

**COVER SHEET**

SEC Number CS201739437

File Number \_\_\_\_\_

**ASIA-PACIFIC MEDICAL CENTER (APMC)- AKLAN INC.**  
**(Formerly Allied Care Experts Medical Center - Aklan Inc.)**  
(Company's Full Name)

**Judge Martelino Road, Brgy. Andagao, Kalibo, Aklan**  
(Company's Address)

**(+63)9190963082/ (+63)9178146042**  
(Company's Telephone Number)

**SEC FORM 20-IS**  
**DEFINITIVE INFORMATION STATEMENT**  
(FORM TYPE)

SECURITIES AND EXCHANGE  
COMMISSION SEC FORM 20-IS  
INFORMATION STATEMENT PURSUANT TO  
SECTION 20 OF THE SECURITIES REGULATION  
CODE

1. Check the appropriate box:  
[ ] Preliminary Information Statement  
[✓] Definitive Information Statement
2. Name of Registrant as specified in its charter ASIA-PACIFIC MEDICAL CENTER - AKLAN INC. (FORMERLY ALLIED CARE EXPERTS MEDICAL CENTER - AKLAN INC.)
3. AKLAN, PHILIPPINES  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number CS201739437
5. BIR Tax Identification Code 009-900-845-000
6. JUDGE MARTELINO ROAD, BRGY. ANDAGAO, KALIBO, AKLAN, PHILIPPINES 5600  
Address of principal office Postal Code
7. Registrant's telephone number, including area code (+63)9190963082 / (+63)9178146042
8. Date, time and place of the meeting of security holders
- Date: 17 JUNE 2025
  - Time: 9:00 AM VIA REMOTE COMMUNICATION THROUGH ZOOM PLATFORM
  - Place: ASIA PACIFIC MEDICAL CENTER - AKLAN HOSPITAL BUILDING, JUDGE MARTELINO RD., ANDAGAO, KALIBO, AKLAN
  - Online web address for registration for remote communication and voting:  
<http://apmcaklan-asm.com/>
9. Approximate date on which the Information Statement is first to be sent or given to security holders: 26 May 2025
10. Proxy is not solicited.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of 15 May 2025)
Founder	600
Common	214,460
Amount of Debt	P 1,936,816,694.54

12. Are any or all of the registrant's securities listed in a Stock Exchange?

Yes \_\_\_\_\_ No ☒

None of the founder and common shares of the company are listed on the Philippine Stock Exchange

## INFORMATION REQUIRED IN INFORMATION STATEMENT

### A. GENERAL INFORMATION

#### Item 1. Date, time and place of meeting of security holders.

- (a)     Date: 17 June 2025  
          Time: 9:00 AM  
          Place: Asia Pacific Medical Center- Aklan Hospital Building Via Remote Communication through Zoom Platform  
                Complete Mailing Address: Judge Martelino Road, Brgy. Andagao, Kalibo, Aklan  
                5600 Online web address for registration for remote communication and voting: <http://apmcaklan-asm.com/>
- (b)     Approximate date when the Information Statement is first sent out to stockholders of record: 26 May 2025

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

#### Item 2. Dissenters' Right of Appraisal

In accordance with Sec. 80 of the Revised Corporation Code of the Philippines, any stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case of an amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
3. In case of merger and consolidation; and
4. In case of investment of funds for any purpose other than the primary purpose of the corporation.

The procedure for the exercise by a dissenting stockholder of his appraisal right are as follows:

- a. A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- b. The dissenting stockholder shall make a written demand on the Company within 30 days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver on his appraisal right.
- c. If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate (s) of stock within 10 days after demanding payment for his shares, the fair value of the shareholder's shares in the Company as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of a merger, if such be the corporate action involved. Failure by the dissenting shareholder to surrender his shares within said 10- days period shall, at the option of the Company, terminate his appraisal rights.
- d. If within sixty (60) days from the date the corporate action was approved by the stockholders, the dissenting stockholder and the Company cannot agree on the fair value of the shares, it shall be appraised and determined by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company and the third by the two (2) thus chosen.
- e. The findings of a majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.
- f. Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the company.

Based on the foregoing, the Agenda for the 2025 Annual Stockholders' Meeting does not include any item which would entitle the shareholders to the exercise of their right of appraisal.

### **Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

None of the following persons have any substantial interest, direct or indirect in any matter to be acted upon other than election to office:

- i. Directors or officers of the Company at any time since the beginning of the last fiscal year;
- ii. Nominees for election as directors of the Company
- iii. Associate of any of the foregoing persons

No director or nominee for election as director has informed the Company of his opposition to any matter to be acted upon at the Annual Stockholders Meeting.

### **B. CONTROL AND COMPENSATION INFORMATION**

#### **Item 4. Voting Securities and Principal Holders Thereof**

- a) The Company has 215,060 outstanding shares as of 15 May 2025 which is composed of 600 Founder shares and 214,460 common shares. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.
- b) All stockholders of record as of 28 May 2025 are entitled to notice and to vote at the Company's concerned Annual Stockholders' Meeting.
- c) Manner of Voting and Election of Directors (Cumulative Voting)

Pursuant to Article II, Section 7 of the Amended By-laws of the company, the shareholders may exercise the right to vote via remote communication or in Absentia. The requirements and procedure for electronic voting in Absentia and by remote communication is attached in this Information Statement as Annex A.

A stockholder may also vote in the meeting pursuant to Sec. 7, Article II of the By-laws by proxy executed via remote communication by the stockholder through the Chairman who will preside the meeting via remote communication through Zoom Platform.

If the stockholder chooses to vote through proxy, the Company requires the submission of proxy form to the Corporate Secretary no later than 5:00 PM of 10 June 2025 through email at [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com). Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by participation via remote communication provided he had previously registered to participate via remote communication.

The Committee on Inspection of Proxies and Ballots shall convene thru a meeting via remote communication on 14 June 2025 at 7:00 PM. The Committee shall validate the proxies received. Any questions and issues relating to the validity and sufficiency, both as to form and substance of proxies shall only be resolved by the Corporate Secretary at that forum. The decision of the Corporate Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

The Stockholders are entitled to cumulative voting in the election of the Board of Directors, as provided by the Corporation Code.

Each common share of Asia Pacific Medical Center- Aklan Inc. (Formerly Allied Care Experts Medical Center - Aklan Inc.) owned by a shareholder as of 28 May 2025 is entitled to one (1) vote (each, a Voting Share/s) except in the election of directors where one share is entitled to as many votes as there are Directors to be elected. The election of Directors shall be by online ballot and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as Directors, or he may cumulate said shares and give one candidate 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 principle among as many candidates as he may see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. Thus, since there are fifteen (15) directors to be elected, each Voting Share is entitled to fifteen (15) votes. One (1) block of ten (10) common shares would be entitled to 150 votes.

The Shares shall be voted through the online voting portal. Votes will be counted by the Voting Count System integral to the application and canvassed by the Board of Canvassers. The Board of Canvassers shall convene on 7:00 PM at 15 June 2025 for partial canvassing of votes made through the online voting portal.

d) Security Ownership of Certain Record and Beneficial Owners and Management

**1. Security Ownership of Certain Record and Beneficial Owners**

Dr. Simeon A. Arce Jr. with spouse Maribel Arce., Brandt Luke Q. Biron and Regina Buenaflor with spouse Patrick Buenaflor are the only record and/or beneficial owners of more than 5% of any class of registrant's voting securities as of **15 May 2025**.

Class	Name/ Address of Record Owner	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Shares Held	% to Total Outstanding Shares
Common Founder	Arce, Simeon Jr. A. / Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan	Arce, Simeon Jr. A. / Record Owner is also Beneficial Owner	Filipino	6,780 20	25.30%
Common Founder	Arce, Simeon A. / Colleague	Trustors: Romeo A. Abayon/147 0 New Buswang, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Ma. Ester L. Alfaro/Nalook, Kalibo, Aklan	Filipino	6,780 20	
Common Founder	Arce, Simeon A. / Colleague	Johnna G. De Jose/0918 Vizcarra Subdivision Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Marymil B. Dignadice/060 Tigayon, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Roel A. Escanillas/Andagao, Centro, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Edmundo B. Fernandez, Jr. /Rosal St., Phase II, Alta Tierra Village, Jaro, Iloilo City	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Josefa Roberta A. Magallanes/ 1141 New Buswang, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague				

Common Founder	Arce, Simeon A. / Colleague	Harriet A. Navarro/11 80 A New Buswang, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Ester F. Palma/27 Magdalena Village, New Buswang, Kalibo, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Pauleen M. Sazon/Mari anos,Numancia, Aklan	Filipino	3,390 10	
Common Founder	Arce, Simeon A. / Colleague	Peter Myron Jun O. Torres/Vizcarra Subd., Kalibo, Aklan	Filipino	3,390 10	
<b>TOTAL Common Founder</b>				47,460 140	
Common Founder	Arce, Maribel J. / 1021 Arce Compound, Roxas Ave. Ext., Andagao, Kalibo, Aklan	Arce, Maribel J. / Record Owner is also Beneficial Owner	Filipino	6,780 20	
Common Founder	Biron, Brandt Luke Q. / 82 Firefly cor. Butterfly St., Valle Verde VI, Pasig City	Biron, Brandt Luke Q. / Record Owner is also Beneficial Owner	Filipino	15,390 10	7.16%
Common Founder	Buenaflor, Regina R. / Sitio San Antonio, Mangan, Banga, Aklan	Buenaflor, Regina R. / Record Owner is also Beneficial Owner	Filipino	6,780 20	7.90%
Common Founder	Buenaflor, Patrick Dexter M. / Sitio San Antonio, Mangan, Banga, Aklan	Buenaflor, Patrick Dexter M. / Record Owner is also Beneficial Owner	Filipino	10,170 30	

The following founders are the top 20 stockholders of record and/or beneficial owners as of 15 May 2025:

Class	Name/ Address of Record Owner	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Shares Held	(%) Total Outstanding Shares
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Common Founder	Arce, Simeon Jr. A./ Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan	Arce, Simeon A./ Record Owner is also Beneficial Owner  Trustors:	Filipino	6,780  20	22.13%
Common Founder	Arce, Simeon A./ Colleague	Romeo A. Abayon/147 0 New Buswang, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Ma. Ester L. Alfaro/Nalook, Kalibo, Aklan	Filipino	6,780  20	
Common Founder	Arce, Simeon A./ Colleague	Johnna G. De Jose/0918 Vizcarra Subdivision Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Marymil B. Dignadice/060 Tigayon, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Roel A. Escanillas/Andagao, Centro, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Edmundo B. Fernandez, Jr. /Rosal St., Phase II, Alta Tierra Village, Jaro, Iloilo City	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Josefa Roberta A. Magallanes/ 1141 New Buswang, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Harriet A. Navarro/11 80 A New Buswang, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Ester F. Palma/27 Magdalena Village, New Buswang, Kalibo, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Pauleen M. Sazon/Mari anos,Numancia, Aklan	Filipino	3,390  10	
Common Founder	Arce, Simeon A./ Colleague	Peter Myron Jun O. Torres/Vizcarra Subd., Kalibo, Aklan	Filipino	3,390  10	

TOTAL Common Founder				47,460 140	
Common Founder	Biron, Brandt Luke Q./ Unit 4403, Trump Tower, Century City, Kalayaan Avenue, Makati City	Biron, Brandt Luke Q./ Record Owner is also Beneficial Owner	Filipino	15,390 10	7.16%
Common Founder	Biron, Ferjenel G./ 82 Firefly cor. Butterfly St., Valle Verde VI, Pasig City	Biron, Ferjenel G./ Record Owner is also Beneficial Owner	Filipino	10,120 80	4.74%
Common Founder	Buenaflor, Patrick Dexter M./ Sitio San Antonio, Mangan, Banga, Aklan	Buenaflor, Patrick Dexter M./ Record Owner is also Beneficial Owner	Filipino	10,170 30	4.74%
Common Founder	Perez, Claire B./0248 Acevedo St., Kalibo, Aklan	Perez, Claire B./ Record Owner is also Beneficial Owner	Filipino	10,170 30	4.74%
Common Founder	Arce, Maribel J./ Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan	Arce, Maribel J./ Record Owner is also Beneficial Owner	Filipino	6,780 20	3.16%
Common Founder	Buenaflor, Regina R./Sitio San Antonio, Mangan, Banga, Aklan	Buenaflor, Regina R./ Record Owner is also Beneficial Owner	Filipino	6,780 20	3.16%
Common Founder	Daulo-Lavilla, Meride/Lot 11 Block 6 Phase I, Pasacao St., Puerto Real Subd., Lapaz, Iloilo City	Daulo-Lavilla, Meride/ Record Owner is also Beneficial Owner	Filipino	6,790 10	3.16%
Common Founder	Isidro, Jessore I./#33 Maple Road Mckinley Hill Village, Taguig NCR Fourth District	Isidro, Jessore I./Record Owner is also Beneficial Owner	Filipino	6,780 20	3.16%
Common Founder	Biron, Braeden John Q./ Ilaya 2 <sup>nd</sup> , Dumangas, Iloilo	Biron, Braeden John Q./ Record Owner is also Beneficial Owner	Filipino	4,190 10	1.95%



Common Founder	Biron, Bryant Paul Q./ Biron Residence, J.T. Bretana St., Ilaya, Poblacion, Barotac Nuevo, Iloilo	Biron, Bryant Paul Q./ Record Owner is also Beneficial Owner	Filipino	4,190 10	1.95%
Common Founder	Abril, Joanne B./ 731 Pook Interior, Kalibo, Aklan	Abril, Joanne B./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Ardeña, Gregory Joseph Ryan A./ #78 Villa Ester Subd., New Buswang, Kalibo, Aklan	Ardeña, Gregory Joseph Ryan A./Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Quintana-Bartolome, Delphine Joanne C./299 J. Isberto Rd., Tigayon, Kalibo, Aklan	Quintana-Bartolome, Delphine Joanne C./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Conanan-Morato, Marsha Lourdes P./Hacienda Caridad Subdivision, Tigayon, Kalibo, Aklan	Conanan-Morato, Marsha Lourdes P./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Dignadice, Marymil B./ 060 Tigayon, Kalibo, Aklan	Dignadice, Marymil B./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Debuque, Eileen May B./Osmeña Avenue, Tigayon, Kalibo, Aklan	Debuque, Eileen May B./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Francisco, Nikki James C./ #214 Querico Romero Rd. Linabuan Norte, Kalibo, Aklan	Francisco, Nikki James C./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Icamina, Mary Karen Veronica R./ Archbishop Reyes St. Kalibo, Aklan	Icamina, Mary Karen Veronica R./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%
Common Founder	Torres, Peter Myron Jun O./Vizcarra Subd., Kalibo, Aklan	Torres, Peter Myron Jun O./ Record Owner is also Beneficial Owner	Filipino	3,390 10	1.58%

## 2. Security Ownership of Management

The following are each class of equity securities of the registrant beneficially owned by individual directors, executive officers and nominees as of **15 May 2025**.

### DIRECTORS, EXECUTIVE OFFICERS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Arce, Simeon A. Jr. / President/CEO	6,800,000	6,800,000	Filipino	6.32%
Common Founder	Perez, Claire B. / Vice President/COO	10,200,000	NONE	Filipino	4.74%
Common Founder	Daulo-Lavilla, Meride/Vice President for Internal Audit	6,800,000	NONE	Filipino	3.16%
Common Founder	Francisco, Nikki James C. / Corporate Secretary	3,400,000	NONE	Filipino	1.58%
Common Founder	Abril, Joanne B. / Corporate Treasurer	3,400,000	NONE	Filipino	1.58%
Common Founder	Buenaflor, Regina R. A. / Asst. Vice President for Procurement Services	3,400,000	NONE	Filipino	1.58%

### DIRECTORS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Biron, Ferjenel G.	10,200	NONE	FILIPINO	4.74%
Common Founder	Ardeña, Gregory Joseph Ryan A.	3,400	NONE	FILIPINO	1.58%
Common Founder	Conanan-Morato, Marsha Lourdes P.	3,400	NONE	FILIPINO	1.58%
Common Founder	Debuque, Eileen May B.	3,400	NONE	FILIPINO	1.58%
Common Founder	Quimpo, Raymundo R.	3,400	NONE	FILIPINO	1.58%
Common Founder	Regozo, Danilo C.	3,400	NONE	FILIPINO	1.58%

**NOMINEES**

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Barrameda, Romulo Jr. S.	3,400		Filipino	1.58%
Common Founder	Bolivar, Uriel G.	10		Filipino	0.005%
Common Founder	Sazon, Cedric M.	10	3,400	Filipino	0.005%

Except for Dr. Simeon A. Arce Jr. owning 25.30%, Dr. Regina R. Buenaflor owning 7.90%, Dr. Ferjenel G. Biron owning 4.74%, Dr. Claire B. Perez owning 4.74%, and Dr. Meride Daulo-Lavilla owning 3.16%; none of the company's directors and management owns directly or indirectly 2.0% or more of the outstanding capital stock of the Company.

**VOTING TRUST HOLDERS OF 5.0% OR MORE**

On May 19, 2023 the following investors have entered into a Voting Trust Agreement in favor of Simeon A. Arce, Jr. with address at 1021 Arce Compound, Roxas Ave., Ext. Kalibo, Aklan for a period of Three (3) years increasing his voting shares from 3.16% to 22.13 % of the total voting stock. The Securities of Exchange Commission issued a Certificate of Filing of Voting Trust Agreement last January 19, 2024.

Title of Securities	Amount of Securities Under Trust or Agreement	Duration of the Agreement	Name and Address of Voting Trustee	Outline of Voting Rights	Trustor
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Romeo A. Abayon
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 6,780	PhP 6,780,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Ma. Ester L. Alfaro
Founder - 20	Php 20,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Johnna G. De Jose
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Marymil B. Dignadice
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Roel A. Escanillas
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		

Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Edmundo B. Fernandez Jr.
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Josefa Roberta A. Magallanes
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Harriet R. Navarro
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Ester F. Palma
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Pauleen M. Sazon
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Common - 3,390	PhP 3,390,000.00	Three years	Simeon A. Arce, Jr.	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	Peter Myron Jun O. Torres
Founder - 10	Php 10,000.00		Address: Arce Compound, 1021 Roxas Ave. Ext., Andagao, Kalibo, Aklan		
Total 40,800 shares					

The following are some of the rights granted to the trustees under the abovementioned Voting Trust Agreement in addition to the right mentioned in the table: Right to vote the shares, right to be indemnified out of the dividends coming into their hands for all costs, changes, expenses, and other liabilities properly incurred by him in the exercise of any power conferred upon him, right to purchase the shares covered by the trust certificate at the book value of the stock represented by such certificates at the time of such purchase in case of sale of beneficial ownership and in the event of any trustee dying, resigning, refusing, or becoming unable to act, the surviving or other Trustee, if any, shall appoint a trustee or trustees to fill the vacancy or vacancies, and any person so appointed shall thereupon be vested with all the duties, powers, and authority of a trustee as if originally named in the VTA.

## **CHANGES IN CONTROL**

The abovementioned Voting Trust Agreement made Dr. Simeon Arce Jr. obtain substantial voting control for 54,400 shares representing 25.30% of the outstanding capital stock for three years.

### **Item 5. Directors and Executive Officers**

1. The following are the names, positions, ages, citizenship and periods of service of the incumbent directors/ and independent directors of the Company.

Name	Position	Age	Citizenship	Period during which individual has served as such
Biron, Ferjenel G.	Director/ Chairman	60	Filipino	2017 to present
Debuque, Eileen May B.	Director / Vice-Chairman	57	Filipino	2017 to present
Arce, Simeon A., Jr.	Director / President/CEO	62	Filipino	2017 to present
Perez, Claire B.	Director / Vice-President/COO	53	Filipino	2017 to present
Francisco, Nikki James C.	Director / Corporate Secretary	40	Filipino	2021 to present
Abril, Joanne B.	Director / Corporate Treasurer/Asst. Medical Director	45	Filipino	2019 to present
Buenaflor, Regina R.	Director/ Asst. Vice President for Procurement Services	45	Filipino	2021 to present
Daulo-Lavilla, Meride	Director/Vice President for Internal Audit	62	Filipino	2017 to present
Ardena, Gregory Joseph Ryan A.	Director	49	Filipino	2019 to present
Conanan-Morato, Marsha Lourdes P.	Director	42	Filipino	2017 to present
Quimpo, Raymundo R.	Director	51	Filipino	2019 to present
Regozo, Danilo C.	Director	62	Filipino	2017 to present
Comuelo, Jerusha A.	Independent Director	57	Filipino	2024 to present
Quindor, Darcy A.	Independent Director	47	Filipino	2020 to present
Quintana-Bartolome, Delphine Joanne C.	Independent Director	43	Filipino	2021 to present

2. The following are the names, ages, citizenship and periods of service of the persons nominated to become directors/ independent directors of the Company. They constitute the Final List of Candidates approved by the 2024 Board of Directors after evaluation and upon presentation by the Nominations and Election Committee (which is composed of Dr. Darcy A. Quindor, Dr. Delphine Joanne Quintana-Bartolome and Dr. Nikki James C. Francisco as members), for the ensuing year and have accepted their nomination:

Name	Age	Citizenship	Period during which individual has served as such
<b>REGULAR DIRECTORS</b>			
1. Abril, Joanne B.	45	Filipino	2019 to present
2. Ardena, Gregory Joseph Ryan A.	49	Filipino	2019 to present
3. Arce, Simeon A. Jr.	62	Filipino	2017 to present
4. Biron, Ferjenel G.	60	Filipino	2017 to present
5. Buenaflor, Regina R.	45	Filipino	2021 to present
6. Conanan-Morato, Marsha Lourdes P.	42	Filipino	2017 to present
7. Daulo-Lavilla, Meride	62	Filipino	2017 to present
8. Debuque, Eileen May B.	57	Filipino	2017 to present
9. Francisco, Nikki James C.	40	Filipino	2021 to present
10. Perez, Claire B.	53	Filipino	2017 to present
11. Quimpo, Raymundo R.	51	Filipino	2019 to present
12. Regozo, Danilo C.	62	Filipino	2017 to present
<b>INDEPENDENT DIRECTORS</b>			
1. Barrameda, Romulo Jr. S.	54	Filipino	
2. Bolivar, Uriel G.	25	Filipino	
3. Sazon, Cedric M.	57	Filipino	

The nominees were formally nominated by the shareholders of the Company as shown in the attached Final List of Candidates attached as Annex C. Romulo S. Barrameda, Jr., Uriel G. Bolivar and Cedric M. Sazon are nominated as independent directors. Joanne B. Abril, Ferjenel G. Biron, Simeon A. Arce, Jr., Regina R. Buenaflor, Danilo C. Regozo, Gregory Joseph Ryan A. Ardeña, Marsha Lourdes P. Conanan-Morato, Eileen May B. Debuque, Nikki James C. Francisco, Meride Daulo-Lavilla, Raymundo R. Quimpo and Claire B. Perez are incumbent directors of the company. None of the nominators are related to any of the nominees for independent directors. The Nominations and Election Committee evaluated the qualifications of the nominees and prepared the Final List of Candidates in accordance with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and the By-Laws of the Company.

Only nominees whose names appear in the Final List of Candidates are eligible for election as directors. No nominations will be entertained or allowed on the floor during the Annual Stockholders' Meeting.

**3. The following are the names, ages, citizenship of the Company's executive officers in addition to its executive officers and directors listed above as of 15 May 2025.**

Name	Position	Age	Citizenship	Period during which individual has served as such
Angela Nadine Reyes	Chief Accounting Officer	24	Filipino	2025
Bonnie Vee S. Dela Torre	Chief Finance Officer	38	Filipino	30 June 2023 to December 2023; February 2024-present
Eileen May Debuque	Chief of Clinics	57	Filipino	2024 to present
Mary Karen Veronica R. Icamina	Medical Director	47	Filipino	01 September 2024 - present
May U. Ignacio	Data Protection Officer/ Vice President for Patients Support Services or Administrative Officer	52	Filipino	4 July 2021 to present
Amado M. Lavalle, Jr.	Vice President for Procurement Services	62	Filipino	2024 to present
Agnes Jean M. Villaflor	Vice President for Finance	60	Filipino	2024 to present
Maylene B. Villanueva	Compliance Officer	43	Filipino	4 July 2021 to present

The Business Profile of the incumbent directors and officers are attached hereto as Annex B while the profile of the nominees for directors for election at the Annual Stockholders' Meeting is set forth in Annex C1. The qualification and permission for directors and employees in government service are hereto attached as Annexes C2 and C3. The certifications on the qualifications of independent directors are attached hereto as Annex D to D2.



## TERM OF OFFICE

Article III Section 2 of the Company's By-Laws provides:

Section 2 - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

The Board has established committees to assist in exercising its authority in monitoring the performance of the business of the Company. The committees, as detailed below, provide specific and focused means for the Board to address relevant issues including those related to corporate governance.

## COMMITTEES

NAME	AUDIT COMMITTEE	REMUNERATION & COMPENSATION COMMITTEE	NOMINATION S AND ELECTION COMMITTEE	CORPORATE GOVERNANCE COMMITTEE	BOARD OF CANVASSERS	INSPECTION OF BALLOTS AND PROXY
Abril, Joanne B.						
Alfaro, Ma. Ester L.					CHAIRMAN	CHAIRMAN
Ardena, Gregory Joseph Ryan A.	MEMBER					
Arce, Simeon A., Jr.						
Biron, Ferjenel G.						
Buenaflor, Regina R.						
Comuelo, Jerusha A.	MEMBER	MEMBER		CHAIRMAN		
Conanan-Morato, Marsha Lourdes P.				MEMBER		
DaULO-Lavilla, Meride						
De Jose, Johnna G.						MEMBER
Debuque, Eileen May B.						
Escanillas, Roel A.					MEMBER	
Francisco, Nikki James C.			MEMBER			
Navarro, Harriet R.						MEMBER
Palma, Ester F.					MEMBER	
Perez, Claire B.						
Quimpo, Raymundo R.						
Quindor, Darcy A.		CHAIRMAN	CHAIRMAN	MEMBER		

Quintana-Bartolome, Delphine Joanne C.	CHAIRMAN		MEMBER			
Regozo, Danilo C.		MEMBER				

#### **DIRECTORSHIP IN REPORTING COMPANIES**

The following are the Directorships in other reporting companies of the incumbent Directors and nominees:

DIRECTORS/NOMINEES	REPORTING COMPANIES
1. Biron, Ferjenel G.	Allied Care Experts Medical Center - GENSAN Inc. Asia-Pacific Medical Center - Bacolod Inc. Asia-Pacific Medical Center - Iloilo Inc. Allied Care Experts Medical Center - Butuan Inc. Allied Care Experts Medical Center - Cagayan De Oro Inc.
2. Debuque, Eileen May B.	NONE
3. Arce, Simeon A. Jr.	NONE
4. Lavilla, Meride D.	Allied Care Experts Medical Center - Cagayan De Oro Inc. Asia-Pacific Medical Center - Iloilo Inc. Asia-Pacific Medical Center - Bacolod Inc.
5. Conanan-Morato, Marsha Lourdes P.	NONE
6. Francisco, Nikki James C.	NONE
7. Abril, Joanne B.	NONE
8. Perez, Claire B.	NONE
9. Ardeña, Gregory Joseph Ryan A.	NONE
10. Buenaflor, Regina R.	NONE
11. Quimpo, Raymundo R.	NONE
12. Regozo, Danilo C.	Asia-Pacific Medical Center - Iloilo Inc. Asia-Pacific Medical Center - Bacolod Inc.
INDEPENDENT DIRECTORS	
1. Jerusha A. Comuelo	Asia-Pacific Medical Center - Iloilo Inc. Asia-Pacific Medical Center - Bacolod Inc.
2. Quindor, Darcy A.	NONE
3. Quintana-Bartolome, Delphine Joanne C.	NONE
NOMINEES	
1. Barrameda, Romulo Jr. S.	Asia-Pacific Medical Center - Iloilo Inc.
2. Bolivar, Uriel G.	NONE
3. Cedric M. Sazon	NONE

## **SIGNIFICANT EMPLOYEES**

The company does not believe that its business is dependent on the services of any particular employee who is not an executive officer.

## **FAMILY RELATIONSHIPS**

There are no family relationships either by consanguinity or affinity up to the fourth civil degree between and among directors and executive officers, persons nominated or chosen by the Company to become Directors or executive officers, any security holder of certain record, beneficial owner or management.

## **INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS**

None of the Directors or Executive Officers or persons nominated is involved in any material pending legal proceedings in any court or administrative agency of the government, bankruptcy petition, convicted by final judgment in a criminal proceeding or being subject to a pending criminal proceeding, both domestic and foreign, has been subject to any order, judgment or decree of any court of competent jurisdiction (domestic or foreign) permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities or found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation.

APMC-AI is not a party to, and its properties are not the subject of, any material pending legal proceeding that could be expected to have a material adverse effect on the APMC-AI's financial performance.

## **RESIGNATION OF DIRECTORS**

The three independent directors namely Dr. Darcy A. Quindor, Dr. Delphine Joanne Quintana-Bartolome and Dr. Jerusha A. Comuelo, declined nomination for re-election because of their intention to practice in the APMC-Aklan. None of them resigned due to any disagreement with the company related to its operation, policies and practices.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

In the normal course of business, the Company transacts with companies/individuals, which are considered related parties. (Note 20, page 35 of the 2024 Audited Financial Statements)

### **i. Advances from shareholders**

Advances from shareholders are payable upon demand. The advances were utilized to finance the construction of the hospital building, which is now nearly complete. However, the Company is currently in the process of recovering from the substantial expenditures incurred during construction; thus, settlement of the advances is not yet a priority for the Company. As of December 31, 2024, the total amount of advances from shareholders amounted to P284,394,349.00.

Advances to Officers, Directors, and Shareholders	Total Amount (Php) 284,394,349.00
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ii. Loans Payable to Related Party

Short-term loans payable from a company Aklan Zion Ventures Inc. as of December 31, 2023 amounting to P10,000,000 remains outstanding as of December 31, 2024, payable after one month from execution of the loan agreement and bearing an interest of 8.5% per annum. The loan proceeds was used to finance the construction of the hospital building and pay-off advances used as bridge financing to construction.

iii. Advances to related parties

The Company does not have any receivable from stockholders as of December 31, 2024.

iv. Rent

The lease contract for the temporary office space provided by the President of APMC-Aklan Inc., amounting to ₱24,000.00 per month, was terminated in October 2023. As such, there are no ongoing lease agreements with the President as of 2024.

v. Key Management Personnel Compensation

The Compensation of the key management personnel of the Company consists only of salaries of Executive Officers and per diems of directors amounting to P10,305,625 in 2024 and P8,767,480 in 2023.

**Item 6. Compensation of Directors and Executive Officers**

**A. Summary of Compensation of Executive Officers**

**SUMMARY COMPENSATION TABLE**

**ANNUAL COMPENSATION**

( a ) Name of Officer and Principal Position	( b ) Year	( c ) Salary*	( d ) Bonus	( e ) Other compensation (professional fees, per diem and other allowances)**
President, Vice President/COO, Corporate Secretary, Treasurer	2025	4,260,000.00	355, 000.00	480,000.00
All other Officers		4,380,000.00	470, 000.00	1,800,000.00
President, Vice President/COO, Corporate Secretary, Treasurer	2024	3,144,374.95	180,000.00	450,000.00
All other Officers		3,799,250.00	210,000.00	2,912,000.00
President, Chief Accounting Officer, Corporate Secretary, Treasurer	2023	1,620,000.00	135,000	360,000.00
All other Officers		2,400,000.00	235,000.00	170,000.00
Chairman, President, Chief Accounting Officer, Corporate Secretary, Treasurer	2022	1,860,000.00	155,000.00	360,000.00
All other Officers		3,020,000.00	235,000.00	170,000.00

## B. Compensation of Directors

### 1. Standard Arrangements

During its May 2, 2024 meeting, the BOD approved the following monthly salaries and per diem of its Directors and Executive Officers, of which has retroactive effect starting January 2024:

#### Position

Chairman	One Hundred Thousand Pesos (Php 100,000.00) per diem
President	One Hundred Thousand Pesos (Php 100,000.00) per month
Vice Chairman	Thirty Thousand Pesos (Php 30,000.00) per diem
Executive Vice President/ Chief Operating Officer	Seventy Thousand Pesos (Php 70,000.00) per month
Corporate Secretary	Thirty-Five Thousand Pesos (Php 35,000.00) per month
Assistant Corporate Secretary	Twenty-Five Thousand Pesos (Php 25,000.00) per month
Corporate Treasurer	Thirty-Five Thousand Pesos (Php 35,000.00) per month
Assistant Corporate Treasurer	Twenty-Five Thousand Pesos (Php 25,000.00) per month
Medical Director	Sixty Thousand Pesos (Php 60,000.00) per month
Chief of Clinics	Forty Five Thousand Pesos (Php 45,000.00) per month
Administrative Officer	Forty Five Thousand Pesos (Php 45,000.00) per month
Compliance Officer	Thirty-Five Thousand Pesos (Php 35,000.00) per month
VP for Patient Services	Twenty Thousand Pesos (Php 20,000.00) per month
VP for Finance	Twenty Thousand Pesos (Php 20,000.00) per month
VP for Procurement	Twenty Thousand Pesos (Php 20,000.00) per month
VP for Audit	Twenty Thousand Pesos (Php 20,000.00) per month
Clinical Department Heads	Ten Thousand Pesos (Php 10,000.00) per month

In addition, the Board of Directors will be accorded a per diem of Php 10,000.00 for every regular and special board meeting and Php 10,000.00 per construction meeting. However, the construction is in full swing and resources were reserved for this.

### 2. Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated or is to be compensated in 2024 for any service provided as a director other than a reasonable per diem as previously approved by the Board.

## C. EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENT

The Company did not enter into any employment contract with any of its executive officers with terms and conditions other than those normally provided by law. Neither did the company enter into any compensatory plan or arrangement, including payments to be received by any executive officer from the company if the plan or arrangement results or will result to the resignation, retirement or any other termination of such executive officer's employment with the Company and its subsidiaries or a change in control of the Company or change in the executive officer's responsibilities following a change of control where the amount involved, including all periodic payments or installments will exceed Two Million Five Hundred Thousand Pesos (Php 2,500,000.00).

### 1. Warrants or Options held by Directors and/or Officers; Repricing

The Company has not awarded any warrants or options to any person hence there is no repricing.

## Item 7. Independent Public Accountants

- a. The auditing firm of Querido Diel & Co., CPAs is being recommended for election as external auditor for the current year upon the recommendation of the Audit Committee, namely, Delphine Joanne C. Quintana-Bartolome as its Chairman, and Gregory Joseph Ryan A. Ardeña and Jerusha A. Comuelo as its members, for a fee of P360,000.00. Its profile is attached to this Information Statement as Annex E1.
- b. Querido Diel & Co., CPAs represented by its engagement partner, Mr. Richard Querido is the external auditor of the company for the most recently completed year 2024. Pursuant to the rule Revised SRC Rule 68 (3) (B) (ix) of the Amended Implementing Rules and Regulations of the Securities and Regulation Code (SRC) (re: rotation of external auditors) the Company has not engaged Mr. Richard Querido for more than seven (7) years. He had started as a signing Partner in the year 2019 and will be on his seventh year with the Company in 2025. Another partner will be assigned to the Company by his firm in 2026.
- c. Representatives of the said firm are expected to be present at the annual stockholders' meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions. In 2024, the Company's auditors did not perform any substantial non-audit services for the Company.
- d. Changes in and disagreements with accountants on accounting and financial disclosure

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.

There were no disagreements with Mendoza, Querido & Co., CPAs for years 2022, 2021, and 2020 on any matter relating to accounting principles or practices, disclosure of financial statements, auditing scope, and procedures. The same could be said of Querido, Diel & Co, CPAs for 2024 and 2023.

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.

- e. Audit and Audit Related Fees

The 2024 Audited Financial Statements of the Company with the External Auditors' PTR, Name of the Certifying partner and Address and Statement of Manager's Responsibility are attached hereto as Annex E2.

### **THE AGGREGATE FEES BILLED ARE SHOWN BELOW:**

Fees approved in connection with the assurance rendered by Querido Diel & Co. for 2024 and 2023 in accordance with statutory and regulatory requirements total P 806,400 for the years ended December 31, 2024, and P 336,000 inclusive of 12% VAT for the years ended December 31, 2023.

Year	2024	2023	2022
Audit Fees	806,400	336,000	341,549.60
Tax Fees		0	0
All Other fees		0	0

There are no tax and other services rendered by Querido Diel and Co. for 2023 and 2024.

**Item 8. Compensation Plans**

No action is to be taken in this meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

**Item 9. Authorization or Issuance of Securities**

No action is to be taken with respect to the authorization or issuance of any securities other than what is currently being offered over-the-counter.

**Item 10. Modification or Exchange of Securities**

No action is to be taken with respect to the modification of any class of securities of the registrant or the issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

**Item 11. Financial and Other Information**

As previously stated, no action is to be taken with any matter specified in Items 9 & 10.

**Item 12. Merger, Consolidation, Acquisition and Similar Matters**

No action is to be taken with respect to any transaction involving the following:

- 1) the merger or consolidation of the company into or with any person or of any other person into or with the company;
- 2) the acquisition by the company or any of its security holders of securities of another person;
- 3) the acquisition by the registrant of any other going business or of the assets thereof;
- 4) the sale or other transfer of all or any substantial part of the assets of the company;
- 5) the liquidation or dissolution of the company;

**Item 13. Acquisition/Disposition of Property**

No action is to be taken with respect to an acquisition or disposition of any property by the company.

**Item 14. Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the company.

**D. OTHER MATTERS****Item 15. Action with Respect to Reports**

The following are the acts to be submitted for approval during the stockholders' meeting

- a) Minutes of the Annual Meeting of Stockholders held on 14 June 2024 (Annex F)

The approval or disapproval of the above Minutes will refer only to the correctness of the Minutes and will not constitute an approval/disapproval of the matters stated in the Minutes.

- b) Annual Report including the Chairman's Message and 2024 Audited Financial Reports

While the Annual Report which includes the Management Report as of 31 December 2024 (Annex G) shall only be noted, the 2024 Audited Financial Report shall be approved by the stockholders attending the meeting.

**Item 16. Matters Not Required to be Submitted**

The Update on the Construction of the Hospital (see Annex H) will not require the approval of the stockholders as it is a mere presentation. However, the same shall be noted by the attendees as a confirmation/ acknowledgment that they have been properly notified. A negative vote on the matter by



the security holders will not have any effect on business hence the same will also be noted and the reason for such.

**Item 17. Amendment of Charter, Bylaws or Other Documents**

The Board of Directors of Asia Pacific Medical Center (APMC) - Aklan Inc. in its regular Board Meeting held on 29 December 2024, with the required quorum present, unanimously approved the amendment to the Corporation’s By-Laws, specifically to amend Article II, Sections 3, 6, and 7, and Article III, Section 6.

A. Article II Section 3 (Change of Place of Meeting);

From	To	Reason and General Effect of the Amendment
Place of Meeting- Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.	<p>Place of Meeting- Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.</p> <p>When the meeting is conducted through tele/video conferencing, the presiding officer shall call and preside the stockholders' meeting, whether regular or special, at the principal of the corporation or if not practicable, in the city or municipality where the principal office of the Corporation is located.</p>	The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No.6 series of 2020 to provide clarity on the procedure.

B. Article II Section 6 (Change of Conduct of Meeting of stockholders);

From	To	Reason and General Effect of the Amendment
<p>Conduct of Meeting- Meeting of the Stockholders shall be presided over by the Chairman or, in his absence, by the President. The secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.</p> <p>Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as video conferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. However, directors cannot attend or vote by proxy at board meetings.</p> <p>If a director intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.</p> <p>The Board shall adopt internal procedures for the conduct of board meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues.</p>	<p>Conduct of Meeting- Meeting of the Stockholders shall be presided over by the Chairman or, in his absence, by the President. The secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.</p> <p><b>The meeting may be conducted through tele/video conferencing.</b></p> <p><b>Stockholders</b> who cannot physically attend or vote at board meetings can participate and vote through remote communication such as video conferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.</p> <p>If a <b>stockholder</b> intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.</p> <p>The Board shall adopt internal procedures for the conduct of <b>stockholders'</b> meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues.</p>	<p>The amendment is being made to rectify oversight in mentioning director instead of stockholder and harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No.6 series of 2020 to provide clarity on the procedure.</p>

C. Article II Section 7 ( Change of Manner of Voting); and

From	To	Reason and General Effect of the Amendment
<p>Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in- fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the secretary.</p> <p>All proxies must be in the hands of the Secretary not later than seven (7) days before the scheduled meeting. Based in the scheduled stockholders' meeting, the deadline of submission is on the FIRST SATURDAY OF APRIL on or before 5:00 p.m. Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.</p> <p>Online voting shall be allowed when meetings are held via remote communication.</p>	<p>Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or <b>in absentia</b> or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the secretary.</p> <p>All proxies must be in the hands of the Secretary not later than seven (7) days before the scheduled meeting. Based in the scheduled stockholders' meeting, the deadline of submission is on the <b>THIRD SATURDAY OF JUNE</b> on or before 5:00 p.m. Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No.6 series of 2020 and to align the provision with Section 1 of Article II providing clarity on the procedure.</p>

D. Article III Section 6 ( Change of Conduct of Meeting of the Board of Directors).

From	To	Reason and General Effect of the Amendment
<p>Conduct of the Meeting- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in the office and present and acting, by any other director chosen by the Board. The Secretary of every meeting shall be the Secretary. But if neither the Secretary nor an Assistant is present, the Chairman of the meeting shall appoint a Secretary of meeting.</p>	<p>Conduct of the Meeting- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in the office and present and acting, by any other director chosen by the Board. The Secretary of every meeting shall be the Secretary. But if neither the Secretary nor an Assistant is present, the Chairman of the meeting shall appoint a Secretary of meeting.</p> <p>The meeting may also be conducted through remote communication such as video conferencing, teleconferencing or other alternative modes of communication that allow directors reasonable opportunities to participate. However, directors cannot attend or vote by proxy.</p> <p>A Director who intends to participate in a meeting through remote communication shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.</p> <p>The Board shall adopt internal procedures for the conduct of board meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues.</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No.6 series of 2020 and to provide clarity on the procedure.</p>

## Item 18. Other Proposed Action

- A. Ratification of the Acts and Resolutions of the Board of Directors and Management from date following the last Annual Stockholders' Meeting to the present including, but not limited to the following:
1. Approval of the enrollment of Landbank accounts in their WeAccess to utilize the existing accounts with Landbank of the Philippines as per philhealth advisory in their auto credit payment scheme with 1 account for account for hospital charges and another for professional fees.
  2. Appointment of Dr. Simeon A. Arce, President as the authorized representative of APMC-Aklan to enter/sign the Payroll Servicing Agreement and Memorandum of Agreement for ATM Servicing with Development Bank of the Philippines.
  3. Appointment of the following Founders in their respective positions:
    - Dr. Mary Karen Veronica R. Icamina to replace Dr. Gregory Joseph Ryan A. Ardeña as the new Medical Director
    - Dr. Gregory Joseph Ryan A. Ardeña as Head of the Pharmacotherapeutics Committee
    - Dr. Joanne B. Abril as the new Assistant Medical Director
    - Dr. Eileen May B. Debuque as Chief of Clinics
    - Dr. Janet Sarabia as Head of Department of Surgery
    - Dr. Peter Myrun Jun O. Torres as Head of Department of Internal Medicine
  4. Appointment of Dr. Biron or Dr. Debuque and Dr. Arce or Dr. Abril as representatives of APMC-Aklan to act as a maker or authorizer for the company's access to Landbank of the Philippines weAccess banking facility.
  5. Authorization of Dr. Simeon A. Arce, Jr. / President and designate, Ms. Recel C. Dofeliz/Junior compliance officer as his representative to submit the reportorial requirements of UTAK POS to the Bureau of Internal Revenue RDO 071 through Onsite Submission.
  6. Authorization for Ms. Shayne Villas-Alcobendas and Dr. May Urbanozo-Ignacio to sign documents and forms related to SSS, PhilHealth, and Pag-IBIG on behalf of the Corporation.
  7. Approval of the Corporation to open Savings, current, time account in LANDBANK.
  8. Ratification and approval of the appointment of Dr Mary Karen Veronica Icamina as the new Medical Director, appointment of Dr Joanne Abril as Assistant Medical Director, and effectivity of resignation of Dr Gregory Ryan Joseph Ardeña as Medical Director.
  9. Approval of the Investor Data Policy
  10. Appointment of Dr. Regina Buenaflor as representative for transactions with Zuellig Pharma Philippines.
  11. Approval of the Memorandum of Agreement with the Provincial Government of Aklan on 29 September 2024.
  12. Authorization of Dr. Claire B. Perez, Vice President and Chief Operating Officer (COO) to sign, execute, and represent the corporation in all matters related to contracts, deeds of sale, deeds of adjudication, and mortgages executed by patients and/or their authorized representatives, heirs and assigns in favor of the corporation, including but not limited to the signing of necessary documents, negotiation, and execution of agreements, and representation of the corporation in any legal or administrative proceedings related to such matters.
  13. Approval of the affiliation of NVC Students for OJT at the Laboratory Department
  14. Appointment of Ms. Mercelyn Grefalda as representative of APMC in the facilitation of license of permit of dangerous drugs.
  15. Adoption of the policy on benefits of bulk purchaser of shares and their nominees
  16. Approval of the revision of prices of Cardiac Catheterization Laboratory ("Cathlab")
  17. Approval of the Engagement and Appointment of Itulid Law Firm as Counsel for Filing of Case Against Gallardo.
  18. Authorization of Dr. Simeon A. Arce Jr. as Signatory for the Complaint to be Filed Against Gallardo
  19. Approval of the Amendment of the Audited Financial Statement as of 30 September 2024 on 02 February 2025.
  20. Approval of the Amended Prospectus as of 31 December 2024.
  21. Authorization of Dr. Arce to represent and sign on behalf of the Corporation the Memorandum of Agreement between APMC and DOH - Western Visayas Center for Health Development for the Medical Assistance to indigent & financially incapacitated patients (MAIFPP) Program.
  22. Authorization of Dr. Arce to transact, execute and sign all documents on behalf of the Corporation pertaining to its application for the application of Income Tax Holiday Incentives with the Board of Investments (BOI) under Corporate Recovery and Tax Incentives for Enterprises Act.
  23. Approval of the appointment of Angela Nadine Reyes as Chief Accounting Officer (CAO).
  24. Resignation of Dr. Morato as Corporate Secretary and Head of Anesthesia Department and appointment of Dr. Nikki James C. Francisco as Corporate Secretary.
  25. Approval of the creation of a closed pharmacy policy for all medications, both oral and intravenous, medical supplies and consumables.
  26. Approval of the amendments made to the Simplified Registration Statement .
  27. Approval of the Amendment of Prospectus as of 31 December 2024.

## **Item 19. Voting Procedures**

### **a) Voting Requirement**

The amendment of the Company's by laws, particularly Article II Sections 3,6 and 7 and Article III Section 6, will require the vote of the majority of the stockholders of record.

Nominees for directors receiving the highest number of votes shall be declared elected.

All other matters to be brought for approval of the shareholders of the Company at this year's Annual Stockholders' Meeting shall be decided by the majority vote of stockholders voting in absentia, through remote communication or by proxy, a quorum being present.

### **b) Method of Voting: Straight and Cumulative Voting**

In all items for approval, each voting share of stock entitles its registered owner as of the Record Date to one vote. Stockholders may vote by remote communication, proxy or in absentia.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected, he or she may cumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected

A stockholder may vote electronically in absentia using the online voting portal, a link of which shall be provided. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum.

Upon successful registration at the Annual Stockholders' Meeting, each stockholder will be provided a ballot within the period stated in Annex A to enable him to vote on each item or proposal in the Agenda. All votes will be counted by the vote count system integrated in the voting application and tabulated and canvassed by the Board of Canvassers.

Proxies shall be in writing, signed, and notarized ( unless there is notice to the contrary) and filed by the stockholders, in the form provided in the Information Statement and shall be received by the Corporate Secretary via email at [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com) on or before 5:00 PM, 10 June 2025. Proxy votes will be counted and tabulated by the Inspection of Proxies and Ballots Committee.

## **Item 20. Participation of Shareholders by Remote Communication**

Due to financial constraints, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication, as set forth below, and by voting in absentia, as provided in Item 4(c) and Item 19 above, or voting through the Chairman of the meeting as proxy.

To enable the Company to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders shall inform the Company by email to [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com) on or before 14 June 2025 of their participation in the meeting by remote communication. Stockholders may email questions or comments prior to or during the meeting at the following email address: [asiapacificmedicalcenter.aklan@yahoo.com](mailto:asiapacificmedicalcenter.aklan@yahoo.com). The detailed instructions for participation through remote communication are attached as Annex A.

## **COMPLIANCE WITH SECTION 49 OF THE REVISED CORPORATION CODE**

In compliance with the requirements of Section 49 of the Revised Corporation Code, please see the following Annexes:

- A. Minutes of the Regular Meeting held last 14 June 2024 including the answers raised via email and chatroom which were not answered during the meeting (Annex F )
- B. Material Information on the Current Stockholders (Annex I)
- C. Construction Report as of 31 December 2024 ( Annex H)
- D. 2024 Audited Financial Statement (Annex E)
- E. 2024-2025 Directors and Executive Profile (Annex B)
- F. Board Attendance Report (Annex J) indicating the attendance of each director at each meeting of the Board and its committees and in regular stockholders' meeting
- G. Board Appraisal/Performance Report (Annex K)
- H. Board Compensation Report (Annex L)
- I. Final List of Candidates Profile (Annex C1)

## **DIVIDEND POLICY**

The Company'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 the Company'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 as dividends.

No dividends were issued this year because the hospital only commenced operations on 8 December 2023 and the company does not have unrestricted retained earnings in 2024.

## **ATTENDANCE OF DIRECTORS DURING THE 2024 ASM**

The attendance of the Directors during the 2024 ASM is disclosed in the Minutes of the previous meeting.

## **RELATED PARTY TRANSACTIONS**

The related party transactions are disclosed in Item 5 of Information Statement.



After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report was signed in the Municipality of Kalibo on May 23, 2025.

By:

Asia Pacific Medical Center - Aklan Inc.  
(Formerly known as Allied Care Experts Medical Center - Aklan Inc.)  
Issuer

DR. NIKKI JAMES C. FRANCISCO  
Corporate Secretary