiction: Is the Issuer an entity organized and doing business in the Philippines?

☒ Yes ☐ No

4. Date of Incorporation: December 6, 2017

5. Fiscal Year End (Month and Day): 31 December

SUPPLIERS:

The Issuer (select all that apply):

<input type="checkbox"/>	Has major supply contracts
<input type="checkbox"/>	Is currently or expects to be dependent upon a limited number of suppliers
<input type="checkbox"/>	Has no suppliers

Sources and availability of raw materials and the names of principal suppliers; If the registrant is expected to be dependent upon one or a limited number of suppliers for essential raw materials, energy or other items, describe. Describe any major supply contracts.

TRASS Construction Co. Inc. , which is based in Cebu City, is the main contractor of the construction of the hospital building. Other major suppliers for the Hospital Construction project are as follows: Interior Designer Ms. Kathleen Fritzie D. Grey, Synchronized Solutions for Electronics and Auxiliary Works and 24 Inch Gauge Construction Inc. for Plumbing and Fire Protection Works.

In the course of its operation, there are a number of reputable manufacturers and distributors of hospital equipment, medicines, and medical supplies abroad and in the country that the Company sources its supplies depending on its needs. Initially, the following are its major suppliers of medical equipment, medical supplies and medicines: Altor Pharmaceutical Product Distribution, Metro Drug, Inc, Endure Medical, Inc, KL Marketing, Allied Hospital Supplies.

PROCUREMENT POLICY

State the procurement policy of the hospital.

A Purchasing Committee was created, the members were appointed by the President.

- The Committee meets regularly, on a weekly/monthly basis, to conduct a bidding process depending on the urgency to procure a particular item.
- The Committee invites at least 3 prospective bidders. Suppliers are asked to submit a quotation on a particular item, through a sealed bidding process. In the event that there is only 1 qualified bidder, the supply contract may be awarded to the lone bidder but only after comprehensive review and analysis of existing prices in the market.
- The Committee will witness the opening of bids, tabulate and analyze through an “apple to apple” comparison and make sure that the item offered is in conformity with the specification/s given.
- The Committee, prior to the awarding of the winning bid, consults first with the end-users to ensure that the item to be purchased will serve its intended purpose.
- The Committee will submit the canvassed items together with the bid analysis/tabulation of the offer to the Executive Committee for further scrutiny and subsequent endorsement to the Board for approval.
- Upon approval of the Board, the Purchasing Committee will prepare the Purchase Order (PO)

to be issued to the winning bidder for delivery of the item.

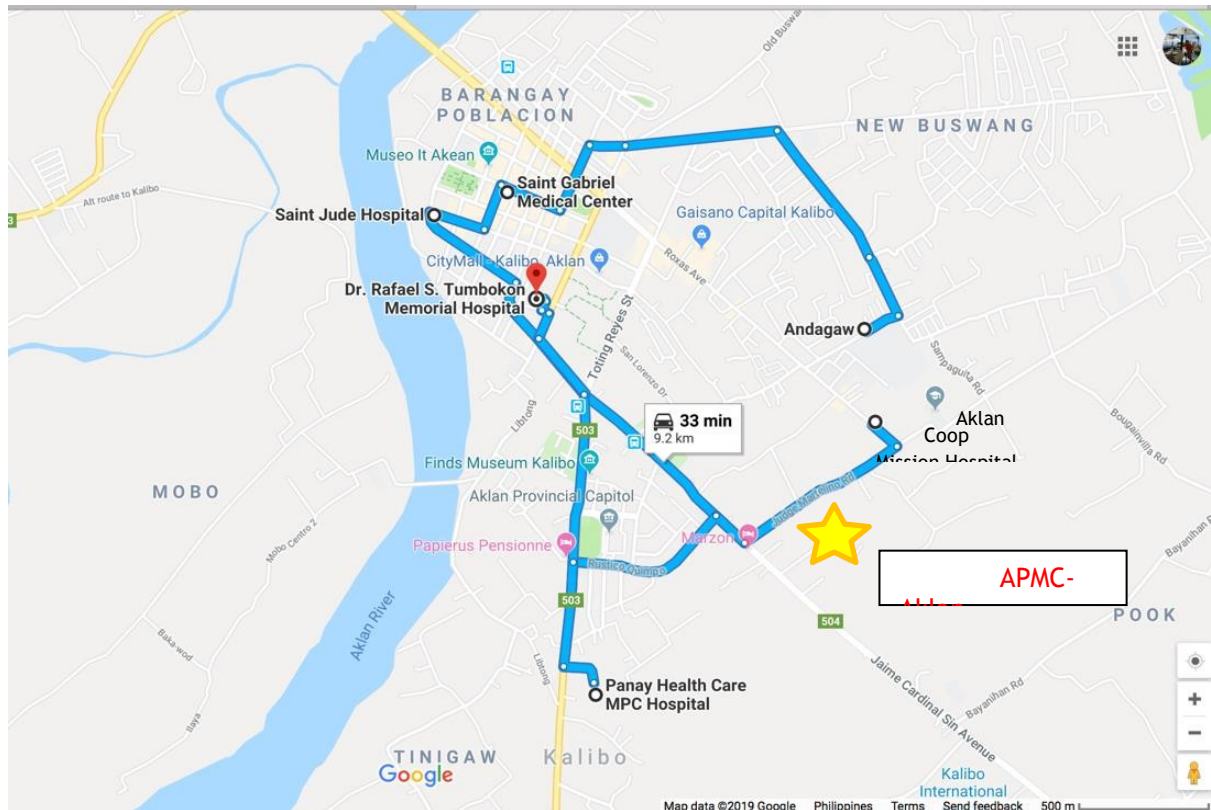
COMPETITION

Describe the competition that the Issuer faces, and how the Issuer intends to compete. If the Issuer offers what it considers to be unique goods or services, discuss competition from companies that provide similar or substantial goods or services.

Name the Issuer's principal competitors and indicate their relative size and financial market strengths. Describe the Issuer's strategy, whether to compete by price, service, or some other basis.

The issuer belongs to the industry which caters to the need of the public and medical specialists for hospital facilities. There are no recognized trends within such an industry. The geographic area of competition is in Kalibo, Aklan wherein the following Hospitals are operating:

Name of Hospital	Address	Bed Capacity	Category	Level of classification
Saint Gabriel Medical Center	GM Reyes Street, Kalibo, Aklan	120	Private	2
Saint Jude Hospital	F. Quimpo Street, Kalibo, Aklan	25	Private	1
Aklan Cooperative Mission Hospital	Andagao, Kalibo Aklan	50	Private	1
Panay Health Care MPC Hospital	Estancia, Kalibo, Aklan	74	Private	2
Dr. Rafael S. Tumbokon Memorial Hospital	Mabini Street, Kalibo, Aklan	300	Public	2



The strategic⁴ location of Asia Pacific Medical Center-Aklan Inc. primarily influences the decision of the medical specialists to subscribe to the shares of stock in Asia Pacific Medical Center –Aklan Inc. Once the Doctor decides where to practice, price and quality of facility management come as the next factors. Good location, proximity to patients, reasonableness of the offer price and quality of the facilities enable Asia Pacific Medical Center-Aklan Inc. to effectively compete with its competitors within the area.

APMC-AI is primarily owned and managed by doctor specialists who have established medical practice in the locality. This unique set up is a strong strategic factor of the hospital since each doctor- owner has established patient following in their respective fields. Furthermore, the roster of local medical practitioners who have signified their commitment to the hospital is very significant.

The hospital will also offer both preventive and medical treatment packages at a very competitive cost, if not lesser than the nearby hospital facilities, without compromising the quality of healthcare service it delivers to its patients. The hospital will also make sure that by following the policies of the Credentialing and Privileging Committee, the medical staff of APMC-Aklan Inc. are clinically competent and certified specialists.

Aside from these, patients will find a better ambiance with Asia Pacific Medical Center-Aklan Inc. due to its carefully planned, designed, constructed hospital building. Its advantage is not simply its newly built structure, but it also boasts of new facilities and equipment, plus the competency of its Medical Specialists.

⁴Strategic Location - where population demographics are high because it is near or within the business district, close proximity to transportation terminals, church and gas stations. The area is very convenient for patients and their relatives in terms of the proximity of health service with other services within the locality. With this, patients prefer to be admitted in APMC-AI. Being in the right location is a key ingredient in the success of a business. Photo credits to google maps

APMCAI offers the latest technology and laboratory and imaging facilities such as MRI, CT scan, Mammogram, Echocardiography and Cardiac Catheter Laboratory . It aims to be a one-stop shop for laboratory and imaging services when it offers Bone Densitometry and Liver Elastometry soon. It also offers specialized services in Renal and Urology Center, High Risk Pregnancy and Infertility Unit, Endoscopy Center, Oncology and Transfusion Unit, Eye Center, Neuro Laboratory, Human Milk Bank and Lactation Center. Other specialized services such as the following will also be provided in the next few years, namely:

- Sleep Center
- Research Center
- Metabolic and Aesthetic Center

MARKETING

Describe how the Issuer plans to market its products or services during the next 12 months, including who will perform these marketing activities.

Asia Pacific Medical Center-Aklan Inc. will market and offer its securities through its salaried employee/s who will act as salesman⁵. These organic employee/s are aware of the mission and vision of the Hospital and are accustomed with Hospital operations. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, and the people behind the Hospital, are sufficient to entice medical specialists and prospective investors to consider the offer. APMC-AI will greatly rely on these organic salesmen and the satisfied patients to spread the word about the facilities the Hospital can offer.

Employees

The Issuer (select all that apply):

<input type="checkbox"/>	Has existing Labor Union in the company
<input type="checkbox"/>	Has existing Collective Bargaining Agreement
<input type="checkbox"/>	Has existing labor strike

Indicate whether or not any of them are subject to collective bargaining agreements (CBA) and the expiration dates of any CBA. If the registrant's employees are on strike or have been in the past three (3) years, or are threatening to strike, describe the dispute. Indicate any supplemental benefits or incentive arrangements the registrant has or will have with its employees.

⁵ Please see details under Plan of Distribution on p. 63

The Hospital employs medical specialists who provide the normal work schedule and attract other specialists to practice in the Hospital. Below is the breakdown of the current manpower of APMC-AI.

Type of Employees	Number of Current Employees
Executive Officers	21
Medical Support Staff	421
Administrative Staff	257
Engineering and Maintenance	16
Outsourced	30
Total	745

There is no expected increase of employees in the next twelve (12) months as the present number exceeds the present requirement of the hospital. However, the Company shall hire additional employees once its bed capacity is increased to 250 beds pursuant to the requirements of the Department of Health.

There is no existing labor organization or union among the employees of APMC-AI. APMCAI employees have likewise not gone on strike or other concerted union action. APMC-AI adopts a performance-based compensation scheme for its employees.

Medical Specialists

Medical Specialists are Doctors who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee and approved by the Board and Management of Asia Pacific Medical Center- Aklan Inc.

The admission to the Medical Staff roster of APMC-Aklan Inc. will be under the jurisdiction of the Credentialing and Privileging Committee.

The Credentialing and Privileging Committee requires that the medical specialists of APMC- Aklan Inc. have updated professional licenses as practicing physicians from the Professional Regulation Commission (PRC) and Philippine Health Insurance Corporation (PHIC).

They should have finished their training in the Accredited Specialty and Subspecialty Societies of their fields in the Philippines. Documentary requirements shall be submitted to the office of the Credentialing and Privileging Office upon application, and upon submission of the requirements, the committee will recommend to the Chief of Medical Services, the Executive Vice President, the Chief Executive Officer, and the BOD for final approval.

Medical specialists may have the option to apply for a Privilege to Practice and enjoy a clinic space and time at APMC- Aklan Inc., or practice as regular visiting medical staff. Policies and procedures for acceptance to the medical Staff is stated in the Manual of Policies and Procedures of the Credentialing and Privileging. Review of the medical staff credentials is annually, and privileges review is every two years.

Currently, Asia Pacific Medical Center- Aklan Inc. has a total of 132 Medical Specialists that are actively practicing and will be practicing within the hospital. Within the next 12 months, it is expected that the Hospital will accept at least 50 more Medical Specialists.

PROPERTIES

The Issuer (select all that apply):

Property	Own	Lease
Land/Building/Real Estate	√	
Equipment and other long term assets	√	
Intangible property such as patents, licenses, copyrights, trademarks, etc.	√	

Give the location and describe the condition of the principal properties (such as real estate, plant and equipment, mines, patents, etc.) that the registrant and its subsidiaries own. Disclose any mortgage, lien or encumbrance over the property and describe the limitations on ownership or usage over the same. Indicate also what properties it leases, the amount of lease payments, expiration dates and the terms of renewal options. Indicate what properties the registrant intends to acquire in the next twelve (12) months, the cost of such acquisitions, the mode of acquisition (i.e. by purchase, lease or otherwise) and the sources of financing it expects to use. If the property is being leased, indicate and describe the terms and conditions of the lease.

Asia Pacific Medical Center – Aklan Inc. hospital will be a 7-storey, 216 bed capacity hospital with one-level basement parking and a helipad. There is a total floor area of around 33,522.36sq.m. constructed in a 9,656 sq.m. property located at Judge Martelino Road, Barangay Andagao, Kalibo, Aklan. It will also serve as a Referral Center for Asia Pacific Medical Center (APMC) institutions in other parts of the country which APMC-Aklan Inc. has a Memorandum of Agreement with. The property is covered by Transfer Certificate of Title Nos. 087-2018001229 and 087-2018001230 and Tax Declaration Nos. 17-01-002-07280 and 17-01-002-07281 registered in the name of Asia Pacific Medical Center (APMC) - Aklan Inc. Previous Tax Declaration numbers were cancelled as stated in the new Tax Declarations.

The Hospital will have the following facilities:

Basement Floor (3,655.65sq.m.)

Mental Health Clinic
WAGD and Vacuum Equipment Room
Compressed Air, CO2 and NO2 Room

Housekeeping
Engineering Office
Building Management System
Mortuary
Potable and Fire Pump System
56 parking and service slots

Ground Floor (3,648.29sq.m.)

Main Lobby
Eye Center
Emergency Department
Radiology Department with MRI, CT Scan and Mammography, Ultrasound and Fluoroscopy
Laboratory Department
Rehabilitation
Heart Station
Discharge Area
Security and CCTV Room
Main Central Supply Room
Administration and Human Resource
Billing and Admitting
Credit and Collection Department Office
VIP Lounge
Main Pharmacy
Business Center
Budget and Purchasing
Social Service
TB DOTS
Animal Bites
Drug testing Center
Oxygen Storage
Hospital and Hazardous Waste Depository
Motorpool
Warehouse
STP
60 Parking and Service Slots
Powercenter and General Building

Second Floor (3,826.89sq.m)

Surgical-Obstetrical Suite Complex
Medical Intensive Care Unit
Surgical Intensive Care Unit
Coronary Care Unit
Pediatric Intensive Care Unit
Neonatal Intensive Care
Dialysis Center
Satellite Central Supply Room
Prayer room
Family Conference Room
Pain Clinic
Waiting areas
Infection Prevention and Control Unit & Surveillance Office

Third Floor (4,060 sq. m.)

56 Single Doctor's Out-Patient Clinics
3 Shared Clinics
Respiratory Unit
Children's Playroom
Commercial spaces for restaurant/coffee shop
Central Waiting Lounge
Treatment room (including nurse station)
Oncology Center
Dental Center
Lactation Center
Outdoor Roof deck
Hearing Center
Prayer room

Fourth Floor (3,943sq. m.)

2 Nurse stations with Treatment Rooms
32 Private rooms
20 Ward rooms (2 beds/room)
4 Isolation Rooms
Newborn Screening Center
Prayer room
Family Conference room
Lounges

Fifth floor (2,836 sq. m.)

ICU 10 Cubicles with Nurses Station and Don/Doffing Areas
EDI Ward: 7 VIP, 11 Private Rooms with Nurses Station and Don/Doffing Areas
Extension Wards: 29 Privates Rooms with 2 Nurses Station and Don/Doffing Areas
Treatment Room/Operating Room
2 Isolation Private
rooms Neuro lab Center
Service Wards 1 & 2

Service Wards 3 & 4
Prayer room
Family conference room

Sixth Floor (2,836 sq. m.)

2 Nurses stations with Treatment rooms
22 Private rooms
2 Isolation Private rooms
18 VIP Patient rooms
5 Premier Patient rooms
8 Guest rooms
Wellness center with Gym
Diabetes and Wound Care center
Prayer room
Family conference room
Lounges

Seventh Floor (3,161 sq. m.)

Executive offices section (including boardroom, meeting room, medical service committee, and marketing offices)
Nursing Service Office
Accounting department
Philhealth Office
Medical Records Office
Auditorium
Dietary unit
Bipartite
Lecture hall
Skills lab room
Canteen (not counting outdoor dining area)

TOTAL FLOOR AREA: 33, 522.36sq.m.

LEGAL PROCEEDINGS OF COMPANY, ITS SUBSIDIARIES AND/OR AFFILIATES

Describe briefly any material pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities or any other entity.

THE ISSUER IS NOT A PARTY TO ANY LEGAL PROCEEDINGS, NEITHER IS ANY OF ITS PROPERTIES THE SUBJECT OF ANY PENDING LEGAL PROCEEDINGS.

Government Regulation (select all that apply):

√	The Issuer and/or its products/services are subject to material regulation by a government agency.
√	The Issuer is required to have a license or permit (other than organizational license) to conduct business.
√	The Issuer has obtained any required licenses or permits to conduct business.

Need for any government approval of principal products or services. If government approval is necessary and the registrant has not yet received that approval, discuss the status of the approval within the government approval process

Asia Pacific Medical Center - Aklan Inc. has secured the necessary permits to construct the Hospital. Building Permit, Civil/Structural, Architectural, Electrical, Sanitary, Mechanical and Electronics Permits were issued on July 2, 2019. Certificate of Zoning Compliance was issued on June 6, 2019. Fire Safety Evaluation Clearance was granted on June 26, 2019. CAAP Height Clearance Permit was issued on July 17, 2019. Other permits that may be required later for its operations shall be secured by the Company.

List of Permits	Date Granted
Securities & Exchange Commission	6 December 2017
Bureau of Internal Revenue	6 December 2017
Department of Health – Permit to Construct	7 December 2018
Civil Aviation Authority of the Philippines (CAAP) Clearance	17 July 2019
Environmental Compliance Certificate	17 July 2019
Certificate of Zoning Compliance	6 June 2019
Fire Safety Evaluation Clearance	26 June 2019
Excavation and Ground Preparation	30 October 2019
Building Permit	28 June 2019
Civil/ Structural Permit	2 July 2019

Architectural Permit	2 July 2019
Electrical Permit	2 July 2019
Sanitary/ Plumbing Permit	2 July 2019
Mechanical Permit	2 July 2019
Electronics Permit	2 July 2019
Occupancy Permit	11 October 2023
License to Operate	1 January 2025

SERVICES AND DEPARTMENTS

Provide information on hospital departments and their functions. Include personnel overview per department and their functions.

DEPARTMENT OF INTERNAL MEDICINE

The Department of Internal Medicine, headed by **Dr. Eileen May B. Debuque**, includes physicians whose primary role is to provide medical care in the hospital. This team of providers includes physicians, resident physicians and nurse practitioners, who work closely with bedside nurses, social workers, physical therapists and other staff to provide thoughtful, safe, collaborative and effective medical care.

Objectives:

- To provide prompt, updated medical care for patients
- To maintain a high standard of ethical and professional service in the various field of Internal Medicine.
- To support the continuing medical education programs for the medical staff and paramedical personnel
- To develop a residency training program in Internal Medicine with the ultimate goal of accreditation by the Philippine College of Physicians (PCP).
- To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- To promote camaraderie among medical staff

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physicians	:	2

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

The Department of Obstetrics and Gynecology, headed by **Dr. Regina R. Buenaflor**, focuses on women's health and wellness by providing high quality patient care, educating future leaders, and fulfilling innovative research within a highly collaborative environment. It is a leading institution in all aspects of women's health with nationally recognized programs in obstetrics and gynecology, including high-risk pregnancy, reproduction genetics, gynecology, breast disease, infertility, contraception and cancer.

Objectives:

- a. To provide prompt, updated obstetrical and gynecologic care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of Obstetrics & Gynecology
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.
- d. To develop a residency training program in Obstetrics& Gynecology with the ultimate goal of accreditation by the Philippine Board of Obstetrics and Gynecology (PBOGS).
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among medical staff.

Manpower Complement

Department Chairman:	1
Training Officer	: 1
Chief Resident	: 1
Resident Physician	: 2

DEPARTMENT OF PEDIATRICS

The Department of Pediatrics, headed by **Dr. Maribel J. Arce**, promotes the health of children and adolescents with a balanced program that seeks new knowledge through research, provides outstanding educational opportunities, delivers high quality comprehensive clinical care and service, advocates vigorously for children and adolescents, and is responsive to the changing needs of our community and society.

Objectives:

- a. To provide optimum child health care for the community based on professional skills, knowledge, and experience.
- b. Develop camaraderie, understanding, and unity among consultant staff.
- c. Encourage each and every pediatrician to formulate and implement cost-effective therapeutic regimens
- d. Plan towards standardization of specific service units to meet the requirements of the PPS-Hospital Accreditation Board of Residency Training Program, through which we would be proficient enough to deliver the best medical services to our patients.

Manpower complement	Department Chairman	: 1
	Training Officer	: 1
	Chief Resident	: 1
	Resident Physician.	: 2

DEPARTMENT SURGERY

The department of surgery, headed by **Dr. Janet Fabile- Sarabia**, treats patients both in emergency situations and for scheduled procedures. Scopes of services of the departments are:

- Inpatient services to patients diagnosed with a disease that requires surgery.
- Provides outpatient treatment for patients in the outpatient surgery clinic.
- Providing subspecialty surgical services to patients in the clinic and beyond
- Subspecialty surgical procedure under general surgery department based on the time or even during an emergency.
- Perform outpatient surgical procedures.
- Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt, updated surgical care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of surgery.
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.
- d. To develop and maintain a residency-training program in General Surgery accredited by the Philippine College of Surgeons.
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among the medical staff.

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Resident Physician	:	2

CLINICAL PATHOLOGY DEPARTMENT

The Department headed by **Dr. Charmaine S. Templonuevo-Flores** performs pathologic examinations efficiently and accurately in the shortest possible time with the least use of materials and reagents for confirmation of clinical impression, screening, or detection of diseases, for prognosis and for therapeutic management, to aid the physicians in the management of their patients.

The Department caters to the needs of clinical or surgical services of the hospital. It also serves as training field for undergraduate medical students and paramedical personnel. CPD shall assess nosocomial environmental conditions in the hospital.

The Department of Pathology involves the study and diagnosis of diseases through examination of the surgically removed organ, tissues (biopsy samples), body fluids and in some cases the whole body (autopsy). It promotes understanding the basis of diseases, teaching knowledge to others and to apply understanding to improve medical diagnosis and treatment of patient leading to improve diagnosis, treatment and eventually, prevention.

Objectives:

- a. To provide prompt, updated, and accurate pathologic result.
- b. To maintain a high standard of ethical and professional service in the field of pathology.
- c. To support the continuing medical education program for the staff and personnel.
- d. To implement hospital policies from the Hospital board and administration.

Manpower Complement:

Chairman	:	1
Co-chair	:	1
Medical Staff	:	2

RADIOLOGY DEPARTMENT

The Department of Radiology, headed by **Dr. Ruben Ramirez**, uses medical imaging to diagnose and treat diseases such as radiography, ultrasound, computed tomography, and magnetic resonance imaging. It functions under the control of Radiologists and qualified technical staff.

The Department shall provide the hospital with high quality radiological services as required for Good Patient Care. These shall be achieved by the adherence to the following criteria:

- All procedures are to be done on a strict basis of clinical priority and confidentiality.
- All services are to be provided only upon the knowledge of the referring physician.
- Adherence to radiation safety shall conform with the guidelines provided by the Radiation Health Office.
- Assistance shall be provided to other hospital departments in the development of optimal clinical diagnosis and management and protocols.
- Prospective clinical research program will be developed.
- Continuing Education Program for all the staff shall be maintained.

The scope of services includes:

- a. Out-patient and in-patient diagnostic imaging.
- b. Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt and updated diagnostic procedures for patients
- b. To maintain a high standard of ethical and professional services
- c. To support continuing medical education for the medical and paramedical services
- d. To implement hospital policies in the scope of radiology
- e. To promote camaraderie among the medical staff.

Manpower Complement:

Chairman	:	1
Co-chair	:	1
Medical Staff	:	2
Radiology Staff	:	4

INFECTION CONTROL DEPARTMENT

The Infection Control Department headed by **Dr. Joanne B. Abril**, through its Chairperson or physician member, has the authority to institute any appropriate control measures or studies and to recommend corrective action within any department, when there is considered to be a danger to any patient or to personnel. The Infection Control Department has the ultimate authority, in the event that there is a question or disagreement in relation to infection control policy or procedure. To facilitate early and complete reporting, the Infection Control Department, Infection Practitioner or the Registered Nurse on the patient care unit has the authority to initiate culture and sensitivity testing and institute any appropriate isolation procedures. When any of these actions are taken, the physician responsible for the patient will be noticed.

The Department's Objectives are:

- To establish a functional surveillance system for control of nosocomial infections.
- To identify, through the surveillance system, any specific problem areas in need of administrative or professional resolution and report to the medical staff of the hospital.

Manpower Complement:

Chair	:	1
Co-chair	:	1
Medical Staff	:	1
Infection Control Nurse	:	1

EMERGENCY DEPARTMENT

The Emergency Room department, headed by **Dr. Roel A. Escanillas**, is a vital part of the hospital as it is the first to receive patients needing immediate medical attention, either because of the life-threatening condition, multiple injuries or severity of symptoms. It is especially equipped with life-saving devices and trained personnel to handle emergency cases.

The Department's Objectives are:

- Providing competent emergency care at all times by a team of qualified and experienced Emergency Room personnel.
- Providing prompt, lifesaving treatment without discrimination.
- Maintaining the highest standards of emergency care facilities.

Manpower Complement:

ER Head	:	1
Staff Nurse	:	10
Orderlies	:	2
Ambulance Driver	:	2

REHABILITATION MEDICINE AND PHYSICAL THERAPY

The Rehabilitation Department, headed by **Dr. Michelle Beluso-Almeida** caters to individuals who have impairments, functional limitations, disabilities, or changes in physical function and health status resulting from injury, disease or other causes. By designing and implementing therapeutic interventions that may include, but not limited to pharmacologic management, therapeutic exercises, functional training in self-care and home management, manual therapy techniques, prescription and fabrication of assistive and orthotic devices, electrotherapeutic modalities, physical agents and medical modalities, the Rehabilitation Medicine and Physical Therapy Center alleviates impairment and functional limitations. Cases handled vary from neurological, musculoskeletal, cardiopulmonary and pediatric among others. The patient load will consist of in-patients, out-patients and those who will need domiciliary services

The Department's main objectives are:

- Establishing a comprehensive treatment plan to restore the patient to his highest functional mobility, activities of daily living, community reintegration, workplace requirements and recreation.
- Provision of patient and family education which is a cornerstone to all clinical programs.
- Planning of individualized exercises to increase daily activities, increase musculoskeletal strength, maximize cardiovascular fitness.

Manpower Complement:

Chair	:	1
Rehabilitation Doctor or Physiatrist	:	1
Physical Therapist	:	4

PULMONARY DEPARTMENT

The Department headed by **Dr. Patrick Dexter M. Buenaflor**, provides immediate cardio-pulmonary management, as requested by the Physician, that will help lead in the accurate diagnosis of an illness for proper administration of therapeutic procedure.

The Department's Objectives include:

- To deliver official results of the procedures within 24 hours.
- To respond during Code Blue.
- To provide ventilatory support to intubated patients.
- To gradually remove mechanically intubated patients from the ventilator.
- To provide accurate pulmonary diagnostic procedure:
 - a. Blood Gas Analysis (ABG)
 - b. Pulmonary Function Test (PFT)
 - c. Peak Expiratory Flow Measurement (PEFR)
- To provide effective pulmonary therapeutic procedures:
 - a. Aerosol Therapy (Nebulization)
 - b. Intermittent Positive Pressure Breathing Therapy (IPPB)

Manpower Complement:

Chair	:	1
Supervisor, RT	:	1
Respiratory Therapist	:	2
Medical Staff	:	2

OUT-PATIENT DEPARTMENT

This is a combination of several departments headed by **Dr. Johnna G. De Jose**. It is a miniature version of the hospital except that the patient is ambulatory. Physicians with different specializations provide services. Individual patients come to consult or receive treatment, others go back to the physician to assess their progress following discharge from hospital.

Department's Objectives include:

- To be the channel of our foremost goal which is to provide "Quality Service" to our clientele. Their satisfaction is our top most priority.
- To ensure that all patients for consultation are given proper assessment before they are decked to the concerned doctor.
- To ensure that all necessary documents are properly prepared, kept and organized.
- To enhance secretaries' knowledge in handling patients.

Manpower Complement

Department Head	:	1
OPD Supervisor	:	1
OPD Clerk	:	3

ADMINISTRATIVE DEPARTMENT

This Department accommodated complaints of patients and their relatives and other hospital problems/issues headed by **Dr. May Urbanozo-Ignacio**. Proper approach is needed in dealing with patient's relatives and hospital staff.

Objectives:

- To ensure that the staffs' responsibilities & obligations are being observed with quality output and at the same time given job descriptions are properly followed.
- Ensure that the existing policies & regulation of the hospitals pertaining to professional fees, discounts, promissory notes & discharge of patients are properly observed.
- Make sure that less patients will be seeking social service assistance instead of convincing & encouraging them to settle their bills and or issue collateral prior to discharge.
- To be able to meet all the required assignments of the department within the allowable or least time with quality output.

Manpower Complement:

Admin Officer	:	1
Asst. to the Admin Officer	:	1
Messenger/Liaison Officer	:	1

BILLING SECTION

The Billing Section is one of the major components of hospital operation. This unit is working based on the revenue of the different departments of the hospital. Proper coordination and communication with the Doctors and staff are very vital in this unit.

Objectives:

- To provide efficient, accurate computation and fastest service to patients, in accordance with the implementing guidelines and hospital policy.
- To provide good service and customer total satisfaction.
- To improve service to patients in order to shorten the processing of their bills or minimize if not eliminate occurrence of "late bills".

Manpower Complement:

Billing Supervisor	:	1
Billing Clerk	:	4

PHARMACY

This Department serves as the vital link in the chain of health professionals dedicated to patient care. The Pharmacist will provide at all times an adequate supply of safe, effective and good quality drugs in appropriate dosage forms consistent with the needs of the patients and to rationalize drug utilization in collaboration with the medical staff.

Objectives:

- To properly utilize the Pharmacy Service to the maximum geared toward the actual dynamics

of better patient care.

- To provide at all times, medications of the highest standard in appropriate dosage forms consistent with needs of the patients in collaboration with the medical staff.
- To rationalize drug utilization and procurement in collaboration with the Pharmacy and Therapeutics Committee.
- To render effective and efficient professional service to in and out patients of all economic levels.
- To maintain an adequate system of stock and inventory control and must have the ability to control operational cost without comprising services.

Manpower Complement:

Chair	:	1
Chief Pharmacist	:	1
Staff Pharmacist	:	4

CENTRAL SUPPLIES DEPARTMENT

The CS Department has the following personnel: the department head, the assistant head and four (4) clerks. The department is open twenty-four (24) hours servicing all sectors of the hospitals. CSR personnel work forty-eight (48) hours a week and rotate on three (3) shifts-morning, afternoon and night.

The CS department will serve as an essential link in the chain of hospital health services dedicated to patient care. The department will provide at all times an adequate supply of safe, effective and quality products for the needs of the patients.

Manpower Complement:

Department Head	:	1
Assistant Head	:	1
CSR Clerk	:	4

PSYCHIATRY DEPARTMENT

The Department of Psychiatry and Behavioral Services headed by **Dr. Jeanette F. Ortega**, include physicians whose primary role is to provide comprehensive mental health and counseling services. This team of providers includes physicians who work closely with nurses and other staff to provide expert and effective psychiatric care.

Objectives:

- a. To provide advanced, evidenced-based individualized treatment care plan based on latest research;
- b. To maintain a high standard of ethical and professional service in mental health and counseling services
- c. To support the continuing medical education program for the staff and personnel
- d. To implement hospital policies emanating from the Board of Directors, Hospital Administrators, Medical Director and Chief of clinics
- e. To promote camaraderie among the staff

Manpower Complement:

Chair	:	1
Co-chair	:	1
Medical Staff	:	1

Transactions with and/or dependence on related parties

The Company, in the normal course of business, has entered into transactions with related parties principally consisting of:

Advances from Shareholders

This account represents advances made by its shareholders in support of the Company's building construction requirements. These advances are non-interest bearing and to be paid subject to availability of funds and/or the Board may decide to convert said advances to equity in the distant future. Advances from shareholders amounted to Php 284,394,349 as of December 31, 2024.

USE OF PROCEEDS

Where less than all of the securities to be offered may be sold and more than one use is listed for the proceeds, the registrant shall indicate the order of priority of such purposes and discuss its plans if substantially less than the maximum proceeds are obtained.

If any material amounts of other funds are necessary to accomplish the specified purpose(s) for which the offering is made, the registrant shall state the amounts and sources of such other funds needed.

The figures herein are only estimating and are made under the assumptions that allow a significant portion of the Offer Securities will be sold setting aside fortuitous events or acts of men beyond the control of the management of the Issuer.

In the event all the Offer Securities are sold, it will generate maximum gross proceeds of approximately Php985,500,000.00. The gross proceeds, less transaction expenses, taxes, professional and registration fees, etc. will yield **Php 983,027,149.80** which shall be used to complete the construction, development and operation of the Hospital. An estimate of the net proceeds, assuming the best case and complete sell out of the Offer Securities as currently priced is as follows:

Anticipated Gross Proceeds	Php 985,500,000
Less:	
Registration/Filing Fees	868,650.20
Taxes	354,200.00
Legal and Audit Fees	700,000.00
Other Incidental Expenses	550,000.00
Total	2,472,850.20

Php 983,027,149.80

In the event that the actual expenses relating to the Offer differ from the above estimates, the net proceeds to the Company from the Offer may be higher or lower than the expected net proceeds set forth above. Any increase or decrease in the net proceeds to the Company shall be addressed by making a corresponding increase or decrease, as the case may be, to the proposed use pro-rata.

In the event the maximum net proceeds of **P983,027,149.80** is realized, it will be applied to the purposes mentioned below, in the **estimated** amounts, based on the % to the total proceeds that will be raised as follows:(enumerated in descending order of priority)

PROPOSED USE	AMOUNT REQUIRED ⁶	TO BE DERIVED FROM PROCEEDS	TO BE FINANCED THRU BANK LOAN	EST. PERIOD OF DISBURSEMENT
Building & Construction	713,729,320.65	349,944,074.90	363,785,245.75	3rd Q 2021- 2 nd Q 2023
Medical Equipment	461,532,000.00	171,961,425.10	289,570,574.90	1st Q2023
Architects and other PFs	49,366,250.00	37,680,000.00	11,686,250.00	3rd Q 2021 – 2 nd Q 2023
Loan interest payment	80,000,000.00	80,000,000.00	0.00	3rd Q 2021 –2ndQ 2023
Hospital/Office Furniture & Fixtures	15,000,000.00	15,000,000.00	0.00	1stQ 2023
Pre-operating expenses	179,614,500.00	179,614,500.00	0.00	1stQ 2023– 3rdQ 2023
Working Capital	148,827,149.80	148,827,149.80	0.00	2024

As of 31 December 2024, the gross proceeds realized by the company from the 1048 blocks of shares sold amounts to PhP 232,989,500.00. with the net proceeds in the amount of PhP 229,053,049.03 being applied as follows:

PROPOSED USE	AMOUNT REQUIRED	TO BE DERIVED FROM PROCEEDS	ACTUAL AMOUNT USED FROM PROCEEDS
Building & Construction	713,729,320.65	349,944,074.90	18,895,122.13
Medical Equipment	461,532,000.00	171,961,425.10	25,503,222.60
Architects and other PFs	49,366,250.00	37,680,000.00	24,357,957.35
Loan interest payment	80,000,000.00	80,000,000.00	30,000,000.00
Hospital/Office Furniture & Fixtures	15,000,000.00	15,000,000	15,000,000.00
Pre-operating expenses	179,614,500.00	179,614,500	70,648,602.01
Working Capital	148,827,149.80	84,149,081.80	44,648,144.94

The proceeds from the shares already sold had been utilized according to the identified priorities. At present, the Company is operating a 150-bed capacity hospital with limited services. Such operations are capital intensive, and due to delays in construction and the impact of global inflation, the cost of the hospital building and construction increased significantly—from PhP 713,729,320.65 to PhP 1,363,619,501.00. As the projected proceeds were not realized within the expected timeframe, the Company utilized its available credit facility from the Development Bank of the Philippines (DBP) to finance the hospital construction. To further augment funding, the Company obtained shareholder advances amounting to PhP 284,394,349.00 and secured an additional loan of PhP 450,000,000.00 from DBP, bringing the total loan facility to PhP 1,450,000,000.00. This interest-bearing loan, with an annual rate of 8.45%, was intended to finance both the construction of the hospital building and the acquisition of medical equipment. Of the total loan amount, PhP 1,100,000,000.00 was allocated for building construction and PhP 350,000,000.00 for medical equipment. As of the date of this Prospectus, PhP 1,100,000,000.00 has already been released for the hospital construction, and PhP 331,400,696.00 has been disbursed for the acquisition of medical equipment.

However, not all the proposed medical equipment has been acquired. The following essential items remain pending and are proposed to be purchased: an Autoclave Machine (85L), an Autoclave Machine (5L), and a Plasma Sterilizer Machine, with a combined cost of PhP 2,769,600.00. These are critical for ensuring sterilization standards and are necessary to support the hospital's operations, particularly as the Company moves toward full service capacity. Given that the hospital is currently operating at 150 beds, and the ultimate objective is to expand to a 250-bed capacity facility with complete medical services, it is imperative for the Company to raise the remaining PhP 752,510,500.00 from the public. The proceeds will be used to amortize the principal of the outstanding bank loan to reduce finance costs and settle interest obligations, acquire the remaining essential medical equipment, and fund operational activities such as payments for maturing obligations related to the purchase of medicines and medical supplies. These additional funds are vital for the Company to fulfill its committed services and achieve the full operational capability of the 250-bed. Hence, the remaining amount of 752,510,500.00 to be raised from the IPO is proposed to be used as follows:

PROPOSED USE	AMOUNT REQUIRED	ACTUAL USE OF PROCEEDS	TO BE DERIVED FROM PROCEEDS	FINANCED THRU BANK LOAN	EST. PERIOD OF DISBURSEMENT
Building & Construction	1,436,120,921.00	18,895,122.13	383,550,372.77	1,013,675,426.10	3rd Q 2021- 4 th Q 2025
Medical Equipment	481,608,619.00	25,503,222.60	138,755,563.43	289,570,574.90	1st Q2023- 4th Q 2025
Architects and other PFs	49,366,250.00	24,357,957.35		11,686,250.00	3rd Q 2021 – 2 nd Q 2024
Loan interest payment	168,000,000.00	30,000,000.00	138,000,000.00		3rd Q 2021 –4thQ 2025
Hospital/Office Furniture & Fixtures	91,055,482.00	15,000,000.00	76,055,482.00		
Pre-operating expenses	179,614,500.00	70,648,602.01			1stQ 2023– 4thQ 2023
Working Capital	148,827,149.80	44,648,144.94	16,149,081.80		3rd Q 2021- 4th Q 2025

While the Building and Construction has been completed last 2024, it has maturing obligations to suppliers amounting to Php 257,696,361.09 as well as retention payable. Future disbursements concerning construction and building are projected to amount to Php125,854,011.68.

The amount allocated for medical equipment comprises both current payables and future disbursements for services that are not yet operational but are scheduled to be offered soon.

Due to the increase in the principal amount of the loan, loan interest payments have also increased.

The significant increase in actual disbursements for hospital office and furniture was due to upgrades to meet operational and compliance requirements. Additionally, price escalations, urgent procurement needs, or changes in design specifications have contributed to the higher costs compared to initial plans.

No amount from the proceeds is to be used to reimburse any officer, director, employee or shareholder for service rendered, assets previously transferred, money loaned or advanced or otherwise.

As the offer will be made in tranches on a best effort basis, the estimated gross proceeds may not be realized at the same time or within a fixed period.

In any event that the projected proceeds are not realized, the Hospital's available credit facility from DBP will be utilized to finance the construction of the Hospital Building. In addition to this, the Founders' resources may also be tapped to finance the project as the need arises.

The figures in the **Use of Proceeds** proposed in the original prospectus were estimates based on 2021 pricing of the equipment, development costs and operational expenses of the Company. As such, adjustments and/or deviations in the disclosed uses is being proposed herein .

To the extent that the net proceeds from the Offer are not immediately applied to the above purposes, the Company will invest the net proceeds in short term demand deposits and/or money market instruments. In any event there will be material adjustments or deviations, the company undertakes to inform the Commission within 30 days prior to its implementation.

If the proceeds will be used to pay-off existing debt, disclose the following: Not Applicable

Name of Debtor	Amount of Debt	Interest	Maturity Date
Development Bank of the Philippines	Php 1,150,000,000.00	8.42%p.a. reviewable every quarter.	12 years
Development Bank of the Philippines	Php 350,000,000.00	8.35% p.a. reviewable every quarter.	10 years
T O T A L	Php 1,500,000,000.00		

Asia Pacific Medical Center-Aklan Inc. initially obtained a loan from the Development Bank of the Philippines on August 19, 2020. The loan included a principal amount of Php 650,000,000.00 for the construction of the hospital building and Php 350,000,000.00 for medical equipment, with an initial interest rate of 8.45% per annum. On 7 November 2023, DBP approved an increase in the principal loan amount for TL-1 to Php 1,100,000,000.00. This rate is subject to quarterly review.

The loan disbursements were made as follows:

TL-1

Released Date	Amount
November 29, 2021	195,000,000.00
June 21, 2022	390,000,000.00
December 13, 2023	65,000,000.00
December 13, 2023	300,000,000.00
January 29, 2024	150,000,000.00
Total	1,100,000,000.00

TL-2

Released Date	Amount
February 10, 2023	214,718,172.00
April 4, 2023	94,688,157.00
October 16, 2023	21,994,367.00
Total	331,400,696.00

The term loan TL-1 is set for 12 years from the initial drawdown date, including a 3-year grace period on principal repayments. Term loan TL-2 has a term of 10 years, with a 1-year grace period on principal repayments, also starting from the initial drawdown date. On September 5, 2024, the interest rates were revised to 8.42% for TL-1 and 8.35% for TL-2.

While at present , the proposed use of proceeds does not include the payment of the principal amount of the loan, the Company might request the Securities and Exchange Commission to allow the same in the future if the amount is not raised on time for the identified priorities.

Is the debtor related to the Issuer or any of its Directors or Officers? __Yes ☒ No

If the answer to any of the above is “yes”, disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with

If the proceeds will be used to purchase real estate property? __Yes ☒ No

(Provide information on each property acquired) Not Applicable

Description of Property	
Name of Seller	
Acquisition Cost	
Terms of Payment	

If the answer to any of the above is “yes”, disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with.

If any material amount of the proceeds is to be used to acquire assets or finance the acquisitions of other businesses, describe the assets or businesses and identify the persons from whom they will be bought. State the cost of the assets and, where such assets are to be acquired from affiliates of the registrant or their associates, give the names of the persons from whom they are to be acquired and set forth the principle followed in determining the cost to the registrant.

If the proceeds will be used for the construction of the hospital, provide the following:

Project Name	Asia Pacific Medical Center (APMC) –Aklan Inc.
Project Cost (Estimate)	1,500,000,000.00
Schedule of Disbursement	3rd quarter of 2021 to 2nd quarter of 2025
Target Completion Date	2nd Quarter of 2025
Percentage Completed	As certified by construction managers, the estimated percentage of completion as at December 31, 2024 of the construction on structural works is at 100%, architectural works is at 94.91%, plumbing works is at 96.40%, fire protection work is at 93.62%, electrical works is at 100%, electronic and auxillary works is at 100%, mechanical works is at 98.97%, perimeter fence and road network is at 100%, medical gases is at 99.8%, and site development and auxiliary works is at 100%. Overall percentage of completion of the construction of the hospital building as at December 31, 2024 is at 98.65%.

9. If proceeds to this offering is not sufficient to fund the intended use, where will the company source the additional funding? Not Applicable

Asia Pacific Medical Center - Aklan Inc. will avail of the loan facility from the Development Bank of the Philippines for the principal amount of Php1,450,000,000.00. As of the date of this prospectus, the Hospital has already utilized 98% or P1,431,400,696.00.

The following are the details:

Date of Released	Amount
29 November 2021	195,000,000.00
21 June 2022	390,000,000.00
10 February 2023 (Equipment)	214,718,172.00
04 April 2023 (Equipment)	94,688,157.00

16 October 16 2023	21,994,367.00
13 December 2023	65,000,000.00
13 December 2023	300,000,000.00
29 January 2024	150,000,000.00
Total	1,431,400,696.00

An additional loan amounting to ₱450,000,000.00 was applied to the Development Bank of the Philippines (DBP). The increase in the loan was allocated for the construction of the hospital, purchase of medical equipment, and operational expenses in line with the commencement of hospital operations on 8 December 2023.

Following a management decision, the total loan amount was increased to ₱1,450,000,000.

As of the latest update, 95% of the loan proceeds have been utilized, with 98% of the amount allocated to construction currently in progress.

DESCRIPTION OF SECURITIES OFFERED

SECURITIES OF THE REGISTRANT

10. The securities being offered are (select all that apply):

	Founder's Shares
√	Common Shares
	Preferred Shares
	Others (specify):

- (a) State the amount of capital stock of each class issued or included in the shares of stock to be offered:
- (b) If the registrant is offering common equity, describe any dividend, voting and preemption rights.
- (c) If the registrant is offering preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Asia Pacific Medical Center – Aklan Inc. is registering the following shares: **600** Founders' Shares, **203,980** Common Shares (all issued and outstanding) and **35,420** common shares equivalent to **3,542** blocks (10 shares per block) which will be offered for sale to the public by way of primary offering.

The 3,542 blocks will be offered in tranches, through a series of offerings at an offer price in
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progressive amounts. The first 1,942 blocks will be sold at the price of Php250,000.00 per block, the next 1,200 blocks at the price of Php300,000.00 per block, and the remaining 400 blocks at the price of Php350,000.00 per block. The blocks will be sold on a first come, first served basis, subject to pre-qualification procedures. Once the maximum number of blocks per series are sold, the next series will be offered at an increased offer price. The offer shares will not be listed in the Exchange and will be issued over the counter only, through its organic employees who will act as salesmen.

An update on the latest price at which the shares were sold: Of the 3,452 blocks, 1048 blocks from the first tranche have been sold. The initial 918 blocks were sold at Php 250,000.00 per block in 2021, followed by the sale of 130 blocks in 2022 up to August at the same price. The percentage of public ownership of the Company as of March 31, 2025 is 5.15%.

The remaining 2,494 blocks will be offered to the public, and sold primarily to Medical Specialists who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee and approved by the Board and Management of Asia Pacific Medical Center - Aklan Inc. Other purchasers may be non-medical specialists who are related to medical specialists and those who intend to purchase the shares purely for investment purposes.

The common shares/blocks that will be offered will qualify the medical shareholder to practice at the Hospital, subject to pre-qualification procedures, aside from earning dividends as may be declared by the Board.

RIGHTS AND RESTRICTIONS

The ownership of the Offer Securities is subject to the following rights and restrictive conditions

1. The transfer, or otherwise disposal of shares shall observe the following priorities:
 - a. First Priority-to the corporation which must exercise its option within thirty (30) days from the date of receipt of the written offer by the Secretary of the corporation.
 - b. Second Priority- to the holders of Founder's Shares, who must exercise the option within the same period of thirty (30) days from date of receipt of the written offer by the Secretary of the corporation.
 - c. Third Priority- to holders of Common shares who must likewise exercise the option within a period of thirty (30) days from date of receipt of the written offer by the Secretary of the corporation.
 - d. Fourth Priority- to outsiders who must likewise exercise the option within a period of thirty (30) days from the date of receipt of the written offer by the Secretary of the corporation.

The foregoing restrictions shall not apply to the dispositions by the stockholder by will, donation, inheritance, bequest and related transfer of said shares.

Any transfer of a share of the capital stock in violation of the foregoing provisions shall be null and void and shall not be transferable in the books of the Corporation.

11. These securities have (select all that apply):

<input checked="" type="checkbox"/>	Cumulative voting rights
<input checked="" type="checkbox"/>	Pre-emptive rights to purchase any new issue of securities
<input type="checkbox"/>	Preference as to dividends or interest
<input type="checkbox"/>	Restrictions on dividends or other distributions

<input type="checkbox"/>	Preference over liquidation
<input type="checkbox"/>	Anti-dilution
<input type="checkbox"/>	Conversion rights
<input type="checkbox"/>	Other special voting rights

	Other special rights or preference (specify):
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- (a) Describe any other material rights of common or preferred stockholders.
- (b) Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

Cumulative Voting. Common shareholders are entitled to vote during the Annual Meeting. Each Shareholder shall have the right to vote in person or by proxy the number of shares registered in his name in the stock transfer book of the Hospital for as many persons as there are directors to be elected. Each shareholder shall have the right to cumulate said shares and give one (1) nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same cumulative voting principle among as many nominees as he shall see fit; provided, that the number of votes cast by a shareholder shall not exceed the number of his shares multiplied by the number of directors to be elected.

Pre-emptive Right. The right of a shareholder in a corporation to have the first opportunity to purchase a new issue of stock of that corporation in proportion to the amount of stock already owned by the shareholder.

All holders of common shares shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings.

12. Source of the aforementioned shares offered for sale (select all that apply):

√	Primary (from the unissued portion of the Authorized Capital Stock)
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SECONDARY OFFERING

13. If any of the securities to be registered are to be offered for the account of shareholder, name each such security holder, indicating the following: √ Not Applicable

Name of Selling Shareholder	Class of Securities Offered	No. of Shares Offered for Sale	Offer Price	Issue Value

14. The selling shareholder/s (select all that apply):

<input type="checkbox"/>	Certifies as to the accuracy of any part of the registration statement contributed to
<input type="checkbox"/>	Certifies that he/she are the legitimate beneficial owner of the securities.

15. Are these securities to be registered under a delay or continuous offering?

☒ Yes ☐ No

RECENT SALE OF UNREGISTERED OR EXEMPT SECURITIES

Furnish the following information as to all securities of the registrant sold by it within the past three (3) years which were not registered under the Code. Include sales of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities, and new securities resulting from the modification of outstanding securities. Indicate whether the issuer received written confirmation from the Commission under SRC Rule 10.1 that such exemptive relief from registration was available and, if so, the date such confirmation was issued:

Class of Securities Sold	Purchasers	Consideration	Exemption from Registration Claimed
common shares	Existing shareholders	Cash	Yes
common shares	Not more than 19 new subscribers	Cash	Yes

APMC-AI issued Eighty-Four Thousand (84,000) common shares to existing shareholders. On April 29, 2019, APMC-AI requested for confirmation of exempt transaction from the SEC, pursuant to SRC Rule 10.1(e) and relief from registration was granted by the Commission on May 21, 2019.

On December 11, 2019 APMC-AI applied for another exemption pursuant to SRC Rule 10.1 (k) for the proposed issuance of Fifty-Eight Blocks of Shares composed of Ten (10) shares per block, priced at Two Hundred Fifty Thousand Pesos (Php250,000.00) per block to not more than 19 new subscribers. APMC-AI received written confirmation from the SEC of the exemption granted on March 5, 2020.

DETERMINATION OF THE OFFER PRICE

Discuss the various factors considered in determining the offering price of the securities for registration.

The following factors may be relevant to the price at which the securities are being offered: after- tax earnings, price/earnings multiple, net tangible book value per share.

The staggered Offer Price per series of shares for sale to the public was arrived at by considering several factors including but not limited to: the timing of purchase relative to the completion of the Hospital and its facilities, the number of applicants the Hospital could serve and accommodate, the total development costs based on cost assessments of the engineers, architects and other professionals hired for the project, comparable price of similarly situated structure with similar facilities, market demand, risk undertaken by the original stockholders, the exclusive and premium nature of the Hospital and its intended patients and the acceptability of the pricing strategy to the current market.

The breakdown of the Offer Price is presented as follows:

<u>Series</u>	<u>Number of Blocks of Common Shares</u>	<u>Maximum Proposed Selling Price per block</u>
1 st	1,942 blocks	Php 250,000 per block
2 nd	1,200 blocks	Php 300,000 per block
3 rd	400 blocks	Php 350,000 per block

DILUTION

Where common equity securities are being registered and there is a substantial disparity between the public offering price and the effective cash cost to officers, directors, promoters and affiliated persons of common equity acquired by them in transactions during the past five (5) years, or which they have the right to acquire, and the registrant is not subject to the reporting requirements of Section 17 of the Code immediately prior to filing of the registration statement, there shall be included a comparison of the public contribution under the proposed public offering and the effective cash contribution of such persons. In such cases, and where common equity securities are being registered by a registrant that has had losses in each of its last three fiscal years, or from inception if shorter, and there is a material dilution of the purchasers' equity interest, the following shall be disclosed:

- (1) The net tangible book value per share before and after the distribution. For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research and development costs, pre-operating costs, and similar intangible assets) minus total liabilities.
- (2) The amount of the increase in such net tangible book value per share attributable to the cash payments made by purchasers of the shares being offered; and
- (3) The amount of the immediate dilution from the public offering price which will be absorbed by such purchasers.

The net tangible book value of the Company as of **December 31, 2024** was **₱224,495,520** or **₱1,046.79** per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be **₱983,027,149.80**, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be **₱1,207,522,670** or **₱5,031.34** per share. This represents an increase of **₱ 3,984.55** per share to the existing shareholders and an average dilution of **₱23,044.63** per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second,		Third	
	21,446 blocks	214,460 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share
Net tangible book value per share, December 31, 2024 (₱224,495,520 / 214,460 shares)	₱10,467.94 per block	₱1046.79 per share	—	—	—	—	—	—
"Net tangible book value per share, after offer (₱1,207,522,670 / 240,000 shares)"	₱50,313.44 per block	₱5,031.34 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share
Increase (dilution)	₱39,845.50 per block	₱3984.55 per share	(₱202,213.64) per block	(₱20,221.36) per share	(₱252,213.64) per block	(₱25,221.36) per share	(₱302,213.64) per block	(₱30,221.36) per share

The net tangible book value of the Company as of December 31, 2023 was **₱218,615,387** or **₱1,019.38** per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱983,027,149.80, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be ₱ 1,201,642,537 or ₱5,006.84 per share. This represents an increase of ₱ 3,987.46 per share to the existing shareholders and an average dilution of ₱23,044.63 per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second		Third	
	21,446 blocks	214,460 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share
Net tangible book value per share, December 31, 2023 (₱218,615,387/ 214,460 shares)	₱10,193.76 per block	₱1,019.38 per share	—	—	—	—	—	—
Net tangible book value per share, after Offer (₱1,120,164,537/ 240,000 shares)	₱50,068.44 per block	₱5,006.84 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share
Increase (dilution)	₱39,874.68 per block	₱3,987.46 per share	(₱202,213.64) per block	(₱20,221.36) per share	(₱252,213.64) per block	(₱25,221.36) per share	(₱302,213.64) per block	(₱30,221.36) per share

The net tangible book value of the Company as of December 31, 2022 was ₱344,396,617 or ₱1,605.88 per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱983,027,149.80, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be ₱1,327,423,766.80 or ₱5,530.93 per share. This represents an increase of ₱ 3,925.05 per share to the existing shareholders and an average dilution of ₱23,044.63 per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second		Third	
	19,324 blocks	193,237 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share
Net tangible book value per share, December 31, 2022 (₱344,396,617 / 214,460 shares)	₱16,058.78 per block	₱1,605.88 per share	—	—	—	—	—	—
Net tangible book value per share, after Offer (₱1,327,423,766.80 / 240,000 shares)	₱55,309.32 per block	₱5,530.93 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share
Increase (dilution)	₱39,250.54 per block	₱3,925.05 per share	(₱202,213.64) per block	(₱20,221.36) per share	(₱252,213.64) per block	(₱25,221.36) per share	(₱302,213.64) per block	(₱30,221.36) per share

The net tangible book value of the Company as of December 31, 2021 was ₱291,360,480 or ₱1,456.04 per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱983,027,149.80, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be ₱1,264,387,629.80 or ₱5,268.28 per share. This represents an increase of ₱ 3,812.24 per share to the existing shareholders and an average dilution of ₱23,044.63 per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second		Third	
	20,458 blocks	204,580 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share

Net tangible book value per share, December 31, 2021 (₱281,360,480/193,237 shares)	₱14,560.40 per block	₱1,456.04 per share	—	—	—	—	—	—
Net tangible book value per share, after Offer (₱1,264,387,629.80/240,000 shares)	₱52,682.80 per block	₱5,268.28 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share
Increase (dilution)	₱38,122.40 per block	₱3,812.24 per share	(₱202,213.64) per block	(₱20,221.36) per share	(₱252,213.64) per block	(₱25,221.36) per share	(₱302,213.64) per block	(₱30,221.36) per share

The dilution in the book value per share represents the estimated difference between the offer price and the approximate adjusted tangible book value per share immediately following the completion of the offer.

Stockholder	Before the Offer			After the Offer		
	Class	Number of Shares	Percentage	Class	Number of Shares	Percentage
Abril, Joanne B.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3390	
	Total	3,400		Total	3400	
Arce, Simeon Jr. A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Ardeña, Gregory Joseph Ryan A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Biron, Ferjenel G.	Founder	110	16.62%	Founder	110	14.17%
	Common	33,890		Common	33,890	
	Total	34,000		Total	34,000	
Buenaflor, Patrick Dexter M.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	

Conanan-Morato, Marsha Lourdes P.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Daulo-Lavilla, Meride	Founder	10	3.32%	Founder	10	2.83%
	Common	6,790		Common	6,790	
	Total	6,800		Total	6,800	
Debuque, Eileen May B.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Francisco, Nikki James C.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Icamina, Mary Karen Veronica R.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Perez, Claire B.	Founder	30	4.99%	Founder	30	4.25%
	Common	10,170		Common	10,170	
	Total	10,200		Total	10,200	
Quimpo, Raymundo R.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Quindor, Darcy A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Regozo, Danilo C.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	

Torres, Peter Myron Jun O.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Other Stockholders (49)	Founder	330	55.13%	Founder	330	46.99%
	Common	112,450		Common	112,450	
	Total	112,780		Total	112,780	
Public	Founder	—	0 %	Founder	—	14.76%
	Common	—		Common	35,420	
	Total	—		Total	35,420	

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.

TERMS AND CONDITIONS OF THE OFFER

Issue Size	P985,500,000.00
Offer Shares	35,420 shares for a minimum subscription of 10 shares/block
Offer Period	From approval until fully subscribed
Terms and Manner of Payment	Cash/installment
Eligible Applicant	Medical specialists, relatives of medical specialists, the public
Restriction on Ownership	none
Documentary Requirements:	
Corporate Applicants	N. A
Institutional Applicants	N. A
Right to Accept, Reject and Scale Down Applications	<p>The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession, use the facilities and enjoy the privileges of a stockholder of Asia Pacific Medical Center-Aklan Inc., although it is a prerequisite. Physicians who are subscribers to at least one (1) block or ten (10) shares of the capital stock and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as may be determined by the Hospital. After successfully passing this process, the applicant shall then be entitled to the privilege to practice in Asia Pacific Medical Center –Aklan Inc., subject to restrictions, limitations, and obligations as may be imposed by the Hospital pursuant to its rules and duly approved resolutions. Medical specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-</p>

	<p>qualification assessment to ensure the quality of service provided by the hospital.</p>
Refunds	<p>In the event the project for which the securities of Asia Pacific Medical Center- Aklan Inc. are sold, is for any reason, not completed within the periods stated in the prospectus, It shall refund the amount of investments of purchasers within ten (10) business days from receipt of written demand.</p>
Issuance and Transfer Taxes	<p>Revenue Regulations No. 9-2018 signed by Finance Secretary Carlos G. Dominguez III and Internal Revenue Commissioner Caesar R. Dulay contained the guidelines implementing the increase in stock transfer tax provided in Section 39 of Republic Act No. 10963 or the TRAIN Law. There shall be levied, assessed and collected on every sale, barter, exchange, or other disposition of shares of stock listed and traded through the local stock exchange other than the sale by a dealer in securities, a tax at the rate of six-tenths of 1 percent [0.6 percent] of the gross selling price or gross value in money of the shares of stock sold, bartered, exchanged or otherwise disposed which shall be paid by the seller or transferor. Documentary Stamp Tax (DST). Upon the original issuance of the Asia Pacific Medical Center – Aklan Inc. shares, DST will be imposed at a rate of P2.00 for every P200 or a fractional part of the par value of the shares to be issued. In case of no par value, it shall be based on the actual consideration or in case of stock dividends based on the actual value of each share. DST is payable on or before the 5th day of the month following the corporation's acceptance of the stock subscription. The secondary transfer of Asia Pacific Medical Center – Aklan Inc. shares is subject to documentary stamp tax at a rate of P1.50 on each P200 or fractional part thereof of the par value of the share transferred. In case of no-par value, 50% of the DST paid upon original issuance thereof.</p> <p>Dividend income of an individual citizen and a resident alien received from domestic corporations is subject to 10% final withholding tax. Dividends received by domestic and resident foreign corporations from another domestic</p>

	<p>corporation are exempt from income tax. Tax on Interest Income. Interest income earned and received by Asia Pacific Medical Center – Aklan Inc. from peso savings accounts/time deposits is subject to 20% final withholding tax. Interest on certain time deposits of individuals with a term of at least five years may be exempt from final tax. On the other hand, interest on foreign currency deposits of resident individuals and domestic corporations is subject to 15% final withholding tax, as recently amended by the TRAIN Law. Interest income on foreign currency deposits of resident foreign corporations remains subject to 7.5% final withholding tax. Interest income from bonds considered deposit substitutes are also subject to 20% final withholding tax.</p>
Restriction on the Issuance and Disposal of Shares	<p>The transfer, or otherwise disposition of shares of stocks of the corporation shall likewise be subject to the following priorities: a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; b. Second Priority- to the holders of Founder’s Shares, who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; c. Third Priority- to holders of common shares who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; d. To outsiders who must likewise exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation</p>
Trading of Securities	<p>The shares will be traded over the counter</p>
Others	<p>none</p>

BENEFITS AND/OR PRIVILEGES

16. Does the company provide benefits and/or privileges to its medical and non-medical stockholders?

Disclose in detail the benefits and/or privileges

The Company only provides the following Management Discounts –

I. MANAGEMENT DISCOUNTS

A. STOCKHOLDERS AND SPOUSES

1. Free board and lodging in a standard private room, for 45 days per annum to be shared by the stockholder and the spouse. They may upgrade to a Suite or VIP room and pay the corresponding difference in room rates.
2. Guaranteed a minimum of 10% discount on the professional fees of medical stockholders during confinement and OPD consultation.
3. Free operating room fee for one standard minor operation, and one standard major operation; and free delivery room fee – ONCE A YEAR. In the event that an OB case in the Delivery Room is transferred to a major OR for Caesarian Section, she is considered to have availed of both the free DR and OR fee. Free Emergency room fee every admission.
4. Thirty percent (30%) discount on the following:
 - A. X-ray, CT Scan, MRI, UTZ, Mammography
 - B. Laboratory Procedures
 - C. EEG, ECG, Tread Mill, 2D Echocardiography
 - D. Physical TherapyNote: This discount is inclusive of Senior/PWD discount.
5. Ten percent (10%) discount from hospital pharmacy and CSR. For senior citizens or PWD, the 20% discount will be applied.
6. Dental services
 - A. Free consultation
 - B. Ten percent (10%) discount on Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching.
 - C. Ten percent (10%) discount on Prosthodontics procedures.

B. MEDICAL STOCKHOLDERS

1. May hold clinics within the hospital, subject to the approval of Credentialing & Privileging Committee, for a maximum of 4 hours/day, 6 days a week, paying only the maintenance, telephone, water & electric bills.
2. May be included in the decking/rotation of house cases and walk-in cases subject to the following conditions:

- a. Approved application from the Credentialing & Privileging Committee
- b. Full payment of one (1) block or ten (10) common shares, and 150,000 pesos for decking privileges.
- c. The stockholder must be a graduate of an accredited residency training program, and a member of good standing in an accredited specialty society.
- d. Agree to provide discounts on professional fees to Stockholders as mentioned in the Benefits of Stockholders.

C. STOCKHOLDER'S NATURAL PARENTS AND DEPENDENTS

1. Fifty percent (50%) discount on board and lodging for 45 days per annum in a standard private room to be shared by all the dependents of the shareholder. This is upgradable to suite room accommodation but with corresponding fees. This discount is inclusive of senior or PWD discount.
2. Guaranteed a minimum of 10% discount on professional fees of medical stockholders during confinement and OPD consultation.
3. Fifty percent (50%) discount in operating room fees (one major and one minor) and delivery room fee ONCE A YEAR, and 50% discount on emergency room fee per admission.

Note: This discount is inclusive of Senior/PWD discount.

4. Fifteen percent (15%) discount on the following:
 1. X-ray, CT Scan, MRI, UTZ, Mammography
 2. Laboratory Procedures
 3. EEG, ECG, Tread Mill, 2D Echocardiography
 4. Physical Therapy

Note: For Senior Citizens/PWD, 20% discount will apply
5. Five percent (5%) discount on Pharmacy and CSR.

Note: For Senior Citizens/PWD, 20 % discount will apply.
6. Dental Services
 - A. Fifty percent (50%) discount on consultation
 - B. Discount of at least Ten percent (10%) on Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching
 - C. Ten percent (10%) discount on Prosthodontics procedures

D. PORTABILITY (EXTENDED BENEFITS)

1. These benefits, using the **schedule of discounts given to dependents, (see letter C)** may be availed of by the Principal investor, his/her spouse, dependents and natural parents in medical facilities affiliated with Asia Pacific Medical Center – Aklan Inc., subject to a Memorandum of agreement. However, such availment shall depend on the internal policy of the affiliate hospital concerned, and provided that the granting of such discount shall not jeopardize the financial position of such hospital.
2. Medical stockholders may have the Privilege to Practice, subject to pertinent credentialing policies/requirements, to admit and/or manage patients in other hospitals affiliated with APMC- Aklan Inc.

II. DIVIDENDS

Long term when the hospital has attained positive retained earnings.

III. DEFINITIONS OF TERMS

For purposes of this binding document, the following words shall mean:

1. **APMCAI**
Asia Pacific Medical Center – Aklan Inc.
2. **Base Hospital**
APMC hospital to which one is a stockholder
3. **Stockholder**
A person who owns at least one (1) block of shares in APMC-AI (1 block = 10 common shares).
4. **Medical Stockholder**
A stockholder who is a licensed physician and who is granted the privilege to practice as defined by the medical shareholders guidelines
5. **Dependents**
 - A. Legitimate or legally adopted single children under 21 years of age
 - B. Acknowledged illegitimate single children under 21 years of age
 - C. Children of any age-legitimate, legally adopted or acknowledged illegitimate-with disability (PWD)
 - D. Natural parents of the stockholder
6. **House Cases**
These are service cases, that enjoy certain benefits deemed appropriate by the hospital social health worker. These may include indigent or charity cases.
7. **Walk-in Cases**
These are patients who seek consultation or admission with no identified attending physician.

IV. DURATION

These discounted confinements, which shall be enjoyed in the base hospital or in any of the affiliated hospitals, is non-cumulative (no carry-over to the next year) and non-transferable.

V. EFFECTIVITY

The above privileges shall commence only upon full payment of shares of stocks subscribed, certified and verified by the Corporate Secretary or his/her duly authorized staff. These can be availed of at APMC – Aklan once it is operational or at any affiliate hospitals, subject to a Memorandum of agreement.

VI. LIMITATIONS

- A. Management discounts shall be limited to the stockholder, his/her spouse and dependents whom he/she has identified and/or recognized through the following supporting documents:
 - A. Marriage certificate (for married stockholders)
 - B. Birth certificate and such pertinent documents as may be required
- B. Health insurance benefits, of whatever kind or nature, whenever applicable, shall be deducted first before determining the amount subject to discounts under the above schedule of benefits.
- C. The management discounts mentioned above are not cumulative and cannot be enjoyed together with other discounts. In case the Stockholder/Dependent is entitled to discounts granted by law, the Stockholder/Dependent shall choose the discount that he/she wants to avail himself of. Thus, the discount privilege on Rooms, Pharmacy and CSR mentioned above cannot be subjected to additional discounts available to senior citizens and disabled persons and other beneficiaries under the law. Should the senior citizen or disabled person choose the discount granted by law, he/she is no longer entitled to the discount granted to a stockholder and the discounts granted by law shall be computed on the basis of the regular prices at which the medicines and supplies are sold to the general public.

VII. PRICE

Price of stocks and the corresponding benefits and privileges for the acquisition of such stocks are subject to change without prior notice. ***Any such change, to the extent allowed by the financial position of the hospital*** shall be effected without prejudice to previous buyers and shall, therefore, not affect the privileges and benefits they are already enjoying.

INVESTOR RESTRICTIONS

The aggregate amount of securities purchased from one or more Issuers offering or selling securities under the registration statement during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to the Investor:

17. Is the offering subject to any other Investor restrictions? _____ Yes ☒ No

18. Are the securities subject to any other resale restrictions by the Issuer? ☒ Yes _____ No

Please see Rights and Restrictions on page 45.

PLAN OF DISTRIBUTION

19. List the persons or companies who will offer and sell the securities on behalf of the Issuer:

Name	Relationship to Issuer	Address	Tel. No.	Compensation received for selling securities
Dr. Johnna G. De Jose	Employee	Kalibo, Aklan	036-2682320	N/A
Dr. Ester F. Palma	Employee	Kalibo, Aklan	036-2682320	N/A

Outline briefly the plan of distribution of any securities to be registered.

Asia Pacific Medical Center –Aklan Inc. will market and offer the securities through it's through its organic employee/s, mentioned above, who will act as salesmen. These employee/s are well versed with the Hospital's operations and are the best persons to market the Company's securities. These employee/s will not receive additional compensation for the marketing/selling services rendered. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, are sufficient to entice medical/dental specialists and prospective investors to consider the offer. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, are sufficient to entice medical/dental specialists and prospective investors to consider the offer. Asia Pacific Medical Center –Aklan Inc. will greatly rely on these salesmen to spread the word about the facilities the Hospital can offer.

The subscription payments made by the public will be utilized to fund the development costs, finish the hospital up to its pre-operational stage.

Purchasers may avail of different terms in acquiring the Offer Securities. They may pay it in spot cash or deferred payment plan. The following payment terms may be extended to the prospective buyers as follows:

STOCKS PAYMENT SCHEDULE

I. **Non-Medical:** For one block of shares Php 250,000.00/ 300,000.00/ 350,000.00

Payment Options for One (1) Block of Shares (10 common shares):

- For Php 250,000.00 per block
Minimum initial payment of 20,000.00 with succeeding equal monthly installments.
- For Php 300,000.00 per block
Minimum initial payment of 40,000.00 with succeeding equal monthly installments.
- For Php 350,000.00 per block
Minimum initial payment of 50,000.00 with succeeding equal monthly installments.

II. **Medical:** For one block of shares Php 250,000.00/ 300,000.00/ 350,000.00

Payment Options for One (1) Block of Shares (10 common shares):

- For Php 250,000.00 per block
Minimum initial payment of 20,000.00 with succeeding equal monthly installments.
- For Php 300,000.00 per block
Minimum initial payment of 40,000.00 with succeeding equal monthly installments.
- For Php 350,000.00 per block
Minimum initial payment of 50,000.00 with succeeding equal monthly installments.

Note: Additional Php 150,000.00 for the Right to Practice

Note: Other payment terms may be accepted upon request of the investor.

CAPITALIZATION

CAPITAL STOCK

ACS	Par Value	No. of Shares		Amount Paid - Up	
		Founder	Common	Founder	Common
240,000,000.00	1,000.00	600	214,460	600,000.00	214,460,000.00
P240,000,000.00		600	214,460	P600,000.00	*P214,460,000.00
*As of December 31, 2024					

OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

OUTSTANDING SECURITIES

20. For each class of the Issuer's securities, indicate the total number of outstanding securities and the total number of securities of the Issuer is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Securities Outstanding	Securities the Issuer is Authorized to Issue
Founder	600	0
Common	214,460	24,940
T O T A L	215,060	24,940

Description of Securities

Founder's Share – the holders of the Founder's shares shall have the exclusive right to vote and be voted upon in the election of Directors for a limited period not to exceed five (5) years. The five- year period shall commence from the date of registration with the Securities and Exchange Commission.

Common Share – the holders of Common shares have cumulative voting right.

Stockholders

Original Stockholders

21. Provide the names of the original stockholders, class of securities, number of shares held, and percentage of total shares held over outstanding shares.

No	Name	Class of Securities	Shares Held	%
1	Abayon, Romeo A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
2	Abril, Joanne B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
3	Alfaro, Ma. Ester L.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
4	Arce, Maribel J.	Founder	10	1.67%
		Common	1,990	

		Total	2,000	
5	Arce, Simeon Jr. A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
6	Ardeña, Gregory Joseph Ryan A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
7	Balbastro, Ramel Ramon M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
8	Barrameda, Romulo S.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
9	Biron, Ferjenel G.	Founder	90	15%
		Common	17,910	
		Total	18,000	
10	Quintana- Bartolome, Delphine Joanne C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
11	Buenaflor, Patrick Dexter M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
12	Buenaflor, Regina R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
13	Carlos, Fernando P.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
14	Cerna-Lopez, Geanie A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
15	Comuelo, Jerusha A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
16	Conanan-Morato, Marsha Lourdes P.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
17	Daulo-Lavilla, Meride	Founder	10	1.67%
		Common	1,990	
		Total	2,000	

18	De Jose, Johnna G.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
19	Debuque, Eileen May B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
20	Dignadice, Marymil B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
21	Enriquez, Amado Manuel Jr. C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
22	Enriquez, Marilyn R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
23	Enriquez, Michael Edward R.	Founder	30	5%
		Common	5,970	
		Total	6,000	
24	Enriquez, Miguel Antonio R.	Founder	30	5%
		Common	5,970	
		Total	6,000	
25	Escanillas, Roel A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
26	Fernandez, Edmundo Jr. B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
27	Fernandez, Lemuel T.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
28	Francisco, Nikki James C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
29	Gomez, Lusyl M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
30	Icamina, Mary Karen Veronica R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	

31	Ignacio, May U.	Founder	10	1.67%
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		Common	1,990	
		Total	2,000	
32	Isidro, Jessore I.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
33	Lavalle, Amado Jr. M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
34	Magallanes, Josefa Roberta A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
35	Minerva, Ike T.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
36	Navarro, Harriet R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
37	Orillaza, Generoso M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
38	Palma, Ester F.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
39	Perez, Claire B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
40	Quimpo, Raymundo R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
41	Quindor, Darcy A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
42	Ramirez, Ruben B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
43	Regozo, Danilo C.	Founder	10	1.67%
		Common	1,990	

		Total	2,000	
44	Samoro, Fredilyn G.	Founder	10	1.67%
		Common	1,990	

		Total	2,000	
45	Samoy, Marietta T.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
46	Sazon, Pauleen M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
47	Torres, Peter Myron Jun O.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
48	Villaflor, Agnes Jean M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
	TOTAL	Founder	600	100%
		Common	119,400	
		Total	120,000	

Current Stockholders

22. Provide the names of the current stockholders, class of securities, number of shares held, and percentage of total shares held over outstanding shares as of 31 May 2025.

No	Name	Class of Securities	Shares Held	%
1	Abril, Joanne B.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
2	Arce, Maribel J.	Founder	20	3.16%
		Common	6,780	
		Total	6,800	
3	Arce, Simeon Jr. A.	Founder	6,780	22.13%
		Common	20	
	Trustors:			
	Abayon, Romeo A.	Founder	3,390	
		Common	10	
	Alfaro, Ma. Ester L.	Founder	6,780	
		Common	20	
	De Jose, Johnna G.	Founder	3,390	
		Common	10	

	Dignadice, Marymil B.	Founder	3,390	
		Common	10	
	Escanillas, Roel A.	Founder	3,390	
		Common	10	
	Fernandez, Edmundo B.	Founder	3,390	
		Common	10	
	Magallanes, Josefa Roberta A.	Founder	3,390	
		Common	10	
	Navarro, Harriet R.	Founder	3,390	
		Common	10	
	Palma, Ester F.	Founder	3,390	
		Common	10	
	Sazon, Pauleen M.	Founder	3,390	
		Common	10	
	Torres, Petr Myron Jun O.	Founder	3,390	

	Total	Common	10	
		Founder	140	
		Common	47,460	
4	Ardeña, Gregory Joseph Ryan A.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
5	Balbastro, Ramel Ramon M.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
6	Barrameda, Romulo S.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
7	Biron, Braeden John Q.	Founder	10	1.95%
		Common	4,190	
		Total	4,200	
8	Biron, Brandt Luke Q.	Founder	10	7.16%
		Common	15,390	
		Total	15,400	
		Founder	10	

9	Biron, Bryant Paul Q.	Common	4,190	1.95%
		Total	4,200	
10	Biron, Ferjenel G.	Founder	80	4.74%
		Common	10,120	
		Total	10,200	
11	Quintana- Bartolome, Delphine Joanne C.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
12	Buenaflor, Patrick Dexter M.	Founder	30	4.74%
		Common	10,170	
		Total	10,200	
13	Buenaflor, Regina R.	Founder	20	3.16%
		Common	6,780	
		Total	6,800	
14	Comuelo, Jerusha A.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
15	Conanan-Morato, Marsha Lourdes P.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
		Founder	10	

16	Daulo – Lavilla, Meride	Common	6,790	3.16%
		Total	6,800	
17	Debuque, Eileen May B.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
18	Dignadice, Marymil B.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
19	Fernandez, Lemuel T.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
20	Francisco, Nikki James C.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
21	Icamina, Mary Karen Veronica R.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
22	Ignacio, May U.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
		Founder	20	

23	Isidro, Jessore I.	Common	6,780	3.16%
		Total	6,800	
24	Lavalle, Amado Jr. M.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
25	Minerva, Ike T.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
26	Perez, Claire B.	Founder	30	4.74%
		Common	10,170	
		Total	10,200	
27	Quimpo, Gabrielle C.	Founder	0	0.19%
		Common	400	
		Total	400	
28	Quimpo, Raymundo R.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
29	Quindor, Darcy A.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
		Founder	10	

30	Ramirez, Ruben B.	Common	3,390	1.58%
		Total	3,400	
31	Regozo, Danilo C.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
32	Samoro, Fredilyn G.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
33	Torres, Peter Myron Jun O.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
34	Villaflor, Agnes Jean M.	Founder	10	1.58%
		Common	3,390	
		Total	3,400	
35	Others	<i>Founder</i>	0	4.96%
		<i>Common</i>	10,660	
		Total	10,660	
	TOTAL	<i>Founder</i>	600	100%
		<i>Common</i>	214,460	
		Total	215,060	

⁷Top 20 Stockholders

23. Provide the names of the Top Twenty (20) principal shareholders who beneficially owns at least 10% interest of each class of securities in the Issuer.

No	Name	Class of Securities	Number of Shares Held	%
1	Arce, Simeon Jr. A.	Founder	140	22.13%
		Common	47,460	
2	Biron, Brandt Luke Q.	Founder	10	7.16%
		Common	15,390	
3	Biron, Ferjenel G.	Founder	80	4.74%
		Common	10,120	
4	Buenaflor, Patrick Dexter M.	Founder	30	4.74%
		Common	10,170	
5	Perez, Claire B.	Founder	30	4.74%
		Common	10,170	
6	Arce, Maribel J.	Founder	20	3.16%
		Common	6,780	
7	Buenaflor, Regina R.	Founder	20	3.16%
		Common	6,780	
8	Daulo-Lavilla, Meride	Founder	10	3.16%
		Common	6,790	
9	Isidro, Jessore I.	Founder	20	3.16%
		Common	6,780	
10	Biron, Braeden John Q.	Founder	10	1.95%
		Common	4,190	
11	Biron, Bryant Paul Q.	Founder	10	1.95%
		Common	4,190	
12	Abril, Joanne B.	Founder	10	1.58%
		Common	3,390	
13	Ardeña, Gregory Joseph Ryan A.	Founder	10	1.58%
		Common	3,390	
14	Conanan-Morato, Marsha Lourdes P.	Founder	10	1.58%

		Common	3,390	
15	Debuque, Eileen May B.	Founder	10	1.58%
		Common	3,390	
16	Dignadice, Marymil B.	Founder	10	3.16%
		Common	3,390	
17	Francisco, Nikki James C.	Founder	10	1.58%
		Common	3,390	
18	Quimpo, Raymundo R.	Founder	10	1.58%
		Common	3,390	
19	Quindor, Darcy A.	Founder	10	1.58%
		Common	3,390	
20	Torres, Peter Myron Jun O.	Founder	10	1.58%
		Common	3,390	
	TOTAL		159,800	75.85%

23. Dividends and Dividend Policy

Asia Pacific Medical Center – Aklan Inc.’s Board is authorized to declare cash or stock dividends or a combination thereof. A cash dividend declaration requires the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board and shareholders representing at least two-thirds of the Company’s outstanding capital stock. Holders of outstanding shares on a dividend record date for such shares will be entitled to the full dividend declared without regard to any subsequent transfer of shares.

The Board of Directors has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from Asia Pacific Medical Center – Aklan Inc.’s unrestricted retained earnings. The amount of such dividends (either in cash, stocks or property) will depend on the Corporation’s profits, cash flow, capital expenditure, financial condition and other factors and will follow the SEC guidelines on determination of retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings. Actual earnings or profits shall be the net income for the year based on Audited Financial Statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Hospital’s cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board.

BOARD OF DIRECTORS

DIRECTORS

24. The table below sets forth each member of the Board of Directors of the Issuer as of the date of the Prospectus:

No	Name	Age	Position	Citizenship	Year Appointed
1	Abril, Joanne B.	45	Treasurer	Filipino	2018
2	Arce, Simeon Jr. A.	62	President	Filipino	2017
3	Biron, Ferjenel G.	60	Chairman	Filipino	2017
4	Debuque, Eileen May B.	57	Vice Chairman	Filipino	2017
5	Francisco, Nikki James C.	40	Corporate Secretary	Filipino	2021
6	Perez, Claire B.	53	Vice President	Filipino	2017
7	Ardeña, Gregory Joseph Ryan A.	49	Director	Filipino	2018
8	Buenaflor, Regina R.	45	Director	Filipino	2021
9	Conanan-Morato, Marsha Lourdes P.	42	Director	Filipino	2017
10	Daulo-Lavilla, Meride	62	Director	Filipino	2017
11	Quimpo, Raymundo R.	51	Director	Filipino	2018
12	Regozo, Danilo C.	62	Director	Filipino	2017
13	Barrameda, Romulo Jr. S.	55	Independent Director	Filipino	2025
14	Bolivar, Uriel G.	25	Independent Director	Filipino	2025
15	Sazon, Cedric M.	57	Independent Director	Filipino	2025

BUSINESS AND WORK EXPERIENCE

25. Provide information on the business and working experience of the above-named Directors for the past five (5) years:

Name	Business and Professional Work Experience
Biron, Ferjenel G.	<p>Dr. Biron is the Chairman of the Asia-Pacific Medical Center (APMC) group of hospitals which were separately incorporated in December 2014 (Asia Pacific Medical Center-Iloilo, Inc.), September 2017 (Asia Pacific Medical Center Bacolod, Inc.) and December 2017 (Asia Pacific Medical Center- Aklan, Inc.). He is also the Founding President of the said hospitals and served in that capacity until June 2020 in APMC Aklan, August 2021 in APMC Iloilo, and 14 August 2022 in APMC Bacolod. He is also the Founding President and CEO of Phil Pharmawealth, Inc. until 2004 and the current President of Aesthetical Manila, Inc., and Smartlab Diagnostics, Inc.. He also serves as the Chairman of Botikang Pinoy, Inc., Super BP Mart Corporation, Park3 Realty Development Corporation, Newlife Regenerative and Wellness Center Inc. and Obbo Holdings, Inc., and Endure Medical Laboratories, Inc.</p> <p>He was elected Congressman of the Fourth (4th) District of Iloilo from 2004 2013 and 2006-2019 and in 2022. He previously served as Chairman of the Committee on Legislative Franchises and was part of the House Contingent in the Commission on Appointments. He is presently the Chairman of the House Committee on Trade and Indsutry. He is also a member of the Board of Directors of Allied Care Experts (ACE) Medical Center – Butuan Inc., Allied Care Experts (ACE) Medical Center – GENSAN Inc., and Allied Care Experts (ACE) Medical Center – Cagayan de Oro, Inc. He is writing his thesis for Master of Arts in Hospital Administration at Cebu Doctor’s College. He also took a course in Master in Business Economics from the University of Asia and the Pacific.</p>

<p>Debuque, Eileen May B.</p>	<p>Dr. Eileen May B. Debuque has held various prestigious roles throughout her medical career. She currently serves as the Vice Chairman of APMC-Aklan Inc. (2018–present) and as a Clinical Practitioner in Internal Medicine at APMC-Aklan (2023–present). Additionally, she has been a Clinical Practitioner in Internal Medicine at Balbastro Medical Clinic since 1998 and a Visiting Consultant at Saint Gabriel Medical Center, Dr. Rafael S. Tumbokon Memorial Hospital, and Panay Health Care MPC Hospital since 1998, 2002, and 2013, respectively.</p> <p>Dr. Debuque is also a Fellow of the Philippine College of Physicians and an active member of both the PCP Capiz-Aklan Chapter and the Philippine Medical Association, Aklan Medical Society. She previously served as a Visiting Consultant at Saint Jude’s Hospital (1998–2017) and Aklan Cooperative Mission Hospital (1998–2019). From 2003 to 2005, she worked as a MICU Consultant at Dr. Rafael S. Tumbokon Memorial Hospital and served as a Medical Officer IV in the Department of Internal Medicine at the same hospital from 1998 to 2002.</p> <p>Beyond clinical practice, Dr. Debuque has demonstrated leadership as Vice President, Secretary, and Board Director of the Aklan Medical Society. In June 2018, she earned a Master’s in Management, majoring in Hospital Administration.</p>
<p>Arce, Simeon Jr. A.</p>	<p>Dr. Simeon A. Arce, Jr. has been serving as CEO of Asia Pacific Medical Center (APMC) – Aklan since 2023 and as President since 2020. He also served as Treasurer of Allied Care Experts Medical Center (ACEMC) Aklan Inc. from 2018 to 2019.</p> <p>Dr. Arce has held a range of prominent roles in both the medical and business fields. He has served as a Visiting Consultant at Saint Gabriel Medical Center (2002-Present), St. Jude’s Hospital (2002–2017), Dr. Rafael S. Tumbokon Memorial Hospital (2002–present), and Aklan Mission Hospital (1996–2019). From 1990 to 1996, Dr. Arce worked as a Medical Officer IV in the Department of Medicine at Dr. Rafael S. Tumbokon Memorial Hospital. Beyond his medical career, Dr. Arce has taken on key leadership roles, including Chairman of the Board at Village Marketing-Kalibo Corp. (2003–present) and Board Director at S&D Agro-Industrial Corp. (2006–present).</p>

Perez, Claire B.	<p>Dr. Claire B. Perez has served as a Visiting Consultant at multiple hospitals, including Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, and Saint Jude Hospital.</p> <p>In addition to her clinical roles, Dr. Perez has held leadership positions within the Philippine College of Physicians (PCP), serving as Secretary of the Capiz-Aklan Chapter in 2015, Assistant Secretary/Treasurer in 2016, and Vice President from 2018 to 2019. In 2019, she became the President of the Capiz-Aklan Chapter.</p> <p>She has also been a Director at ACEMC Aklan Inc. (2018–2019) and a Director/Assistant Treasurer at APMC-Aklan from 2020 to 2021. Currently, Dr. Perez serves as the Chief Operating Officer and Vice President of Asia Pacific Medical Center – Aklan Inc.</p>
Francisco, Nikki James C.	<p>Dr. Nikki James C. Francisco is a board-certified pediatrician with a strong academic and clinical background. He earned his Bachelor of Science in Biology from the University of the Philippines – Manila in 2005 and his Doctor of Medicine degree from Pamantasan ng Lungsod ng Maynila in 2009. He completed his post-graduate internship and pediatric residency at the University of the Philippines – Philippine General Hospital, finishing in 2013. In August 2010, he passed the Philippine Physician Licensure Examination and further enhanced his clinical experience through an Observership Program at the National University Hospital in Singapore. He also holds a Master’s Degree in Hospital Administration from Philippine Christian University.</p> <p>Dr. Francisco began his medical career as a resident and on-duty physician in various hospitals in Cavite and Parañaque. In 2015, he transitioned into private practice, serving as Pediatric Associate Consultant at Mary Mediatrix Medical Center and Biñan Doctors Hospital. He is currently a Pediatric Consultant in several institutions in Kalibo, Aklan, including St. Gabriel Medical Center, Panay Health Care, Aklan Cooperative Mission Hospital, and Dr. Rafael S. Tumbokon Memorial Hospital.</p> <p>Beyond clinical practice, Dr. Francisco is actively engaged in professional organizations. He has served as President of the Aklan Medical Society since 2017, is a Diplomate of the Philippine Pediatric Society, and is a member of the Philippine Ambulatory Pediatrics Association and the UP-PGH Pediatrics Alumni Association – Western Visayas Chapter, where he also serves on the board. He is a Board Director of MMG Aklan Specialty Clinics.</p> <p>He also served as Assistant Corporate Secretary of Asia Pacific Medical Center – Aklan, Inc. from March 2023 until his election as Corporate Secretary on March 31, 2025. A consistent academic achiever, Dr. Francisco was recognized as a College Scholar at UP Manila and ranked</p>

	third during his medical clerkship at PLM College of Medicine.
Abril, Joanne B.	<p>Dr. Joanne B. Abril is a board-certified specialist in internal medicine and infectious diseases, with a strong background in adult infectious diseases and tropical medicine, complemented by years of clinical practice and leadership. She earned her degrees in Medical Technology (2000) and Medicine (2006) from FEU-NRMF, completed her residency in Internal Medicine at Rizal Medical Center, and underwent fellowship training at San Lazaro Hospital from 2011 to 2014. Since 2014, Dr. Abril has been a practicing consultant and is currently affiliated with multiple hospitals in Aklan, including Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Cooperative Mission Hospital, APMC-Aklan, and Dr. Rafael S. Tumbokon Memorial Hospital. She chairs both the Infection Prevention and Control Committee and the Antimicrobial Stewardship Committee at Panay Health Care. A Fellow of the Philippine College of Physicians and a Diplomate of the Philippine Society for Microbiology and Infectious Diseases, Dr. Abril also contributes to healthcare governance as a former Treasurer and Board Member of the PCP Capiz-Aklan Chapter and as Director and Treasurer of APMC Aklan Inc. since 2019. Her ongoing commitment to infection prevention and public health has made a lasting impact on healthcare in the region.</p>
Ardeña, Gregory Joseph Ryan A.	<p>Dr. Gregory Joseph Ryan A. Ardeña is a distinguished internist and endocrinologist with a strong background in clinical medicine, hospital leadership, and professional advocacy. He earned his Bachelor of Science in Psychology from the University of the Philippines – Diliman in 1997 and completed his Doctor of Medicine at the University of the Philippines College of Medicine in 2002. He underwent residency training in Internal Medicine and fellowship in Endocrinology at the UP-Philippine General Hospital, finishing in 2006 and 2009 respectively. Board-certified by the Philippine Society of Endocrinology, Diabetes and Metabolism (PSEDM) and the Philippine College of Physicians (PCP), Dr. Ardeña also holds certifications from the International Society of Clinical Densitometry and passed the USMLE and Philippine Medical Licensure Examination in 2003.</p> <p>Dr. Ardeña currently serves as Chairman of the Department of Medicine at Panay Health Care MPC Hospital, a position he has held since 2013. He is a Visiting Consultant at multiple hospitals in Aklan, including Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, and Dr. Rafael S. Tumbokon Memorial Hospital. His leadership extends beyond hospital practice; he was President of the PCP Capiz-Aklan Chapter from 2017 to 2018 and has served as a Director of APMC Aklan Inc. since 2018, including a term as Medical Director from 2023 to 2024. Actively involved in various medical and civic organizations, Dr. Ardeña is known for his dedication to advancing medical education, patient care, and public health in the region.</p>

<p>Buenaflor, Regina R.</p>	<p>Dr. Regina R. Buenaflor is a licensed Obstetrician-Gynecologist with a strong academic and clinical background. She earned her BS in Biology from the University of the Philippines in the Visayas (2001) and her Doctor of Medicine from Iloilo Doctor's College of Medicine, Inc. (2004). She completed her post-graduate internship and residency training in Obstetrics and Gynecology at Iloilo Doctor's Hospital, Inc., finishing in 2011. She passed the Physician Licensure Examination in 2006 and completed Part 1 of the Philippine Specialty Board of Obstetrics and Gynecology in 2012.</p> <p>Dr. Buenaflor is affiliated with several hospitals in Kalibo, Aklan, including Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Saint Jude Hospital, Aklan Cooperative Mission Hospital, and Dr. Rafael S. Tumbokon Memorial Hospital. She is a member of the Philippine Medical Association, Aklan Medical Society, and the Philippine Obstetrics and Gynecology Society, and currently serves as Assistant Vice President for Procurement Services at Asia Pacific Medical Center – Aklan.</p>
<p>Conanan-Morato, Lourdes P.</p> <p>Marsha</p>	<p>Dr. Marsha Lourdes P. Conanan-Morato is a highly experienced anesthesiologist with a strong background in both clinical practice and hospital administration. She began her professional journey as Chief Resident in the Department of Anesthesiology at West Visayas State University Medical Center from 2009 to 2012. She then served as a Medical Specialist I at Ibajay District Hospital from 2012 to 2016.</p> <p>Since 2012, Dr. Morato has been a Visiting Consultant at Saint Gabriel Medical Center and was appointed Chair of its Department of Anesthesiology in 2016, a position she currently holds. She also provides consultant services at Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, and Aklan Baptist Hospital.</p> <p>From 2014 to 2018, she served as Chair of the Department of Anesthesiology at Dr. Rafael S. Tumbokon Memorial Hospital. She has also been actively involved in medical society work, serving as Auditor and Member of the Aklan Medical Society from 2014 to 2016. In 2017, she was appointed Corporate Secretary of Asia Pacific Medical Center – Aklan, a post she held until her resignation, effective March 31, 2025.</p> <p>As of January 1, 2025, Dr. Morato holds the position of Medical Specialist at Ciriaco S. Tirol Hospital.</p>

<p>Daulo-Lavilla, Meride</p>	<p>Dr. Lavilla is the current Vice President for Internal Audit of APMC – Aklan Inc. and the former Vice President of Asia Pacific Medical Center (APMC) - Aklan Inc. from 2018 to 2021. She also served APMC – Iloilo as the Assistant Corporate Treasurer from December 2014 to May 2016 and was the Corporate Secretary from June 2016 until she stepped down to become Assistant Corporate Secretary in September 2019, a position she held until her election as Vice Chairman in August 2021.</p> <p>Dr. Lavilla was also the Corporate Secretary of Healthlink Inc. for three years and a member of its Board of Directors for five years. She served as the Corporate Treasurer from 2017 to 2018 and as Assistant Corporate Treasurer from 2019 until her election as Assistant Corporate Secretary in 2021, a position she held until August 14, 2022, at Asia Pacific Medical Center Bacolod Inc.</p> <p>She has been a Director of Allied Care Experts Medical Center Cagayan de Oro Inc. since 2016 and is the current Assistant Corporate Treasurer of the corporation. She is also a Founding Member of Allied Care Experts (ACE) Medical Center - Butuan, Inc., and Allied Care Experts (ACE) Medical Center - GENSAN. Dr. Lavilla served as Chairman of Excel Global Inc. from 2017 to 2020. She is a member of the Philippine College of Occupational Medicine and has been a Medical Retainer for Vitarich Corporation since 2009 and for Angelina Bakeshop from 2008 to 2020.</p> <p>Dr. Lavilla earned her Bachelor of Science in Biology, graduating Cum Laude from West Visayas State University in 1984. She pursued her medical studies at West Visayas State University, College of Medicine, graduating in 1988. She completed her postgraduate internship at St. Paul’s Hospital from 1988 to 1989 and underwent residency training in Pediatrics, eventually becoming Chief Resident at West Visayas State University Medical Center from 1990 to 1993. She became a Diplomate of the Philippine Pediatric Society in 1998 and a Fellow Member in 2014.</p> <p>Since 1994, Dr. Lavilla has served as a Clinical Preceptor in Pediatrics for second- and third-year medical students at West Visayas State University, College of Medicine. She is currently completing her thesis for a Master of Arts in Hospital Administration at Cebu Doctors University. In addition to being a physician, Dr. Lavilla is also a Registered Nurse.</p>
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Quimpo, Raymundo R.	<p>Dr. Raymundo Quimpo is a board-certified orthopedic surgeon with a solid track record in clinical practice, hospital leadership, and community development. He earned his BS in Medical Technology (1994) and Doctor of Medicine (1998) from the University of Santo Tomas, where he also completed his internship. He later trained in Orthopedics and Traumatology at the Jose R. Reyes Memorial Medical Center from 2001 to 2004 and became a Diplomate of the Philippine Board of Orthopedics in 2005. Dr. Quimpo currently serves as Medical Specialist II and Head of the Department of Orthopedics at Dr. Rafael S. Tumbokon Memorial Hospital, a position he has held since 2007. He is also a Visiting Consultant at Saint Gabriel Medical Center, Panay Health Care MPC Hospital, and Aklan Mission Cooperative Hospital. In addition to his medical roles, Dr. Quimpo is the Director and Chairman of the Construction Committee at APMC Aklan Inc., Chairman of the USWAG Development Foundation, and President of the USWAG Employees Cooperative. He also serves on the Board of Directors of Northwestern Visayas Colleges and the Philippine Orthopedic Association – Western Visayas Chapter. His career reflects a strong commitment to both orthopedic care and community advancement in Aklan.</p>
Regozo, Danilo C.	<p>Dr. Regozo has been a Director of APMC-Aklan Inc. since 2017 and is the current Executive Vice President of APMC-Iloilo Inc., where he also serves as the concurrent Head of the Construction Committee. Additionally, he has been the Executive Vice President of Asia Pacific Medical Center - Bacolod Inc. since 2017 and a Director at Allied Care Experts Medical Center - Butuan Inc. and Allied Care Experts Medical Center- GENSAN Inc. since 2016.</p> <p>Dr. Regozo is the owner of Farmacia Neo and Regozo Family Medicine Clinic. He has also been an Associate Member of the Philippine College of Occupational Medicine since 1994. He served as Treasurer of the Philippine Academy of Family Physicians, Iloilo Chapter from 2001 to 2003 and as Vice President from 2003 to 2004. Moreover, he was the Assistant Secretary of the Iloilo Medical Society from 2014 to 2016, its Vice President from 2016 to 2018, and a member of its Board of Directors from 2018 to 2019.</p> <p>Dr. Regozo graduated from the University of the Philippines with a Bachelor of Science in Fisheries in 1983. He then earned a Bachelor of Science in Biological Sciences from West Visayas State University in 1984. He completed his Medical Degree at West Visayas State University, College of Medicine in 1988 and underwent his post-graduate internship at St. Paul's Hospital that same year. In 1999, he was conferred the title of Diplomate in Family Medicine.</p>

Barrameda, Romulo Jr. S.	<p>Dr. Romulo S. Barrameda Jr. is a distinguished Filipino surgeon renowned for his expertise in general surgery and renal transplantation. Based in Iloilo City, Philippines, he has made significant contributions to the field of transplant surgery, helping advance medical practice and patient care in the region. With a steadfast commitment to surgical excellence, Dr. Barrameda is affiliated with the premier healthcare institutions in Iloilo City: Asia Pacific Medical Center – Iloilo, Inc., Metro Iloilo Hospital & Medical Center, Inc. and St. Paul’s Hospital, Iloilo.</p>
Bolivar, Ureil G.	<p>Mr. Uriel G. Bolivar is a dedicated and dynamic professional with a strong academic and corporate background. He graduated from Ateneo de Iloilo in 2019 under the Accountancy and Business Management (ABM) strand. He went on to earn his Bachelor of Science in Business Administration from the University of San Agustin, Iloilo, in 2023.</p> <p>He is currently pursuing a Bachelor of Laws at Arellano University School of Law, reflecting his dedication to lifelong learning and professional growth. Since 2023, Mr. Bolivar has been serving as the Regional Marketing Manager at Total Trading Corporation, where he leverages his skills in business strategy and market expansion.</p>
Sazon, Cedric M.	<p>Cedric M. Sazon is a Filipino entrepreneur and President of Kalibo Cable Television Network and Southwest Tours (Boracay). He pioneered Triple Play cable services in Aklan and built one of the country’s largest tourist transport companies.</p> <p>An alumnus of De La Salle University, Cedric M. Sazon continues to contribute to national development through his leadership roles. He currently chairs the Philippine Cable and Telecommunications Association (PCTA), advocating for advancements in digital infrastructure and industry standards.</p> <p>Additionally, he leads PIXI, the organization behind the Philippine Tech Show, one of the country’s major platforms for showcasing innovations in technology and digital services.</p>

26. Other Directorship of Independent Directors

Name of Independent Director	Reporting Company	Year Appointed
Barrameda, Romulo Jr. S.	None	2025
Bolivar, Uriel G.	None	2025
Sazon, Cedric M.	None	2025

SECURITY OWNERSHIP OF DIRECTORS

The following table shows the security ownership of directors in the common shares of the Company as of date of the Prospectus.

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
Arce, Simeon Jr. A.	47,600,000	6,800,000	Filipino	54,400	25.30%
Buenaflor, Regina R.	6,800,000	10,200,000	Filipino	17,000	7.90%
Biron, Ferjenel G.	10,200,000		Filipino	10,200	4.74%
Perez, Claire B.	10,200,000		Filipino	10,200	4.74%
Daulo-Lavilla, Meride	6,800,000		Filipino	6,800	3.16%
Abril, Joanne B.	3,400,000		Filipino	3,400	1.58%

Ardeña, Gregory Joseph Ryan A.	3,400,000		Filipino	3,400	1.58%
Barrameda, Romulo Jr. S.	3,400,000		Filipino	3,400	1.58%
Conanan-Morato, Marsha Lourdes P.	3,400,000		Filipino	3,400	1.58%
Debuque, Eileen May B.	3,400,000		Filipino	3,400	1.58%
Francisco, Nikki James C.	3,400,000		Filipino	3,400	1.58%
Quimpo, Raymundo R.	3,400,000		Filipino	3,400	1.58%
Regozo, Danilo C.	3,400,000		Filipino	3,400	1.58%
Bolivar, Uriel G.	10,000		Filipino	10	0.005%
Sazon, Cedric M.	10,000		Filipino	10	0.005%

MANAGEMENT

OFFICER, MANAGER AND KEY PERSON

27. Provide background information for each Officer, Manager and Key Person. The term “Key Person” means a person who makes significant contribution to the business of the Issuer.

Name	Dr. Ferjenel G. Biron
Age	60
Title	Chairman
Time spent on Issuer’s business	Part time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 80
Education	<p>College: B.S. Biological Science, West Visayas State University (Magna Cum Laude)</p> <p>Medical school: West Visayas State University- College of Medicine</p> <p>Masteral: Manufacturing and Finance Course for Senior Executives (Asian Institute of Management, 1999)</p> <p>Further Studies/ Training:</p> <p>Master in Hospital Management, Cebu Doctors College, 2015-2017 (for Thesis Completion)</p> <p>Strategic Business Economic Planning, University of Asia and the Pacific, 2014</p>

Name	Dr. Simeon A. Arce, Jr.
Age	61
Title	President/CEO
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 81
Education	<p>Course: Bachelor of Science in Biological Science- West Visayas State University (1984)</p> <p>Medical School: West Visayas State University (1988)</p> <p>Residency: Internal Medicine-Veterans Memorial Medical Center (1999-2002)</p> <p>Master of Management, Maj. In Hospital Administration: Phil. Christian University, June 2019</p> <p>Further Studies: BS Pharmacy-Saint Gabriel College</p>

Name	Dr. Eileen May B. Debuque
Age	56
Title	Vice Chairman
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 81
Education	Course: Bachelor of Science in Biological Science- West Visayas State University Medical School: West Visayas State University (1993) Residency: Internal Medicine – St. Paul's Hospital 1995- 1997 Master of Management, Major in Hosp. Admin: Phil. Christian University, Philippine Christian University, June 2019

Name	Dr. Claire B. Perez
Age	53
Title	Vice President
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 82
Education	Course: Bachelor of Science in Medical Technology – University of San Agustin (1992) Medical School: West Visayas State University (1997) Residency: Internal Medicine – St. Paul's Hospital 1999- 2001 Fellowship Training in Cardiology: St. Luke's Medical Center Master of Management, Major in Hosp. Admin: Phil. Christian University – 2020

Name	Dr. Nikki James C. Francisco
Age	40
Title	Corporate Secretary
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p.82
Education	<p>College: Bachelor of Science in Biology – University of the Philippines Manila (2005)</p> <p>Medical School: Pamantasan ng Lungsod ng Maynila (2009)</p> <p>Residency: Pediatrics- UP-PGH (2013)</p> <p>Master of Management, Major in Hosp. Admin: Phil. Christian University – 2019</p>

Name	Dr. Joanne B. Abril
Age	45
Title	Treasurer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 83
Education	<p>Course: Course: Bachelor of Science in Medical Technology – FEU – NRMF (2000)</p> <p>Medical School: FEU-NRMF Institute of Medicine (2006)</p> <p>Residency: Internal Medicine – Rizal Medical Center – Pasig 2008 to 2011</p> <p>Fellowship Training in Infectious Disease and Tropical Medicine San Lazaro Hospital 2011-2014</p> <p>Masteral: Master of Management, Maj. In Hospital Administration: Phil. Christian University, 2019</p>

Name	Atty. Maylene B. Villanueva
Age	44
Title	Compliance Officer
Time spent on Issuer's business	Full Time
Education	College: Law – University of San Agustin Broadcast Communication – University of the Philippines - Visayas

Name	Bonnie Vee S. Dela Torre
Age	39
Title	Chief Finance Officer
Time spent on Issuer's business	Full Time
Education	College: Bachelor of Science in Accountancy – Centro Escolar University -Mendiola Manila

Name	Angela Nadine Reyes
Age	25
Title	Chief Accounting Officer
Time spent on Issuer's business	Full Time
Education	College: Bachelor of Science in Accountancy – Garcia College of Technology

Name	Atty. Faith Beatrix T. Arcenas
Age	27
Title	Assistant Corporate Secretary
Time spent on Issuer's business	Full Time
Education	College: Business Administration major in Marketing - University of the Philippines Visayas

Name	Dr. Agnes Jean M. Villaflor
Age	60
Title	Vice President for Finance
Time spent on Issuer's business	Full Time
Education	Course: Bachelor Of Science In Biological Science- University Of The Phil. In The Visayas (1981-1985) Medical School: West Visayas State University (1985-1989) Residency: Internal Medicine - West Visayas State University Hospital (1991-1993) Masteral: Master of Management, Major in Hosp. Admin: Cebu Doctors University

Name	Dr. Meride Dauilo-Lavilla
Age	62
Title	Vice President for Internal Audit
Time spent on Issuer's business	Full Time
	Course: BS Biology - West Visayas State University (1984)
Education	Medical school: West Visayas State University College of Medicine (1988) Residency: West Visayas State University Medical Hospital (1990-1993) Masteral: Master of Management, Major in Hosp. Admin: Cebu Doctors University

Name	Dr. Amado M. Lavalle, Jr.
Age	62
Title	Vice President for Procurement Services
Time spent on Issuer's business	Full Time
Education	Course: Bachelor Of Science In Biology Sciences- West Visayas State University (1980-1984) Medical School: West Visayas State University (1984-1988) Residency: St. Paul's Hospital Iloilo (1989-1994) Masteral: Master of Management, Major in Hosp. Admin: Cebu Doctors University

Name	Dr. Regina R. Buenaflor
Age	44
Title	Assistant Vice President for Procurement Service
Time spent on Issuer's business	Full Time
Education	Course: BS Biology - University Of The Philippines In The Visayas (2001) Medical School: Iloilo Doctor's College Of Medicine, Inc. (2004) Residency: Obstetrics And Gynecology Iloilo Doctor's Hospital, Inc. (2007 – 2011) Masteral: Master of Management, Major in Hosp. Admin: Phil. Christian University

Name	Dr. Mary Karen Veronica R. Icamina
Age	47
Title	Medical Director
Time spent on Issuer's business	Full Time
Education	<p>Course: BS Pharmacy - University of the Philippines – Manila (1998)</p> <p>Medical School: University of the East Ramon Magsaysay Medical Center (2002)</p> <p>Residency: Obstetrics And Gynecology University of the Philippines – Philippine General Hospital (2005 – 2008)</p> <p>Masteral: Masters in Hospital Administration - University of the Philippines – Manila College of Public Health</p>

Name	Dr. May Urbanozo-Ignacio
Age	52
Title	Vice President for Patient Support Service/Administrative Officer/Data Privacy Officer
Time spent on Issuer's business	Full Time
	<p>Course: BS Biology - University Of The Philippines Visayas (1994)</p> <p>Medical School: : Iloilo Doctors College Of Medicine (2000)</p>
Education	<p>Residency: Internal Medicine -Iloilo Doctors Hospital Inc 2004-2006</p> <p>Masteral: Master In Hospital Administration - Philippine Christian University</p>

SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the security ownership of management in the common shares of the Company as of date of prospectus

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Owner-ship
	Direct	Indirect			
Simeon A. Arce, Jr.	47,600,000	6,800,000	Filipino	54,400	25.30%
Ferjenel G. Biron	10,200,000		Filipino	10,200	4.74%
Claire B. Perez	10,200,000		Filipino	10,200	4.74%
Joanne B. Abril	3,400,000		Filipino	3,400	1.58%
Eileen May B. Debuque	3,400,000		Filipino	3,400	1.58%
Dr. Nikki James C. Francisco	3,400,000		Filipino	3,400	1.58%

COMPENSATION

28. List the compensation paid by the Issuer to the Chief Executive Officers and four (4) most highly compensated officers other than the CEO, all of whom shall be individually named during the last fiscal year:

SUMMARY COMPENSATION TABLE

Annual Compensation

Name and Principal position	Year	Salary (PhP)	Bonus (PhP) 13 th Month Pay	Other Annual Compensation (PhP) Per diem/allowances
Dr. Simeon A. Arce, Jr., President Bonnie Vee S. Dela Torre, Chief Accounting Officer, Dr. Marsha Lourdes P. Conanan-Morato, Secretary Dr. Joanne B. Abril, Treasurer	2024	2,580,000.00	215,000.00	900,000.00
All other Officers		6,300,000.00	525,000.00	1,920,000.00

* The Board of Officers started to receive salary only after December 2022 and per diem was paid depending upon available petty cash.

29. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Expects compensation to change in the next year
<input type="checkbox"/>	Owes compensation for prior years

ARRANGEMENTS WITH OFFICERS, DIRECTORS, MANAGERS AND KEY PERSONS

30. The Issuer (select all that apply):

	Has entered into employment or non-compete agreements with any Officer, Manager, Director or Key Person.
	Plans to enter into employment or non-compete agreements with any Officer, Manager, Director or Key Person

INSOLVENCY LEGAL PROCEEDINGS OF MANAGEMENT AND KEY PERSONNEL

31. An Officer, Manager, Director, Key Person of the Issuer (Put ✓ in column if applicable and x otherwise):

Name	Position: D = Director ID – Independent Director O - Officer	Civil	Criminal	Administrative	Bankruptcy	Case Details
Abril, Joanne B.	D/O	x	x	x	x	
Arce, Simeon Jr. A.	D/O	x	x	x	x	
Biron, Ferjenel G.	D/O	x	x	x	x	
Debuque, Eileen May B.	D/O	x	x	x	x	
Francisco, Nikki James C.	D/O	x	x	x	x	

Perez, Claire B.	D/O	x	x	x	x	
Ardeña, Gregory Joseph Ryan A.	D	x	x	x	x	
Buenaflor, Regina R.	D	x	x	x	x	
Marsha Lourdes P. Conanan- Morato	D	x	x	x	x	
Daulo-Lavilla, Meride	D	x	x	x	x	
Quimpo, Raymundo R.	D	x	x	x	x	
Regozo, Danilo C.	D	x	x	x	x	
Barrameda, Romulo Jr. S.	ID	x	x	x	x	
Bolivar, Uriel G.	ID	x	x	x	x	
Sazon, Cedric M.	ID	x	x	x	x	

CERTAIN LEGAL PROCEEDINGS

This section applies to:

- The issuer, its subsidiaries and affiliates
- All Directors and Officers of the Issuer
- All Beneficial Owners of 10% or more of the Issuer's outstanding voting equity and
- All Promoters of the Issuers

31. Have any of the above-listed persons filed or subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive either at the time of the bankruptcy or within two (2) years prior to that time.
☐ Yes ☒ No
32. Have any of the above-listed persons been named as the subject of a pending felony or misdemeanor criminal proceeding excluding traffic violations or other minor offenses not related to fraud or a financial crime? ☐ Yes ☒ No
33. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction or administrative findings imposed by any government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last five (5) years related to his or her involvement in any type of business, securities, insurance, or banking activity? ☐ Yes ☒ No
34. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity? ☐ Yes ☒ No
35. Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance or banking activity? ☐ Yes ☒ No

LITIGATION

36. The Issuer (select all that apply):

	Has been involved in litigation or subject to administrative action in the last five (5) years that has had a material effect upon the Issuer's business, financial condition or operations
	Has pending litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations
	Is currently threatened by litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations
<input checked="" type="checkbox"/>	None of the above

FAMILY RELATIONSHIP

37. Describe any family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become directors or executive officers.

There are no family relationships existing among the Board of Directors or Executive Officers.

CERTAIN RELATIONSHIP AND RELATED PARTY TRANSACTIONS

38. The Issuer (select all that apply):

	Has made loans to an Officer, Manager, Director or Principal Stockholders within the last two (2) years
	Has one or more outstanding loans with an Officer, Manager, Director or Principal Stockholder in the future.
	Has done other business not associated with this offer with current Officer, Manager, Director, or Principal Stockholder within the last two (2) years
	Plans to do other business not associated with this offering with a current Officer, Manager, Director, or Principal Stockholder in the future

FINANCIAL INFORMATION

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) OR PLAN OF OPERATION

Results of Operations (December 31, 2024 vs. December 31, 2023)

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.

(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022

(Amounts in Philippine Pesos)

	Horizontal Analysis				Vertical Analysis	
	December 31, 2024 (Audited)	December 31, 2023 (Audited)	Inc.(Dec.)	%	December 31, 2024 (Audited)	December 31, 2023 (Audited)
GROSS REVENUES	₱780,354,111	₱9,623,184	₱770,730,927	8009%	100%	100%
DISCOUNTS AND FREE SERVICES	-₱111,322,951	-₱211,533	-₱111,111,418	52527%	-14%	-2%
NET REVENUES	₱669,031,160	₱9,411,651	₱659,619,509	7009%	86%	98%
COST OF SERVICES	-₱495,527,057	-₱26,911,718	-₱468,615,339	1741%	-64%	-280%
GROSS PROFIT (LOSS)	₱173,504,103	-₱17,500,067	₱191,004,170	-1091%	22%	-182%
GENERAL AND ADMINISTRATIVE EXPENSES	-₱153,760,156	-₱119,818,535	-₱33,941,621	28%	-20%	-1245%
OTHER INCOME	₱6,508,831	₱311,577	₱6,197,254	1989%	1%	3%
LOSS FROM OPERATIONS	₱26,252,778	-₱137,007,025	₱163,259,803	-119%	3%	-1424%
FINANCE COSTS	-₱27,815,643	-₱17,414,705	-₱10,400,938	60%	-4%	-181%
LOSS BEFORE INCOME TAX	-₱1,562,865	-₱154,421,730	₱152,858,865	-99%	-0.20%	-1605%
PROVISION FOR INCOME TAX (Notes 2 and 21)	₱128,502		₱128,502		0.02%	
NET LOSS	-₱1,691,367	-₱154,421,730	₱152,730,363	-99%	-0.22%	-1605%
LOSS PER SHARE	₱(7.86)	₱(718.04)	(710.18)	-99%	0%	0%

Gross Revenues

The hospital reported gross revenues of ₱780.35 million for the year ended December 31, 2024, significantly higher than the previous year's ₱9.62 million. This 8,000% increase reflects the hospital's full-scale operations, expanded patient services, and improved medical offerings. The growth in revenues can be attributed to a higher patient volume, increased trust in the hospital's healthcare services, and the introduction of specialized treatments and diagnostic facilities.

Discounts and Free Services

The hospital provided discounts and free services amounting to ₱111.32 million in 2024, a stark contrast to the previous year's ₱211,533. This 52,527% increase suggests a significant rise in patient volume and the hospital's commitment to providing accessible healthcare services. The expansion of charity programs and health insurance coverage have contributed to this growth.

Net Revenues

After accounting for discounts, the net revenues stood at ₱669.03 million, up from ₱9.41 million in 2023. The

7,009% growth highlights the hospital's ability to generate substantial revenue from core medical operations. The increase is due to higher patient admissions, expanded medical services, and strategic pricing.

Cost of Services

The hospital's cost of services amounted to ₱495.53 million, reflecting a 17,174% increase from ₱26.91 million in 2023. This surge is primarily due to higher expenses for medical supplies, professional fees, operational costs, and the expansion of healthcare facilities. The hospital is likely investing in quality patient care, advanced medical technology, and an expanded healthcare workforce.

Gross Profit (Loss)

The hospital reported a gross profit of ₱173.50 million, marking a 1,091% increase from the previous year's loss of ₱17.50 million. This improvement suggests a successful turnaround in financial performance, driven by higher revenues and better cost management.

General and Administrative Expenses

General and administrative expenses totaled ₱153.76 million, reflecting a 28% increase from the previous year. The rise in expenses is due to increased salaries, facility maintenance, administrative operations, and the implementation of hospital management systems.

Other Income

Other income amounted to ₱6.51 million, a 1,989% increase compared to ₱311,577 in 2023. This growth is primarily due to income generated from hospital-related services, rental income, and other non-operating revenue sources.

Loss from Operations

The hospital incurred a loss from operations of ₱26.25 million, an 119% increase from the previous year's ₱137.01 million loss. Despite improved revenues, higher operating costs and administrative expenses contributed to this negative outcome.

Finance Costs

Finance costs amounted to ₱27.81 million, a 60% increase from ₱17.41 million in 2023. The rise in finance costs indicates higher interest payments on borrowings used for hospital expansion and facility upgrades.

Net Loss

The hospital's net loss for 2024 was ₱1.69 million, significantly improving from the previous year's ₱154.42 million loss. This 99% improvement suggests that despite continued losses, the hospital is on a path to financial recovery, driven by higher revenues and better cost control.

Loss Per Share

The loss per share decreased from ₱718.04 in 2023 to ₱7.86 in 2024, reflecting a substantial reduction in overall losses. This improvement indicates the hospital's progress toward financial stability and potential profitability in the coming years.

Financial Position (December 31, 2024 and December 31, 2023)

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.

(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2024 AND 2023

(Amounts in Philippine Pesos)

DECEMBER 31, 2024 AND 2023 (Amounts in Philippine Pesos)				Horizontal Analysis		Vertical Analysis	
	NOT ES	December 31, 2024 (Audited)	December 31, 2023 (Audited)	Inc.(Dec.)	%	December 31, 2024 (Audited)	December 31, 2023 (Audited)
ASSETS							
Current Assets							
Cash (Notes 2, 3 and 4)		₱63,113,477	₱68,015,190	-₱4,901,713	-7%	3%	4%
Receivables (Notes 2, 3, 4 and 5)		₱92,779,952	₱2,656,675	₱90,123,277	3392%	4%	0%
Inventories (Notes 2, 3 and 6)		₱19,089,796	₱16,608,851	₱2,480,945	15%	1%	1%
Advances to contractors (Notes 2, 3 and 7)		₱30,038,406	₱172,873,123	-₱142,834,717	-83%	1%	9%
Prepayments and other current assets (Notes 2, 3 and 8)		₱14,742,924	₱72,151,887	-₱57,408,963	-80%	1%	4%
Total Current Assets		₱219,764,555	₱332,305,726	-₱112,541,171	-34%	10%	17%
Noncurrent Assets							
Property and equipment – net (Notes 2, 3 and 9)		₱1,926,311,050	₱1,605,514,142	₱320,796,908	20%	90%	83%
Deposits (Notes 2, 3, 4 and 10)		₱2,517,314	₱2,517,314	₱0	0%	0%	0%
Total Noncurrent Assets		₱1,928,828,364	₱1,608,031,456	₱320,796,908	20%	90%	83%
TOTAL ASSETS		₱2,148,592,919	₱1,940,337,182	₱208,255,737	11%	100%	100%
LIABILITIES AND EQUITY							
Current Liabilities							
Accounts and other payables (Notes 2, 4 and 11)		₱148,270,100	₱138,755,315	₱9,514,785	7%	7%	7%
Retention payables (Notes 2, 4 and 12)		₱50,032,254	₱58,059,427	-₱8,027,173	-14%	2%	3%
Advances from shareholders (Notes 2, 4 and 20)		₱284,394,349	₱186,506,357	₱97,887,992	52%	13%	10%
Loans payable – current portion (Notes 2, 4 and 13)		₱41,068,815	₱84,616,725	-₱43,547,910	-51%	2%	4%
Total Current Liabilities		₱523,765,518	₱467,937,824	₱55,827,694	12%	24%	24%
Noncurrent Liability							
Loans payable – noncurrent (Notes 2, 4 and 13)		₱1,400,331,881	₱1,253,783,971	₱146,547,910	12%	65%	65%
Total Liabilities		₱1,924,097,399	₱1,721,721,795	₱202,375,604	12%	90%	89%
Equity							
Share capital (Notes 2, 4 and 14)		₱215,060,000	₱215,060,000	₱0	0%	10%	11%
Additional paid-in capital (Notes 2 and 4)		₱236,429,500	₱228,858,000	₱7,571,500	3%	11%	12%
Deficit (Notes 2 and 4)		-₱226,993,980	-₱225,302,613	-₱1,691,367	1%	-11%	-12%
Total Equity		₱224,495,520	₱218,615,387	₱5,880,133	3%	10%	11%
TOTAL LIABILITIES AND EQUITY		₱2,148,592,919	₱1,940,337,182	₱208,255,737	11%	100%	100%

Total Assets

Total assets grew by ₱208.3 million, increasing from ₱1.94 billion in 2023 to ₱2.15 billion in 2024, reflecting an 11% growth. This increase is primarily due to the company's continued investments in property and equipment, as well as its overall expansion efforts. However, a notable decrease in current assets, particularly advances to contractors and prepayments, partially offset this growth.

Cash and Cash Equivalents

Cash and cash equivalents declined by ₱4.9 million (-7%), from ₱68.0 million in 2023 to ₱63.1 million in 2024. This decrease suggests a higher utilization of cash, possibly due to operating expenses, capital expenditures, or loan repayments.

Receivables and Advances

- Receivables saw a dramatic increase of ₱90.1 million (3392%), reaching ₱92.8 million from just ₱2.7 million in 2023. This significant rise could be attributed to increased patient services, a larger volume of transactions, or delays in collections from third-party payers.
- Advances to Contractors dropped sharply by ₱142.8 million (-83%), from ₱172.9 million in 2023 to ₱30.0 million in 2024. This decrease indicates that construction-related payments have been settled, reflecting project completion or a slowdown in new construction.

Inventories

Inventories increased by ₱2.5 million (15%), reaching ₱19.1 million in 2024. This rise suggests the hospital's need to maintain a steady stock of medical supplies, medicines, and other essential items as operations expand.

Property and Equipment

Property and equipment grew by ₱320.8 million (20%), increasing from ₱1.61 billion in 2023 to ₱1.93 billion in 2024. This reflects ongoing investments in infrastructure, medical equipment, and facility improvements to enhance the hospital's capacity and services.

Total Liabilities

Total liabilities increased by ₱202.4 million (12%), from ₱1.72 billion in 2023 to ₱1.92 billion in 2024. This growth indicates increased borrowing and operational obligations necessary to support the hospital's continued expansion.

Current Liabilities

Current liabilities rose by ₱55.8 million (12%), reaching ₱523.8 million in 2024. Key components include:

- Accounts and Other Payables increased by ₱9.5 million (7%), suggesting higher operational expenses.
- Retention Payables decreased by ₱8.0 million (-14%), indicating payments made to contractors upon project completion.
- Advances from Shareholders surged by ₱97.9 million (52%), reflecting additional financial support from investors.
- Current Loans Payable declined by ₱43.5 million (-51%), suggesting the settlement of some short-term debt obligations.

Noncurrent Liabilities

Noncurrent liabilities increased by ₱146.5 million (12%), totaling ₱1.40 billion in 2024. This growth reflects additional long-term borrowings used for capital investments in hospital infrastructure and equipment.

Equity

Total equity rose by ₱5.9 million (3%), reaching ₱224.5 million in 2024. This increase was driven by additional paid-in capital of ₱7.6 million (3%), indicating continued shareholder support. However, the accumulated deficit increased by ₱1.7 million, suggesting that operational losses still impact overall equity growth.

Non-Cash Investing Activities

As of December 2024, certain amounts classified under Advances to Contractors and Advances to Suppliers were recognized as expenses. These transactions involved cash outflows made in prior periods, with the related goods and services delivered during the current year. Accordingly, these are considered non-cash transactions under investing activities.

Results of Operations (December 31, 2023 vs. December 31, 2022)

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.

(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)

STATEMENTS OF COMPREHENSIVE INCOME

ENDED DECEMBER 31, 2023

(Amounts in Philippine Pesos)

	December 31, 2023 (Audited)	December 31, 2022 (Audited)	Horizontal Analysis		Vertical Analysis	
			Inc.(Dec.)	%	December 31, 2023 (Audited)	December 31, 2022 (Audited)
GROSS REVENUES (Notes 2 and 15)	9,623,184	0	9,623,184		100%	n/a
DISCOUNTS AND FREE SERVICES (Note 2)	(211,533)	0	(211,533)		-2%	n/a
NET REVENUES	9,411,651	0	9,411,651		98%	n/a
COST OF SERVICES (Notes 2 and 16)	(26,911,718)	0	(26,911,718)		-280%	n/a
INCOME	(17,500,067)	0	(17,500,067)		-182%	n/a
GENERAL AND ADMINISTRATIVE EXPENSES (Notes 2 & 17)	(119,818,535)	(17,507,127)	(102,311,408)	584%	-1245%	n/a
OTHER INCOME (Notes 2 and 18)	311,577	74,764	236,813	317%	3%	n/a
INCOME (LOSS) FROM OPERATION	(137,007,025)	(17,432,363)	(119,574,662)	686%	-1424%	n/a
FINANCE COST (Notes 2 and 13)	(17,414,705)		(17,414,705)		-181%	n/a
LOSS BEFORE INCOME TAX	(154,421,730)	(17,432,363)	(136,989,367)	786%	-1605%	n/a
INCOME TAX	0	0	0		0%	n/a
NET INCOME (LOSS)	(154,421,730)	(17,432,363)	(136,989,367)	786%	-1605%	n/a
INCOME (LOSS) PER SHARE						

Revenue and Net Income

APMC - Aklan Inc. reported ₱9.62 million in gross revenues for 2023, a new revenue stream compared to 2022, since the hospital started its operation by December 08, 2023. However, after ₱211,533 in discounts, net revenues stood at ₱9.41 million.

Costs and Expenses

Due to starting operations, the cost of services reached ₱26.91 million. General and administrative expenses surged by 584% to ₱119.82 million.

Profitability

The hospital faced a ₱137.01 million operating loss, worsening by 686% from 2022. Finance costs also rose to ₱17.41 million, further deepening losses. The overall net loss reached ₱154.42 million, a 786% decline from the previous year.

Financial Condition (December 31, 2023 and December 31, 2022)

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC. (Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2023 AND DECEMBER 31, 2022

(Amounts in Philippine Pesos)

	December 31, 2023 (Audited)	December 31, 2022 (Audited)	Horizontal Analysis		Vertical Analysis	
			Inc.(Dec.)	%	December 31, 2023 (Audited)	December 31, 2022 (Audited)
ASSETS						
Current Assets						
Cash(Notes 2,3, and 4)	68,015,190	59,719,045	8,296,145	14%	4%	6%
Receivables(Notes 2,3,4 and 5)	2,656,675	48,000	2,608,675	5435%		
Inventories(Notes 2, and 6)	16,608,851		16,608,851		1%	
Advances to Officers, Employees and Members						
Advances to contractors(Note 2 and 7)	172,873,123	109,697,409	63,175,714	58%	9%	11%
Advances to Suppliers(Note 2 and 8)		41,961,083	(41,961,083)	-100%		4%
Prepayments and other current assets(Note 9)	72,151,887	64,270	72,087,617	112164%	4%	
Total Current Assets	332,305,726	211,489,807	120,815,919	57%	17%	21%
Noncurrent Assets						
Property and equipment – net(Notes 2 and 10)	1,605,514,142	796,944,842	808,569,300	101%	83%	79%
Deposits	2,517,314		2,517,314			
Deferred tax assets (Notes 2, 3 and 21)						
Total Noncurrent Assets	1,608,031,456	796,944,842	811,086,614	102%	83%	79%
TOTAL ASSETS	1,940,337,182	1,008,434,649	931,902,533	92%	100%	100%
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts and other payables(Notes 2 and 11)	138,755,315	4,676,098	134,079,217	2867%	7%	0%
Retention payables(Notes 2 and 12)	58,059,427	37,368,844	20,690,583	55%	3%	4%
Advances from shareholders(Notes 2,4, and 19)	186,506,357	36,993,090	149,513,267	404%	10%	4%
Loans payable – current portion (Notes 2, 4 and 13)	84,616,725		84,616,725		4%	
Income tax payable (Note 2)						
Total Current Liabilities	467,937,824	79,038,032	388,899,792	492%	24%	8%
Noncurrent Liability						
Loans payable – noncurrent(Notes 2 and 13)	1,253,783,971	585,000,000	668,783,971	114%	65%	58%
Total Liabilities	1,721,721,795	664,038,032	1,057,683,763	159%	89%	66%
Equity						
Share capital(Notes 2 and 14)	215,060,000	215,060,000		0%	11%	21%
Additional paid-in capital(Notes 2 and 14)	228,858,000	200,217,500	28,640,500	14%	12%	20%
Retained Earnings(Deficit)(Notes 2, 4 and 14)	(225,302,613)	(70,880,883)	(154,421,730)	218%	-12%	-7%
Total Equity	218,615,387	344,396,617	(125,781,230)	-37%	11%	34%
TOTAL LIABILITIES AND EQUITY	1,940,337,182	1,008,434,649	931,902,533	92%	100%	100%

Assets

Current Assets increased 53% to ₱323.31 million, mainly due to a 542% surge in receivables (₱2.67 million from ₱416,000), reflecting higher patient billings. Cash also grew by 14% to ₱68.02 million, improving liquidity.

Noncurrent Assets rose 51% to ₱1.61 billion, led by an 808% increase in property and equipment, indicating significant infrastructure investments.

Total Assets grew 93% to ₱1.94 billion, demonstrating expansion.

Liabilities

Current Liabilities rose 248% to ₱467.94 million, driven by a 287% rise in accounts payable and an 181% increase in loans payable, suggesting higher obligations.

Noncurrent Liabilities increased 127% to ₱1.25 billion, primarily due to long-term borrowings, raising financial leverage.

Total Liabilities doubled to ₱1.72 billion, highlighting an aggressive expansion strategy reliant on debt.

Equity

Total Equity increased 11% to ₱218.62 million, supported by capital infusion and reduced deficit, indicating improved financial stability

Results of Operations (December 31, 2022 vs. December 31, 2021)

For the year ended				Horizontal Analysis		Vertical Analysis	
2022		2021		Inc(Dec)	%	2022	2021
Revenue	P	- P	-	P	-	N/A	N/A
Direct Costs		-	-		-	N/A	N/A
Gross Profit		-	-		-	N/A	N/A
Other Income	74,764	24,357		50,407	207%	N/A	N/A
Gross Income	74,764	24,357		50,407	207%	N/A	N/A
General & Administrative Expenses	17,507,127	24,642,317		(7,135,190)	-29%	N/A	N/A
Loss from Operations	(17,432,363)	(24,617,960)		7,185,597	-29%	N/A	N/A
Income tax expense	-	-		-	-	N/A	N/A
Add(deduct)Comp income(loss)	-	-		-	-	N/A	N/A
Net Comprehensive loss for the year	P (17,432,363) P	(24,617,960)		P 7,185,597	-29%	N/A	N/A

Other income

Other income during the period December 31, 2022 is higher than December 31, 2021 at 207%. What is currently

being recorded as income is mostly interest income earned from bank deposits. During the year, we reflected a total of P74,764 other income, which is 207% higher than what was reported last year amounting to P24,357. This was mainly due to the funds that we parked in our bank accounts during the year.

General and Administrative Expenses

General and Administrative Expenses decreased by 29% during the year. This is comparing the ending balances of 2022 and 2021.

Loss for the Period

Loss for the period December 31, 2022 is lower than in the same period December 31, 2021 by 29%. This due to the non-operational status of the Company. There is still no income to sustain the expenses.

Financial Condition (December 31, 2022 and December 31, 2021)

ASSETS	For the Years Ended		Horizontal Analysis		Vertical Analysis	
	2022	2021	Inc (Dec)	%	2022	2021
CURRENT ASSETS						
Cash and Cash Equivalents	59,719,045	85,619,715	(25,900,670)	-30%	6%	15%
Receivables	151,706,492	48,000	151,658,492	315955%	15%	0%
Prepaid Tax	64,270					
	211,425,537	85,667,715	125,757,822	147%	21%	100%
NON-CURRENT ASSETS						
Land	94,096,485	94,096,485	0	0%	9%	16%
Construction in Progress	702,384,661	409,611,040	292,773,621	0%	70%	69%
Furniture, Fixtures & Equipment -net	462,728	341,441	121,287	0%	0%	0%
Leasehold Improvements	968	12,590	(11,622)	0%	0%	0%
	796,944,842	504,061,556	292,883,286	37%	79%	85%
TOTAL ASSETS	1,008,370,379	589,729,271	418,641,108	71%	100%	100%
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Accounts Payable	1,138,387	1,138,387	0	0%	0%	0%
Retention Payable	37,368,844	40,108,653	(2,739,809)	-7%	4%	6%
Withholding Tax Payable	965,106	811,330	153,776	19%	0%	0%
Other Payables	2,572,605	533,708	2,038,897	382%	0%	
Advances from Shareholders	36,993,090	53,011,364	(16,018,274)	-30%	0%	
Loans Payable		50,000,000	(50,000,000)	-100%	0%	
	79,038,032	145,603,442	(66,565,410)	-46%	8%	23%
NON-CURRENT LIABILITIES						
Loans Payable	585,000,000	195,000,000	390,000,000	200%	58%	31%
	585,000,000	195,000,000	390,000,000	200%	58%	31%
TOTAL LIABILITIES	664,038,032	340,603,442	323,434,590	95%	66%	55%
EQUITY						
Share Capital	215,060,000	193,837,000	21,223,000	11%	21%	31%
Additional paid-in capital	200,217,500	140,972,000	59,245,500	42%	20%	23%
Deficit	(70,880,883)	(53,448,520)	(17,432,363)	33%	-7%	-9%
TOTAL EQUITY	344,396,617	281,360,480	63,036,137	22%	34%	45%
TOTAL LIABILITIES AND EQUITY	1,008,434,649	621,963,922	386,470,727	62%	100%	100%

Assets

Total assets increased from P589.7 million to P1.008 billion, increased by 71% from December 31, 2021 to December 31, 2022. The increase was primarily due to Advances to contractors and the ongoing construction of the hospital.

Cash and cash equivalents

Cash and cash equivalents decreased by P25.9 million (30%), as a result of an increase in payments for on-going construction of the hospital.

Receivables and Advances

The receivables amounting to P151.7 million as of December 31, 2022 consist mainly of advances to contractors and suppliers.

Property and equipment

Property and equipment amounted to P796.9 million as of December 31, 2022, which consists mainly of the land and construction in progress of the hospital, respectively.

Total Liabilities

Total liabilities increased by P323.4 million from December 31, 2021 to December 31, 2022. The increase was primarily due to bank loans from the Development Bank of the Philippines

Current Liabilities

The decrease in current liabilities by P66.5 million was mainly due to the payment of advances from stockholders and loans payable.

Equity

The 22% increase in total equity is due to collections of subscription receivables during the period and the sale of stocks. The Company is still non-operational and most of the expenses incurred are in line

Results of Operations (December 31, 2021 vs. December 31, 2020)

	For the Year Ended		Horizontal Analysis		Vertical Analysis	
	31-Dec-21	31-Dec-20	Inc./(Dec.)	%	2021	2020
Revenue	P -	P -	P -	-	N/A	N/A
Direct Costs	-	-	-	-	N/A	N/A
Gross Profit	-	-	-	-	N/A	N/A
Other Income	24,357	130,873	(106,516)	-81%	N/A	N/A
Gross Income	24,357	130,873	(106,516)	-81%	N/A	N/A
General & Administrative Expenses	24,642,317	10,637,799	14,004,518	132%	N/A	N/A
Loss from Operations	(24,617,960)	(10,506,926)	13,898,002	-132%	N/A	N/A
Finance Cost	-	-	-	-	N/A	N/A
Net Loss Before Income Tax	(24,617,960)	(10,506,926)	(14,111,034)	134%	N/A	N/A
Income Tax Expense	-	-	-	-	N/A	N/A
Net Loss for the year	(24,617,960)	(10,506,926)	(14,111,034)	134%	N/A	N/A
Other Comprehensive Income/(Loss) for the Year	-	-	-	-	N/A	N/A
Total Comprehensive Loss for the Year	P (24,617,960)	P (10,506,926)	P (14,111,034)	134%	N/A	N/A

Other Income

Other income during the period December 31, 2021 is lower than December 31, 2020 at 81%. What is currently being recorded as income is mostly interest income earned from bank deposits. During the year, we reflected a total of P24,357 in other income which is 81% lower than what was reported last year amounting to P130,873. This was mainly due to the funds that we parked in our bank accounts during the year.

General and Administrative Expenses

General and Administrative Expenses increased by 132% during the year. This is comparing the ending balances of 2021 and 2020. During the year, there was a significant increase in taxes paid in relation to our bank loan, thus increasing the amount reflected significantly at P9.18M equivalent to 970%. Salaries and professional fees also increased during the period.

Loss for the Period

Loss for the period December 31, 2021 is higher than the same period December 31, 2020 by 134%. This is due to the non-operational status of the Company. There is still no income to sustain the expenses.

Financial Condition (December 31, 2021 and December 31, 2020)

ASSETS	For the Years Ended		Horizontal Analysis		Vertical Analysis	
	2021	2020	Inc (Dec)	%	2021	2020
CURRENT ASSETS						
Cash and Cash Equivalents	85,619,715	52,858,801	32,760,914	62%	14%	18%
Advances to contractors	32,234,651	5,986,328	26,248,323	438%	5%	2%
Receivables from suppliers	48,000	48,000	-	0%	0%	0%
Prepaid Tax	-	64,270	(64,270)	-100%	0%	0%
	117,902,366	58,957,399	58,944,967	100%	19%	100%
NON-CURRENT ASSETS						
Land	94,096,485	94,096,485	-	0%	15%	32%
Construction in Progress	409,611,040	138,320,827	271,290,213	196%	66%	47%
Furniture, Fixtures & Equipment -net	341,441	456,288	(114,847)	-25%	0%	0%
Leasehold Improvements-net	12,590	24,212	(11,622)	-48%	0%	0%
	504,061,556	232,897,812	271,163,744	116%	81%	80%
TOTAL ASSETS	621,963,922	291,855,211	330,108,711	113%	100%	100%
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Retention Payable	40,108,653	6,128,569	33,980,084	554%	6%	2%
Accounts Payable	1,138,387	-	1,138,387	0%	0%	0%
Withholding Tax Payable	811,330	517,402	293,928	57%	0%	0%
Other Payables	533,708	32,082	501,626	1564%	0%	0%
Advances from Shareholders	53,011,364	121,331,718	(68,320,354)	-56%	9%	42%
Loans Payable	50,000,000	-	50,000,000	0%	8%	0%
	145,603,442	128,009,771	17,593,671	14%	23%	44%
NON-CURRENT LIABILITIES						
Loans Payable	195,000,000	0	195,000,000	0%	31%	0%
	195,000,000	0	195,000,000	0%	31%	0%
TOTAL LIABILITIES	340,603,442	128,009,771	212,593,671	166%	55%	44%
EQUITY						
Share Capital	193,837,000	178,756,000	15,081,000	8%	31%	61%
Additional paid-in capital	140,972,000	13,920,000	127,052,000	913%	23%	5%
Deficit	(53,448,520)	(28,830,560)	(24,617,960)	85%	-9%	-10%
TOTAL EQUITY	281,360,480	163,845,440	117,515,040	72%	45%	56%
TOTAL LIABILITIES AND EQUITY	621,963,922	291,855,211	330,108,711	113%	100%	100%

Total Assets

Total assets increased from P291.8 million to P621.9million 113% increase from December 31, 2020 to December 31, 2021. The increase was primarily due to an increase in Cash and Property and Equipment because of the bank loans and on-going construction of the hospital, respectively.

Cash and cash equivalents

Cash and cash equivalents increased by P58.9 million (100%), as a result of bank loans granted by the Development Bank of the Philippines (DBP) and advances to contractors.

Receivables

The receivables amounting to P32.2 million as of December 31, 2021, consist mainly of advances to contractors.

Property and equipment

Property and equipment amounted to P504 million as of December 31, 2021, which consists mainly of the land and construction in progress of the hospital building.

Total Liabilities

Total liabilities increased by P212.5 million from December 31, 2021 to December 31, 2020. The increase was primarily due to bank loans from the Development Bank of the Philippines.

Current Liabilities

The increase in current liabilities by P15.5 million was mainly due to the payment of advances from stockholders and loans payable.

Equity

The 72% increase in total equity is due from collections of subscription receivables during the period and the sale of stocks. The Company is still non-operational and most of the expenses incurred are in line with planning and construction.

SUMMARY FINANCIAL INFORMATION

Prospective purchasers of the Offer should read the summary financial data below together with the financial statements, including the notes thereto, included in this Prospectus and “Management's Discussion and Analysis of Results of Operations and Financial Condition”. The summary financial data for the years ended December 31, 2024, 2023, 2022 and 2021 were derived from the financial statements of Asia Pacific Medical Center – Aklan Inc., as audited by Mendoza Querido & Co., and have been prepared in compliance with the Philippine Financial Reporting Standards (“PFRS”).

The summary of financial and operating information of Asia Pacific Medical Center – Aklan Inc. presented below as of the fiscal year ended December 31, 2024 and 2023 were derived from the financial statements of Asia Pacific Medical Center – Aklan Inc.

The information below should be read in conjunction with the financial statements of Asia Pacific Medical Center – Aklan Inc. and the related notes thereto, which are included in Exhibit “G” and “G-1” of this Preliminary Prospectus. The historical financial condition, results of operations and cash flows of Asia Pacific Medical Center – Aklan Inc. are not a guarantee of its future operating and financial performance.

Statements of Comprehensive Income

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.

(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022

(Amounts in Philippine Pesos)

	2024	2023	2022
GROSS REVENUES (Notes 2 and 15)	P780,354,111	P9,623,184	P—
DISCOUNTS AND FREE SERVICES (Note 2)	(111,322,951)	(211,533)	—
NET REVENUES	669,031,160	9,411,651	—
COST OF SERVICES (Notes 2 and 16)	(495,527,057)	(26,911,718)	—
GROSS PROFIT (LOSS)	173,504,103	(17,500,067)	—
GENERAL AND ADMINISTRATIVE EXPENSES (Notes 2 and 17)	(153,760,156)	(119,818,535)	(17,507,127)
OTHER INCOME (Notes 2 and 18)	6,508,831	311,577	74,764
INCOME (LOSS) FROM OPERATIONS	26,252,778	(137,007,025)	(17,432,363)
FINANCE COSTS (Notes 2 and 13)	(27,815,643)	(17,414,705)	—
LOSS BEFORE INCOME TAX	(1,562,865)	(154,421,730)	(17,432,363)
PROVISION FOR INCOME TAX (Notes 2 and 21)	128,502	—	—
NET LOSS	(P1,691,367)	(P154,421,730)	(P17,432,363)
LOSS PER SHARE (Notes 2 and 22)	(P7.86)	(P718.04)	(P81.06)

There was no other comprehensive income during the years ended December 31, 2024, 2023 and 2022.

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.*(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)***STATEMENTS OF FINANCIAL POSITION**

DECEMBER 31, 2024 AND 2023

(Amounts in Philippine Pesos)

	2024	2023
ASSETS		
Current Assets		
Cash (Notes 2, 3 and 4)	P63,113,477	P68,015,190
Receivables (Notes 2, 3, 4 and 5)	92,779,952	2,656,675
Inventories (Notes 2, 3 and 6)	19,089,796	16,608,851
Advances to contractors (Notes 2, 3 and 7)	30,038,406	172,873,123
Prepayments and other current assets (Notes 2, 3 and 8)	14,742,924	72,151,887
Total Current Assets	219,764,555	332,305,726
Noncurrent Assets		
Property and equipment – net (Notes 2, 3 and 9)	1,926,311,050	1,605,514,142
Deposits (Notes 2, 3, 4 and 10)	2,517,314	2,517,314
Total Noncurrent Assets	1,928,828,364	1,608,031,456
TOTAL ASSETS	P2,148,592,919	P1,940,337,182
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 2, 4 and 11)	P148,270,100	P138,755,315
Retention payables (Notes 2, 4 and 12)	50,032,254	58,059,427
Advances from shareholders (Notes 2, 4 and 20)	284,394,349	186,506,357
Loans payable – current portion (Notes 2, 4 and 13)	41,068,815	84,616,725
Total Current Liabilities	523,765,518	467,937,824
Noncurrent Liability		
Loans payable – noncurrent (Notes 2, 4 and 13)	1,400,331,881	1,253,783,971
Total Liabilities	1,924,097,399	1,721,721,795
Equity		
Share capital (Notes 2, 4 and 14)	215,060,000	215,060,000
Additional paid-in capital (Notes 2 and 4)	236,429,500	228,858,000
Deficit (Notes 2 and 4)	(226,993,980)	(225,302,613)
Total Equity	224,495,520	218,615,387
TOTAL LIABILITIES AND EQUITY	P2,148,592,919	P1,940,337,182

See accompanying Notes to Financial Statements.

ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC.*(Formerly Allied Care Experts (ACE) Medical Center - Aklan Inc.)***STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022***(Amounts in Philippine Pesos)*

	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax	(P1,562,865)	(P154,421,730)	(P17,432,363)
Adjustments for:			
Depreciation (Notes 9, 16 and 17)	70,781,763	4,578,615	192,393
Finance costs (Note 13)	27,815,643	17,414,705	—
Interest income (Note 18)	(83,710)	(38,996)	(74,764)
Loss before working capital changes	96,950,831	(132,467,406)	(17,314,734)
Decrease (increase) in:			
Receivables (Note 5)	(90,123,277)	(2,608,675)	—
Inventories (Note 6)	(2,480,945)	(16,608,851)	—
Prepayments and other current assets (Note 8)	4,444,039	(4,541,297)	(64,270)
Increase in accounts and other payables (Note 11)	9,514,785	134,079,217	2,192,673
Net cash generated by (used for) operations	18,305,433	(22,147,012)	(15,186,331)
Interest received	83,710	38,996	74,764
Income tax paid	(4,462,805)	—	—
Interest paid	(38,062,736)	(17,414,705)	—
Net cash used in operating activities	(24,136,398)	(39,522,721)	(15,111,567)
CASH FLOWS FROM INVESTING ACTIVITIES			
Application of (advance) payments to contractors (Note 7)	142,834,717	(63,175,714)	(77,462,758)
Application of (advance) payments to suppliers (Note 8)	67,546,320	(25,585,237)	(41,961,083)
Retention from (release of) payment to contractors (Note 12)	(8,027,173)	20,690,583	(2,739,809)
Payment of deposits (Note 10)	—	(2,517,314)	—
Finance costs capitalized as property and equipment (Notes 9 and 13)	(24,888,457)	(56,634,529)	—
Additions to property and equipment (Note 9)	(366,690,214)	(756,513,386)	(293,075,679)
Net cash used in investing activities	(189,224,807)	(883,735,597)	(415,239,329)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from loans payable (Notes 13 and 23)	150,000,000	894,411,585	390,000,000
Proceeds from (payments of) advances from stockholders (Notes 20 and 23)	97,887,992	149,513,267	(16,018,274)
Proceeds from subscription of share capital (Note 14)	7,571,500	28,640,500	80,468,500
Payments of loans payable (Notes 13 and 23)	(47,000,000)	(141,010,889)	(50,000,000)
Net cash provided by financing activities	208,459,492	931,554,463	404,450,226
NET INCREASE (DECREASE) IN CASH	(4,901,713)	8,296,145	(25,900,670)
CASH AT BEGINNING OF YEAR	68,015,190	59,719,045	85,619,715
CASH AT END OF YEAR	P63,113,477	P68,015,190	P59,719,045

Information on Independent Accountant and other Related Matters

EXTERNAL AUDIT FEES AND SERVICES

39. The External Auditor has rendered (select all that apply):

<input checked="" type="checkbox"/>	audit of the registrant's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years
<input type="checkbox"/>	Other assurance and related services that are reasonable related to the performance of the audit or review of the registrant's financial statements.
<input checked="" type="checkbox"/>	The audit committee has approved the above mentioned services

40. The aggregate fees billed are shown below

Fees approved in connection with the assurance rendered by Querido Diel & Co. pursuant to the regulatory and statutory requirements for the calendar year ended December 31, 2023 amount to Php 280,000.00 inclusive of 12% VAT, December 31, 2022 amount to Php 226,096.64.

Year	December 31, 2024	December 31, 2023	December 31, 2022
Audit Fees	₱720,000.00	₱250,000.00	₱200,000.00
Tax Fees	86,400.00	30,000.00	24,224.64
All Other Fees	-	-	1,872.00

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

41. The Issuer has no disagreement with its external auditor on any matter regarding (select

<input checked="" type="checkbox"/>	Accounting principles or practices
<input checked="" type="checkbox"/>	Financial statement disclosures
<input checked="" type="checkbox"/>	Auditing scope or procedure

all that apply)

42. Describe any material tax consequences to Investors in this Offering:

TAXATION

This is just a summary of the material discussion on the taxation under the National Internal Revenue Code (NIRC), as amended by the TRAIN law, as a consequence of an investment in the Offer Securities. The discussion does not deal with all possible tax consequences relating to an investment in common stocks and does not purport to deal with the tax consequences applicable to all categories, some of which may be subject to special rules.

As a general rule, all incomes derived from the Philippines are subject to income tax laws, except for some instances as specifically provided for by the National Internal Revenue Code and the TRAIN Law. Such income may be subject to a fixed rate or staggered rate as the case may be.

Net capital gains realized from selling of securities other than those traded in the stock exchange is subject to tax of 15% on the net capital gain. An exception of this would be those provisions of tax treaties. Also, value added tax is imposed on every sale or other disposition, in the course of trade or business, of tangible or intangible property based on the gross selling price or gross value in money of the goods or properties sold. If the seller of shares is a dealer of securities, this sale is subject to such value added tax.

Documentary Stamp Tax (DST). Upon the original issuance of Asia Pacific Medical Center-Aklan Inc. shares, DST will be imposed at a rate of P2.00 for every P200 or a fractional part of the par value of the shares to be issued. DST is payable on or before the 5th day of the month following the corporation's acceptance of the stock subscription. The secondary transfer of Asia Pacific Medical Center-Aklan Inc.'s shares is subject to documentary stamp tax at a rate of P1.50 on each P200 or fractional part thereof of the par value of the share transferred.

Tax on Capital Gains on the subsequent sale of the Asia Pacific Medical Center - Aklan Inc. shares is subject to Capital Gains Tax. The law provides that a 15% final tax is imposed upon the net capital gains realized during the taxable year from the sale, barter, exchange or other disposition of shares of stock in a domestic corporation, except shares sold or disposed of through the stock exchange [Sec. 28 (6) (5) (c) NIRC as amended]

Tax on Interest Income. Interest income earned and received by Asia Pacific Medical Center - Aklan Inc. from time deposits on excess cash is subject to a final withholding tax rate of 20% [Sec. 27 (D) (1), NIRC as amended).

Tax on Dividend. The NIRC imposes a final tax of 10% upon the cash and/or property dividends actually or constructively received by the individual from a domestic corporation (Sec. 24 (B) (2)). However, if the recipient of the dividend is a domestic corporation, the dividend received shall not be subject to tax [Sec. 27 (D) (4)].

Value Added Taxes. Sec. 105 of RA 8424 enumerates those liable to the Value Added Tax, they are: (1) those who in the course of trade or business, sells, barters, exchanges, leases goods or properties, renders services; and (2) any person who imports goods

INDEPENDENT AUDITORS AND COUNSELS

INDEPENDENT AUDITORS

Mendoza Querido and Company CPAs (MQC) has been the Independent Auditor of the Company from 2018 until 2022 when its secondary license as a registered issuer of securities has been approved with Mr. Richard S. Querido as the signing partner.

Mendoza, Querido & Co., CPAs was dissolved by resolution of the partners on November 30, 2023. The Company was formally notified of the dissolution on February 21, 2024.

After the dissolution of his old Audit firm, Mendoza, Querido and Co., Mr. Richard S. Querido, the Company's signing partner, established a new audit firm with other partners namely the Querido Diel & Co., CPAs (hereinafter "QDC"). The Company's Board of Directors approved the appointment of QDC in its Special Board Meeting on April 29, 2024 after the company had been informed of the approval of its accreditation on January 25, 2024.

Querido Diel & Co. has neither shareholding in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Hospital. These independent public accountants will not receive any direct or indirect interest in the Hospital and in any securities thereof (including options, warrants, or rights thereto). The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The Audit Committee of the Company, reviews and monitors, among others, the integrity of all financial reports and ensures compliance with both internal financial management manual and pertinent accounting standards, including regulatory requirements

There is no arrangement that experts and independent counsels will receive a direct or indirect interest in the Issuer or was a promoter, underwriter, voting trustee, director, officer, or employee of the Issuer.

LEGAL MATTERS

All legal opinions/matters in connection with the issuance of each Offer will be passed upon by Atty. Ronald Renitz V. Ilas for the Company. Atty. Ilas has no direct interest in the Company.

Atty. Ilas may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that it does not conflict with other services he provides to his other clients.

OTHER MATERIAL FACTORS

Describe any other material factors that will or could affect the Issuer or its business or which are necessary to make any other information in this Statement not misleading or incomplete.