

**MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING OF
ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN, INC.¹**
(“ACEMC-Aklan” or the “Company”)

17 June 2025 at 9:20 AM
Via Remote Communication through Zoom Meeting
APMC Aklan, Judge Martelino Road, Andagao, Kalibo, Aklan

STOCKHOLDERS PRESENT AND REPRESENTED:	No. of Shares	Percentage
Total No. of Shares Outstanding	215,060	100%
Total No. Shares of Stockholders Present via Remote Communication	153,090	71.18%
Total No. of Shares of Stockholders Voting <i>in Absentia</i>	35,830	16.66%
Total No. of Shares of Stockholders Present by Proxy	8,400	3.91%
STOCKHOLDERS NOT REPRESENTED:		
Total Number of Shares Not Represented	17,740	8.25%

OFFICERS AND DIRECTORS PRESENT:

Name	Designation
Dr. Ferjenel G. Biron	Chairman, Board Director
Dr. Eileen May B. Debuque	Vice-Chairman, Board Director
Dr. Simeon A. Arce, Jr.	President, Board Director
Dr. Claire B. Perez	Vice-President, Board Director
Dr. Nikki James C. Francisco	Corporate Secretary, Board Director
Dr. Joanne B. Abril	Corporate Treasurer, Board Director
Dr. Gregory Joseph Ryan A. Ardeña	Board Director
Dr. Regina R. Buenaflor	Board Director
Dr. Meride Daulo-Lavilla	Board Director
Dr. Raymundo Quimpo	Board Director
Dr. Danilo C. Regozo	Board Director
Dr. Marsha Lourdes P. Conanan-Morato	Board Director
Dr. Jerusha A. Comuelo	Independent Director
Dr. Delphine Joanne Quintana-Bartolome	Independent Director
Dr. Darcy A. Quindor	Independent Director

KEY OFFICERS PRESENT

Name	Designation
Atty. Maylene B. Villanueva	Compliance Officer
Dr. Agnes Jean N. Villaflor	Vice President for Finance
Dr. May Urbanozo-Ignacio	Data Privacy Officer/Chief Administrative

¹ *Draft - Subject to approval of the Stockholders in the 2026 Annual Stockholders' Meeting*





	Officer/Vice President for Patients Support
Mr. Bonnie Vee S. Dela Torre	Chief Finance Officer

GUEST PRESENT:

Name	Designation
Atty. Faith Beatrix Arcenas	Legal Counsel from IIP Law

I. CALL TO ORDER

The 2025 Annual Stockholders' Meeting was called to order by the Chairman of the Board of Directors, Dr. Ferjanel Biron at 9:27 A.M. The Corporate Secretary, Dr. Nikki James Francisco, recorded the minutes of the meeting. The program started with an invocation and singing of the National Anthem rendered via a recorded video.

The Chairman mentioned that it has been six years since the Company started holding the Annual Stockholders' Meeting via remote communication to be able to accommodate investors from different places within the Philippines and in the world. He further acknowledged the presence of stockholders participating in the Zoom Teleconference as well as the presence of other Board Directors, Executive Officers, and Management Committee members of the Company.

II. PROOF OF NOTICE OF MEETING

The Corporate Secretary informed the attendees of the Annual Stockholders Meeting that the notices for the 2025 ASM were distributed as follows:

1. Uploaded on the Company's website on May 26, 2025
2. Published in Manila Standard and Manila Times on May 26 and 27, 2025
3. Sent to stockholders electronically beginning 26 May 2025.

The Stockholders were properly notified of the Annual Stockholders' Meeting in accordance with the Corporation's by-laws and applicable rules, as well as the internal guidelines for participation in Annual Stockholders Meeting via remote communication and voting in absentia. The guidelines were in line with the extraordinary measures approved by the Securities and Exchange Commission.

The Notice and Agenda for the 2025 ASM were sent out on May 26, 2025 to the registered e-mail address of stockholders. They were informed that the meeting would be conducted via Zoom Teleconference linked through the ASM portal in the APMC-Aklan website. Furthermore, stockholders were informed that they may cast their votes either by proxy or in absentia or via remote communication through the ASM Online Voting Portal. The rationale for each agenda item subject to voting was also clearly provided in the notice. Stockholders who were unable to vote through the Online Voting Portal but were able to attend the meeting were advised that they may still cast their votes online until the adjournment of the meeting.





The Notices for 2025 Annual Stockholders' Meeting were presented as published in Manila Standard and Manila Times last May 26 and & 27, 2025. The Affidavits of Publication issued by the above newspapers of general circulation were also flashed to certify the release of issues that contained the 2025 ASM Notice.

III. DECLARATION OF QUORUM

Upon the Chairman's request, the Corporate Secretary certified that as of 9:32 A.M., there was quorum to conduct business based on the tally of those who successfully registered online and validated proxies on hand, the number of shareholders present via remote communication, in absentia and represented by proxy.

Stockholders	No. of Shares	Percentage
Remote Communication	153,090	71.18%
Voting in Absentia	35,830	16.66%
By Proxy	8,400	3.91%
Absent	17,740	8.25%
Total	215,060	100%

There being a total of one hundred fifty three thousand and ninety (153,090) shares present via remote communication, thirty five thousand eight hundred thirty (35,830) shares represented in absentia, eight thousand four hundred (8,400) shares represented by proxy, or a total of **one hundred ninety seven thousand three hundred twenty (197,320) shares entitled to vote**. This represented 91.75% of the company's total outstanding shares of two hundred fifteen thousand and sixty (215,060) entitled to vote which represented majority of votes.

Furthermore, there were a total of thirty-six (36) participants attending the 2025 Annual Stockholders' Meeting via Zoom Teleconference accessible through the company's ASM portal. For transparency and record purposes, the Corporate Secretary apprised that the detailed breakdown of stockholders present, categorized by their mode of attendance, along with the corresponding percentages relative to the total outstanding shares, will be reflected in the minutes.

The Chairman reiterated that APMC-Aklan conducted the meeting via remote communication to maximize attendance and give all stockholders the opportunity to participate and be apprised of relevant updates.

The Corporate Secretary then highlighted the following Rules of Conduct and Procedure for the 2025 ASM:

1. Stockholders who successfully completed the registration and verification procedure on or before 14 June 2025 were allowed to participate in the virtual meeting and considered present for quorum purposes.





2. Stockholders who registered online or who notified the company via email to compliance@apmcaklan.com of their intention to participate in meeting via remote communication were given permission to send questions and comments on Agenda Matters to the same email address. For the orderly conduct of business, questions were addressed later in the meeting. Stockholders were informed that questions received after the Annual Stockholders' Meeting will be responded to via email due to the time element involved in virtual meetings.
3. Matters submitted at the meeting:
 - a. Approval of the Minutes of the 2024 Annual Stockholders' Meeting
 - b. Approval of the Management Report and the Audited Financial Statement as of December 31 2024
 - c. Election of Board of Directors for 2025-2026
 - d. Amendment of By-Laws: Section 3: Article II
 - e. Amendment of By-Laws: Section 6: Article II
 - f. Amendment of By-Laws: Section 7: Article II
 - g. Amendment of By-Laws: Section 6, Article III
 - h. Ratification of all acts, transactions and resolutions of the Board of Directors and Management since the 2024 Annual Stockholders' Meetings
 - i. Appointment of External Auditor
4. Voting in absentia was recognized in this Annual Stockholders' Meeting. Stockholders who casted their votes for the proposed resolutions and Election of Directors from June 3 to 14, 2025 in the Online Voting Portal were allowed to join the meeting. Polls remained open until the end of the meeting to allow registered stockholders to cast their votes electronically in the Online Voting Portal.
5. The following were the bases for the results to be announced in the ASM:
 - a. Initial Votes Tabulated at the end of the Proxy Validation process
 - b. Result of preliminary canvassing for the Voting in Absentia System

The results of the final tabulation of votes with full details of affirmative and negative votes as well as abstentions were reflected in the Minutes of this meeting.





6. The virtual meeting was recorded in video and audio format in compliance with the requirements of Securities and Exchange Commission.

VI. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

The Chairman proceeded to the next item in the agenda which was the reading and approval of the minutes of the previous stockholders' meeting held last June 14, 2024. Dr. Biron mentioned that an electronic copy of the Minutes of the 2024 Annual Stockholder's Meeting is available on the website of the Corporation and was also sent to the registered e-mail of the stockholders.

ASM Resolution No. 2025 – 01

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the minutes of the 2024 Annual Stockholders’ Meeting held last June 14, 2024.”

The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

V. CHAIRMAN'S MESSAGE

The Chairman, Dr. Ferjenel G. Biron, commenced by expressing his appreciation to everyone's participation in the event. He emphasized that the APMC Aklan has been operating for 18 months, during which time it has been dedicated to serving the healthcare needs of Akeanons and some Antiquenos.

The Chairman also reflected on the journey, recognizing that the same has been marked by challenges and triumphs. The Chairman shared that the hospital's operations are seen not merely as a business but as a stewardship of trust - from the government patients and investors. The institution prioritized ethical



decision-making and implemented transparency which fostered trust and collaboration.

He also expressed that financial sustainability is a top priority, enabling the hospital to balance quality care with cost-efficiency. It also allowed the hospital to invest in the state-of-art facilities and equipment, ensuring that the hospital remains forefront of healthcare delivery.

The Chairman highlighted that one of the most rewarding aspects of the early months of operations of the hospital has been its growing engagement with the community and through this, the hospital has built a strong support network. These collaborations enabled the hospital to address social determinants of health, promote wellness initiatives, and ensure that its services align with the needs of the community.

The Chairman concluded by affirming that the hospital has overcome challenges, embraced innovation, strengthened community ties, all while remaining committed to ethical stewardship. He urged everyone to carry these principles forward and remain dedicated to serving as stewards of health, ensuring that the hospital is a place of healing, hope and excellence.

VI. PRESENTATION & APPROVAL OF 2024 ANNUAL REPORT

A summary of the audited financial statements of Asia Pacific Medical Center Aklan, Inc. for the year ended December 31, 2024, were presented by the Chief Finance Officer Mr. Bonnie Vee Dela Torre. The presented statement details can be found in the Audited Financial Statements for the year 2024 attached to the Information Statement as Annex “E”.

ASSETS

As per statement of financial positions, there is an increase in total assets from 2023 to 2024 amounting to Php208,255,737 or 11%. Cash and Cash Equivalents include Cash in Banks and Cash on Hand. As of December 31, 2024, there is Php62,665,474 and Php448,003, respectively.

Receivables pertains to Patient receivables, receivables from employees and officers and other receivables. Inventories consist of Pharmaceutical products and Laboratory and other hospital supplies. Advances to contractor represents advances for awarded project activity and is liquidated via deduction, on a pro-rate basis from the contractor's periodic progress billings.

Prepayments and Other Current Assets consist of Advances to suppliers, Input VAT and Prepaid Tax. Advances to suppliers represents advance payment of medical equipment and furniture, and software that are not yet delivered. Majority of the increase in total asset was due to increase in Property and equipment amounting to Php320,796,908. Deposits represent refundable deposits from service providers of utilities.



LIABILITIES AND EQUITY

There is an increase in total liabilities from 2023 to 2024 amounting to Php202,375,604. Accounts and other payables consists of SSS/PHIC/HDMF contributions and Loans Payable, Accounts Payable, Withholding tax Payable, Construction bond, Unearned revenue, Advance rent and Other Payables. Unearned revenue pertains to downpayment of patients not yet discharged. Retention payable refers to the amount withheld by the Company from the contractor's periodic progress billings.

The Company availed long-term loans in tranches from DBP. On January 26, 2021, the Company applied with the SEC for the registration of its 35,420 common shares to be sold at 10 shares per block which equivalent to 3,542 blocks. The application was approved on June 24, 2021. There is an increase of P5,880,133 in Total Equity due to Additional Paid-in Capital.

STATEMENT OF COMPREHENSIVE INCOME OR LOSS

The company started its operations last December 8, 2023. In result, there is an increase in net revenues amounting to Php770,730,927. One of the major expenses incurred is Salaries and Wages comprised of 28% of the total expenses. Other income consists of Canteen, Rent Income, Common usage, Interest Income and others.

STATEMENT OF CHANGES IN EQUITY

There is an increase of Php 5,880,133 in the Equity as previously presented in the Statement of Financial Position. The accumulated deficit as of the year ended December 31, 2024 amounting to Php226,993,980.

STATEMENT OF CASH FLOW

Cash flow presents the movement of cash from beginning of the year until end of the year. Most of the funds used in its normal operating activities and investing activities, specifically purchased of property and equipment. Cash provided under financing activities, are bank loans, proceeds of advances from stockholders and proceeds from subscription of share capital.

The Chairman inquired from the Corporate Secretary to present the proposed resolution to approve the financial statement presented by Mr. Bonnie Vee Dela Torre, and audited by our external auditor, Querido Diel and Company, duly represented by Mr. Richard Querido.

ASM Resolution No. 2025 – 02

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the 2024 Financial Statements of the Company as of December 31, 2024.”



The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

VII. PRESIDENT'S REPORT

The President, Dr. Simeon A. Arce, Jr., welcomed the Chairman, *Congressman* Dr. Ferjenel Biron, Board Members and Officers as well as the shareholders and proceeded to present the President's report highlighting the key operational milestones, financial challenges, and strategic initiatives of Asia Pacific Medical Center-Aklan since its opening on December 8, 2023.

He emphasized that due to the increasing demand of its services from the province and neighboring communities, the initially granted bed capacity license was increased. Afterwards, he then presented a tabulation of admission census from January 2024 to April 2025, highlighting a peak in admission census in July and August 2024.

Furthermore, the President reported that the hospital faced challenges and difficulties, particularly, financial challenges due to loan interest and equipment repayments, requiring strict budget control and monitoring of expenditures, and difficulties in collecting receivables. These challenges affected the hospital's cash flow, but efforts are ongoing to improve collection efficiency.

The President also stated that a monthly business review system was instituted to monitor the implementation of plans and process flows for the enhancement of the hospital operation and initiative has helped streamline operations, enhanced staff alignment, and optimized its plantilla. He also noted that significant portion of the hospital's overhead expenses is attributed to employees salary.

In addition, the President reported that in the last quarter of 2024, the hospital expanded its services by establishing Cardiac Catheterization Laboratory, a TB DOTS program, and Animal Bite Center. Its Laboratory was enhanced with Frozen Section processing and faster biopsy results. APMC-Aklan also introduced IGRA (Interferon-Gamma Release Assay) testing for latent



Tuberculosis.

The President reported that as of May 2025, APMC-Aklan has a total of 155 practicing doctors, including the 27 founders practicing in Aklan. He also outlined the hospital's future plans, which include the opening of the 6th floor accommodating additional suite and premier rooms, a Wellness center aimed at enhancing patient experience and comfort. He also emphasized strengthening the marketing department to improve service awareness and patient reach, as well as making the helipad fully operational to support emergency transport. He also stated that doctors' engagement will be improved to encourage them to bring patients to APMC-Aklan.

Lastly, the President affirmed that APMC-Aklan will continue to redefine healthcare excellence in the coming years through its strategic direction focusing on 5 pillars: (1) Business development and sustainability; (2) Innovation in healthcare delivery; (3) Strengthening partnerships; (4) Commitment to patient-centered excellence; and (5) Fostering a culture of learning and growth.

Finally, the President acknowledged the members of APMC Aklan for their unwavering support and trust.

VIII. ELECTION OF BOARD OF DIRECTORS

The Chairman announced that the next order of business was the election of the members of the Board of Directors for the year 2025-2026. He called the Corporate Secretary to explain the procedure for the nomination and election of officers.

Dr. Quindor, Head of the Nominations and Elections Committee, presented the following nominees for Board of Directors for fiscal year 2025-2026 after proper screening of all the nominees and were determined to be qualified for nomination as members of the Board of Directors for the ensuing term:

Nominees for Regular Director:

1. Dr. Joanne B. Abril
2. Dr. Gregory Joseph Ryan A. Ardeña
3. Dr. Simeon A. Arce, Jr.
4. Dr. Ferjenel G. Biron
5. Dr. Regina R. Buenaflor
6. Dr. Marsha Lourdes P. Conanan-Morato
7. Dr. Meride Daulo-Lavilla
8. Dr. Eileen May B. Debuque
9. Dr. Nikki James C. Franciso
10. Dr. Claire B. Perez
11. Dr. Raymundo R. Quimpo
12. Dr. Danilo M. Regozo





Nominees for Independent Director:

1. Dr. Romulo Barrameda, Jr.
2. Mr. Uriel Bolivar
3. Mr. Cedric Sazon

The Corporate Secretary mentioned that the Board of Canvassers has tallied the ballots and the proxies received. He also certified that each of the nominees has received enough votes for election of the Board of Directors and announced that the fifteen (15) named nominees have been duly elected as members of the Board of Directors to serve for a term of one (1) year until their successors will have been qualified and elected.

The following were the votes on the directors:

NOMINEE NAME	VOTES
REGULAR DIRECTOR	
Dr. Joanne B. Abril	160,130
Dr. Gregory Joseph Ryan A. Ardeña	160,130
Dr. Simeon A. Arce, Jr.	160,570
Dr. Ferjenel G. Biron	827,230
Dr. Regina R. Buenaflor	163,520
Dr. Marsha Lourdes P. Conanan-Morato	160,120
Dr. Meride Daulo-Lavilla	215,220
Dr. Eileen May B. Debuque	163,520
Dr. Nikki James C. Francisco	163,520
Dr. Claire B. Perez	163,530
Dr. Raymundo R. Quimpo	163,830
Dr. Danilo C. Regozo	215,220
INDEPENDENT DIRECTOR	
Dr. Romulo Barrameda, Jr	164,210
Mr. Uriel Bolivar	163,310
Mr. Cedric Sazon	163,410

The voting process complied with the cumulative voting principle, under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

ASM Resolution No. 2025 – 03

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve election of the fifteen (15) nominees as Board of Directors for the year 2025-2026 until successors are elected.”

The final and official voting results for the above resolution are as follows:





VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

On behalf of the directors, the Chairman thanked the stockholders for their trust and confidence in electing them as members of the Board of Directors of the Company. He also commended the three outgoing independent directors for their invaluable service and welcomed the three incoming independent directors.

VII. AMENDMENT OF BY-LAWS

The Chairman directed the attendees to focus on the next item in the agenda which is the proposed amendment of by-laws, specifically Section 3, Article II. He called the Corporate Secretary to explain this matter and present the preliminary voting results.

AMENDMENT OF BY-LAWS: SECTION 3, ARTICLE II

The Corporate Secretary, informed the body that the Board and Management seek the amendment the by-laws Section 3 of Article II on the Schedule of the Regular Meeting. He explained that the purpose of such amendment was 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.

The original provision of Section 3, Article II states that:

“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.”

To be amended to become:

“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.

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.”

The Chairman inquired from the Corporate Secretary to present the proposed



resolution for the amendment of Section 3, Article II of the Company's By-Laws.

ASM Resolution No. 2025 – 04

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the amendment on the By-Laws on Section 1, Article II to become: *“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.*

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.”

The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

AMENDMENT OF SECTION 6, ARTICLE II

The second amendment in the By-Laws pertains to Section 6 of Article II. The proposed amendment was as follows:

The original provision of Section 6, Article II states that:

“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.





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. 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.

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.”

To be amended to become:

“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.

The meeting may be conducted through tele/video conferencing.

“Stockholders 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. If a stockholder 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. The Board shall adopt internal procedures for the conduct of stockholders’ meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues.”

The Chairman requested the Corporate Secretary to present the proposed resolution to approve the amendment of Section 6, Article II of the Company’s By-Laws.

ASM Resolution No. 2025 – 05

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the amendment on the By-Laws on





Memorandum Circular No.6 series of 2020 and to align the provision with Section 1 of Article II providing clarity on the procedure. The amendment was as follows:

The original provision of Section 7, Article II states that:

“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. 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.

Online voting shall be allowed when meetings are held via remote communication.”

To be amended to become:

*“Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or **in absentia** 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.*

*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 **THIRD SATURDAY OF JUNE** 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. “*

The Chairman inquired from the Corporate Secretary to present the proposed resolution for the amendment of Section 3, Article II of the Company's By-Laws.



ASM Resolution No. 2025 – 06

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the amendment on the By-Laws on Section 7, Article II to become: *“Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or in absentia 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.*

*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 **THIRD SATURDAY OF JUNE** 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.”*

The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

AMENDMENT OF SECTION 6, ARTICLE III

The last proposed amended in the by-laws was on Section 6 of Article III. The purpose of this amendment is 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. The amendment is as follows:

Article III, Section 6 states that:

“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.”

To be amended become:

“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.

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.

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.

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.”

The Chairman inquired from the Corporate Secretary to present the proposed resolution for the amendment of Section 3, Article II of the Company’s By-Laws.

ASM Resolution No. 2025 – 07

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, the amendment on the By-Laws on Section 6, Article II on the Conduct of Meeting as indicated herein:

“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.



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.

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.

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.”

The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

VIII. RATIFICATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, CORPORATE OFFICERS AND MANAGEMENT

The Chairman informed the stockholders that the next item on the agenda was the ratification of all corporate acts, resolutions, business judgments, and management proceedings entered or done by the Board of Directors, Corporate Officers, and Management in the exercise of their duties which were adopted from June 14, 2024, until June 17, 2025.

The Corporate Secretary explained to the attendees that the Board and Management seek the ratification of all the acts and resolutions of the Board which were adopted from June 14, 2024 to date. These acts are duly recorded in the Minutes of Meetings and encompass resolutions concerning treasury matters such as the opening of bank accounts, related banking transactions, appointment and amendments of authorized signatories, scheduling of the Annual Stockholders Meeting, election of officers, appointment of

Chairpersons and members of the Board Committees, as well as disclosures submitted to the Securities and Exchange Commission.

ASM Resolution No. 2025 – 08

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve, ratify and confirm, all corporate acts, resolutions, business judgments, management proceedings, any and all succession, compensation and management, and performance-related decisions entered into or done by the Board of Directors, Corporate Officers and Management of the Company for the past year 2024, including all acts up to June 17, 2025.”

The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

IX. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman informed the stockholders that the next agenda is the appointment of the External Auditor.

Dr. Delphine Joanne Bartolome, Audit Committee Chair informed the body that the Audit Committee evaluated the performance of the corporation’s External Auditor, and found it satisfactory. After careful deliberation and evaluation, the Audit Committee endorsed the re-appointment of Querido Diel & Company as the Corporation’s External Auditor for the present fiscal year 2025-2026.

ASM Resolution No. 2025 – 09

“RESOLVED, that the stockholders of Asia Pacific Medical Center (APMC)- Aklan, Inc. (the “Company”) approve, as they hereby approve the appointment of Querido Diel & Co. represented by Mr. Richard Querido as the Company’s External Auditor for the year 2025-2026.”





The final and official voting results for the above resolution are as follows:

VOTE	No. of Shares Voting	Percentages
For	193,850	98.24%
Against	0	0
Abstain	3,470	1.76%
Total	197,320	100%

The voting process complied with the one-share one-vote principle under the Revised Corporation Code. The votes submitted through proxy documents were counted and added to the votes of the stockholders present via remote communication and those who voted in *absentia*.

X. OPEN FORUM

The Chairman then mentioned to the body that five (5) minutes will be allocated to address inquiries and comments from shareholders. The Corporation's Investors Relations Officers – Dr. Johnna De Jose and Dr. Ester Palma read the questions. Inquiries and emails not taken up during the meeting were reflected in the minutes of the meeting.

The *first question* read by Dr. De Jose was directed to the Dr Joanne Abril, and it read “*What hospital ancillary services are available and what else are we looking forward to?*”

Dr. Abril responded that there are new additions and improvements in the hospital's laboratory and facility services. New diagnostics tests are now available including tumor markers (such as breast cancer marker, pancreatic cancer marker, ovarian cancer marker), hormonal and nutritional tests like cortisol and Vitamin D, rheumatic test including C3, Igra test for latent TB infection. The hispathology section has also improved its turnaround time for faster results. Plans are underway to introduce more comprehensive laboratory testing including rapid molecular tests and breast panel testing. In terms of facility expansion, the sixth floor is soon to open to accommodate more rooms and the Wellness and Diabetes Center is also set to be launched soon.

The *second question* was directed to Dr. Claire Perez, “*What strategies will you employ to grow ancillary income through diagnostic services?*”

Dr. Perez responded that since ancillary procedures are a key source of the hospital's income, the first strategy is to complete the diagnostic and ancillary procedures. She also highlighted that there are a lot of diagnostics procedures that are only available in APMC Aklan like MRI, CathLab, coronary angiogram, mammogram. Secondly, APMC Aklan is also making sure that the staff are working effectively, accurately, and are customer-friendly. The hospital also ensures accuracy of results by regularly checking the equipment and standardization results. Lastly, the





marketing department is continuously working to promote the ancillary procedures.

The *final question* was addressed to Dr Darcy Quindor, and it read, “*Is your helipad functional already?*” If not, when is the target completion for it to be operational?”

Dr. Quindor responded that the helipad’s final lighting and paintworks were completed last month and is now functional. However, the CAAP accreditation and personnel training are still in progress, so the license for regular use of the helipad is still being processed,

Moreover, there were no other questions or queries raised in the meeting or emailed to the Corporate Secretary that were not taken and addressed during the Annual Stockholder’s Meeting.

XI. ADJOURNMENT

The Chairman asked the Corporate Secretary if there are still matters requiring consideration of the stockholders. Dr Francisco replied that there is none. The meeting was formally adjourned at 10:33AM.

The Chairman thanked the stockholders who participated in the stockholders’ meeting, Dr. Arce, the President, the officers and board of directors. He then thanked everyone for the successful Annual Stockholder’s Meeting this year.

Prepared by:


DR. NIKKI JAMES C. FRANCISCO
Corporate Secretary



ANNEX “A”

STOCKHOLDERS’ ATTENDANCE

**2025 ANNUAL STOCKHOLDERS’ MEETING OF
ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN, INC.
17 June 2025 at 9:20 AM
Via Remote Communication through Zoom Meeting**

Via Remote Communication			
Stockholder’s Name	Type of Shares	No. of Shares	Beneficial Owner
Abril, Joanne B.	Founder Shares	10	Abril, Joanne B.
	Common Shares	3,390	
Arce, Simeon Jr. A.	Founder Shares	20	Arce, Simeon Jr. A.
	Common Shares	6,780	
	Founder Shares	10	Abayon, Romeo
	Common Shares	3,390	
	Founder Shares	20	Alfaro, Ma. Ester
	Common Shares	6,780	
	Founder Shares	10	De Jose, Johnna
	Common Shares	3,390	
	Founder Shares	10	Dignadice, Marymil B.
	Common Shares	3,390	
	Founder Shares	10	Magallanes, Josefa Roberta A.
	Common Shares	3,390	
	Founder Shares	10	Navarro, Harriet R.
	Common Shares	3,390	
	Founder Shares	10	Palma, Ester F.
	Common Shares	3,390	
	Founder Shares	10	Sazon, Pauleen M.
	Common Shares	3,390	
	Founder Shares	10	Torres, Peter Myron Jun
	Common Shares	3,390	
Arce, Maribel J.	Founder Shares	20	Arce, Maribel J.
	Common Shares	6,780	
Ardeña, Gregory Joseph Ryan A.	Founder Shares	10	Ardeña, Gregory Joseph Ryan A.
	Common Shares	3,390	





Balbastro, Ramel Ramon M.	Founder Shares	10	Balbastro, Ramel Ramon M.
	Common Shares	3,390	
Barrameda, Romulo S.	Founder Shares	10	Barrameda, Romulo S.
	Common Shares	3,390	
Biron, Ferjenel G.	Founder Shares	80	Biron, Ferjenel G.
	Common Shares	10,120	
Quintana-Bartolome, Delphine Joanne C.	Founder Shares	10	Quintana-Bartolome, Delphine Joanne C.
	Common Shares	3,390	
Comuelo, Jerusha A.	Founder Shares	10	Comuelo, Jerusha A.
	Common Shares	3,390	
Conanan-Morato, Marsha Lourdes	Founder Shares	10	Conanan-Morato, Marsha Lourdes
	Common Shares	3,390	
Daulo-Lavilla, Meride	Founder Shares	10	Daulo-Lavilla, Meride
	Common Shares	6,790	
Debuque, Eileen May B.	Founder Shares	10	Debuque, Eileen May B.
	Common Shares	3,390	
Dignadice, Marymil B.	Founder Shares	10	Dignadice, Marymil B.
	Common Shares	3,390	
Francisco, Nikki James C.	Founder Shares	10	Francisco, Nikki James C.
	Common Shares	3,390	
Icamina, Mary Karen Veronica R.	Founder Shares	10	Icamina, Mary Karen Veronica R.
	Common Shares	3,390	
Ignacio, May U.	Founder Shares	10	Ignacio, May U.
	Common Shares	3,390	
Isidro, Jessore I.	Founder Shares	20	Isidro, Jessore I.
	Common Shares	6,780	
Minerva, Ike T.	Founder Shares	10	Minerva, Ike T.
	Common Shares	3,390	
Perez, Claire B.	Founder Shares	30	Perez, Claire B.
	Common Shares	10,170	
Quimpo, Raymundo R.	Founder Shares	10	Quimpo, Raymundo R.
	Common Shares	3,390	
Quindor, Darcy A	Founder Shares	10	Quindor, Darcy A





	Common Shares	3,390	
Regozo, Danilo C.	Founder Shares	10	Regozo, Danilo C.
	Common Shares	3,390	
Torres, Peter Myron Jun O.	Founder Shares	10	Torres, Peter Myron Jun O.
	Common Shares	3,390	
Villaflor, Agnes	Founder Shares	10	Villaflor, Agnes
	Common Shares	3,390	
Samoro, Fredilyn	Founder Shares	10	Samoro, Fredilyn
	Common Shares	3,390	
Bolivar, Uriel	Common Shares	10	Bolivar, Uriel
Dofeliz, Recel	Common Shares	10	Dofeliz, Recel
Ma. Veva Ricamonte	Common Shares	10	Ma. Veva Ricamonte
Anna Lee Eleazar Labanda	Common Shares	10	Anna Lee Eleazar Labanda
Lestel Gubatina	Common Shares	10	Lestel Gubatina
Marilee Trombini	Common Shares	10	Marilee Trombini
Arienne Isabelle Arce	Common Shares	10	Arienne Isabelle Arce
Dr. Charmaine Templonuevo	Common Shares	10	Dr. Charmaine Templonuevo
Bonnie Vee Dela Toree	Common Shares	10	Bonnie Vee Dela Toree
Total		153,090	

Voting in Absentia			
Stockholder's Name	Type of Shares	No. of Shares	Beneficial Owner
Biron, Brandt Luke Q.	Founder Shares	10	Biron, Brandt Luke Q.
	Common Shares	15,390	
Quimpo, Dylan Xavier	Common Shares	10	Quimpo, Dylan Xavier
Quimpo, Raymundo, Jr.	Common Shares	10	Quimpo, Raymundo, Jr.
Rada, Rommel	Common Shares	10	Rada, Rommel
Buenaflor, Patrick Dexter M.	Founder Shares	30	Buenaflor, Patrick Dexter M.
	Common Shares	10,170	





Buenaflor, Regina R.	Founder Shares	20	Buenaflor, Regina R.
	Common Shares	6,780	
Lavallo, Amado Jr. M.	Founder Shares	10	Lavallo, Amado Jr. M.
	Common Shares	3,390	
Total		35,830	

Represented by Proxy			
Stockholder's Name	Type of Shares	No. of Shares	Appointee
Biron, Braeden John Q.	Founder Shares	10	Chairman
	Common Shares	4,190	
Biron, Bryant Paul Q.	Founder Shares	10	Chairman
	Common Shares	4,190	
Total		8,400	

