



## **NOTICE AND AGENDA OF THE 2025 ANNUAL MEETING OF STOCKHOLDERS**

NOTICE is hereby given that the Annual Meeting of Stockholders of Asia Pacific Medical Center (APMC)-Aklan Inc. (the "Company") will be held on 17 June 2025, Tuesday, 9AM. The meeting will be conducted virtually but the Chairman will preside from Asia Pacific Medical Center - Aklan Hospital Building, Judge Martelino Rd., Andagao, Kalibo, Aklan. The meeting can be accessed at the link provided in the Company's website at <http://apmcaklan-asm.com/>.

The Agenda\* of the meeting is as follows:

- I. Call to Order
- II. Proof of Notice of Meeting and Declaration of Quorum
- III. Reading and Approval of the Minutes of the Previous Stockholders' Meeting
- IV. Message from the Chairman of the Board
- V. Presentation and Approval of the 2024 Annual Report and Financial Statements
- VI. President's Report
- VII. Election of the Members of the Board of Directors
- VIII. Amendment of By-Laws
  - i. Article II Section 3: Place of Meeting
  - ii. Article II Section 6: Conduct of the Meeting
  - iii. Article II Section 7: Manner of Voting
  - iv. Article III Section 6: Conduct of the Meeting
- IX. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 2024 up to 17 June 2025.
- X. Appointment of External Auditor
- XI. Other Matters
- XII. Adjournment

Only stockholders of record as of **28 May 2025**, will be entitled to receive the notice and to vote at this meeting. An electronic copy of the Information Statement, Management Report, SEC Form 17A and other pertinent documents is available on the Company's website and may be accessed in this link : <https://apmcaklan.com/about/sec-filing/>.

The Company will once again conduct a virtual annual stockholders' meeting to be able to accommodate shareholders from other areas especially the ones working abroad who will not be able to attend personally. **The conduct of the Annual Stockholders' Meeting will be thru Zoom Teleconference on 17 June 2025 and stockholders may attend by registering by 31 May 2025 until 14 June 2025, 1700H.** Participants may send in questions or remarks via Company's email [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com).

If you wish to cast your votes as a stockholder, you may vote remotely or *in absentia*, or through proxy. Voting by remote communication or *in absentia* may be done using the online voting portal. **Online voting is available starting on 02 June 2025, 0800H until 14 June 2025, 1700H for stockholders who register through the voting portal.** The procedures for attendance and voting during the 2025 ASM will be sent to your email after successful registration and posted in Company's website.

**Stockholders may send their duly accomplished proxies on or before 1700H of 10 June 2025** to the Corporate Secretary through email at [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com) and hard copies at the Asia Pacific Medical Center - Aklan at the Office of the Company located in Judge Martelino Road, Andagao, Kalibo, Aklan. **Validation of proxies will be on 10 June 2025 at the Office of the Corporate Secretary.**

**Office of the Corporate Secretary**

*\*The rationale for each Agenda item is explained in the attached Annex "A".*



**EXPLANATION OF AGENDA ITEMS**  
**(including Agenda items requiring Stockholders' Approval)**

**ITEM NO. 1:** The Chairman will formally open the meeting at approximately 9AM.

**ITEM NO. 2: Proof of Notice of Meeting and Determination of Quorum**

**RATIONALE:** *To inform the stockholders that notice requirements for the 2025 Annual Stockholders' Meeting (ASM) have been complied with in accordance with the Company's By-Laws and the Revised Corporation Code of the Philippines, and that quorum exists for the transaction of business.*

The Corporate Secretary will certify the date when notices for the 2025 ASM were sent out to the stockholders of record. The Corporate Secretary will also certify to the existence of a quorum, as verified and confirmed by the Board of Canvassers and Inspection of Proxies and Ballots Committee.

Voting shall be through proxy or remote communication or *in absentia*. Pursuant to Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or *in absentia*, stockholders may access APMC-Aklan's online web address at <http://apmcaklan-asm.com/>, in order to register and vote on the matters at the meeting *in absentia*. A stockholder voting *in absentia* shall be deemed present for purposes of quorum.

The requirements and procedure for voting and participation in the 2025 ASM will be posted in the Company's website

- i. To access the online voting portal, stockholders are required the following information to the Office of the Corporate Secretary via email with subject titled- **"2025 ASM ONLINE REGISTRATION"** at [compliance@apmcaklan.com](mailto:compliance@apmcaklan.com) for the registration on **31 May 2025 until 14 June 2025, 1700H:**
  - a. Complete Name
  - b. Email Address (active and primary)
  - c. Mobile Contact Number (active and primary)
  - d. Birthdate
  - e. Tax Identification Number

NOTA BENE: Incomplete or inconsistent information may result in an unsuccessful registration. As a result, Stockholders will not be allowed to vote electronically in absentia but may still vote through the Chairman of the meeting as proxy, by submitting a duly accomplished proxy form, on or before **1700H of 10 June 2025**.
- ii. Only stockholders who registered and voted before the cut off time will be counted for quorum purposes.
- iii. The conduct of the ASM will be thru Zoom Teleconference and stockholders may participate in the proceedings by logging in at the Zoom Teleconference with the Meeting Room ID and Password that will be sent by the Corporate Secretary thru registered email of the stockholders.
- iv. The Corporate Secretary shall confirm and note the presence of each attendee and certify the existence of quorum.





- v. Stockholders who wish to make a remark, please press the icon “raise hand” for the Chairman to identify the person who would like to speak. He/she shall first identify himself/herself and proceed after being acknowledged by the Chairman. He shall limit his remarks to the relevant agenda item under consideration. Typed-in remarks or questions sent through the portal shall be read out by the ASM moderator.
- vi. Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
- vii. All votes received within the cut-off shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by DT Auditing and Accounting Services, an independent third-party canvasser which has been appointed as the Board of Election Inspectors.
- viii. The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes casted for all items for approval under the agenda will be flashed on the screen.

**ITEM NO. 3: Reading and Approval of the Minutes of the Previous Stockholders’ Meeting**

**RATIONALE:** *To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.*

Copies of the minutes of the meeting held on 14 June 2024 will be distributed upon successful registration to the 2025 ASM and posted on the Company’s website. A resolution approving the minutes of the 2024 ASM will be presented to the stockholders for approval.

**ITEM NO. 4: Message from the Chairman of the Board**

**RATIONALE:** *To update the stockholders of the Company on the outlook for 2025-2026.*

The Chairman, Dr. Ferjenel G. Biron, shall deliver a message to the stockholders on the Company’s outlook for 2025-2026.

**ITEM NO. 5: Presentation and Approval of the 2024 Annual Report and Financial Statements**

**RATIONALE:** *To present to the stockholders the results of the Company’s operations in 2024, in accordance with Section 74 of the Revised Corporation Code.*

The Company’s audited financial statements as of 31 December 2024 will be integrated and made part of the Company’s Information Sheet what will be sent to thru electronic mail to the stockholders at least 7 business days prior to the ASM. A resolution approving the 2024 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

**ITEM NO. 4: President’s Report**

**RATIONALE:** *To appraise the stockholders of the Company’s operating performance and financial condition.*

The President, Dr. Simeon A. Arce Jr., shall deliver a report to the stockholders on the 2024 operating and financial performance of the Company.





**ITEM NO. 6: Election of the Members of the Board of Directors**

**RATIONALE:** *To allow stockholders to elect the Company's Board of Directors in accordance with Section 24 of the Revised Corporation Code and the Company's By-Laws*

A stockholder may submit his/her nominee to the Company's Board of Directors in accordance with the deadlines set forth in the Company's By-Laws. The stockholders who nominated the Independent and other directors are disclosed in the Information Statement. The Nominations and Election Committee assesses and evaluates the nominees before submitting the final list of qualified nominees to the stockholders for approval. The profiles of all the nominees are included in the Information Statement sent to the electronic mail of stockholders for their perusal.

Each common share of APMC- Aklan Inc. (Formerly ACEMC – Aklan Inc.) owned by a shareholder as of **28 May 2025** is entitled to at least one (1) 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.

There will be twelve (12) Regular Directors and three (3) Independent Directors to be elected. A shareholder owning 1 block of 10 shares have a total cumulative vote of 150 votes. A stockholder has the option to vote his shares for all nominees, not vote for any nominees, or vote for some nominees only, in such number of shares as the stockholder prefers, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholder is allowed to cast, based on the number of shares the stockholder owns.

The fifteen nominees receiving the highest number of votes will be declared as Directors of the Company.



**ITEM NO. 7: Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management in 2024 until 17 June 2025.**

**RATIONALE:** The acts and resolutions of the Board of Directors, Corporate Officers and Management adopted since the ASM last 14 June 2024 until 17 June 2025. A summary of these acts and resolutions are enumerated in the Information Statement. The Company regularly discloses material transactions approved by the Board of Directors. A resolution ratifying the acts and proceedings of the Board of Directors, Corporate Officers and Management will be presented to the stockholders for approval.

**ITEM NO. 8: Approval of the Amendment of By-Laws**

**RATIONALE:** Amendment of Article II Section 3, 6, 7 and Article III Section 6 of the Company's By-Laws

Article and Section Nos.	From	To
<b>Article II Section 3</b>	Section 3. 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>Section 3. 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><b>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.</b></p>



<b>Article II Section 6</b>	<p>Section 6. 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>Section 6. 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>
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<b>Article II Section 7</b>	<p>Section 7. 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>Section 7. 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>
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**Article III Section 6**

Section 6. 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.

Section 6. 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.**







**ITEM NO. 9: Appointment of External Auditor**

**RATIONALE:** To appoint an auditing firm which can provide the assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Audit Committee and the Board of Directors will endorse an external auditor for 2025 for the shareholders to appoint.

**ITEM NO. 10: Other Matters and Adjournment**

The Chairman of the Meeting will open the floor for comments or queries by the shareholders. Stockholders may raise matters which may be properly taken up during the 2025 ASM.

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