
Asia Pacific Medical Center - Iloilo, Inc. (formerly: Allied Care Experts (ACE) Medical Center-Iloilo Inc)._17-C_25 May 2022

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Wed, May 25, 2022 at 4:43 PM

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Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

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For your information and guidance.

Thank you and keep safe.

COVER SHEET

SEC Number **CS201423954**

File Number _____

ASIA PACIFIC MEDICAL CENTER - ILOILO, INC.
(Formerly: ALLIED CARE EXPERTS (ACE) MEDICAL CENTER-ILOILO, INC.)
(Company's Full Name)

Brgy. Ungka, Jaro, Iloilo City 5000
(Company's Address)

Tel # 321-57-48/0917-523-4802
(Company's Telephone Number)

2022 December 31
(Fiscal Year Ending-Month and Day)

17-C
(FORM TYPE)

(Period Ended Date)

(Amendment Designation, if Applicable)

Issuer of Securities
(Secondary License Type, if any)

requirements for participation and voting by remote communication or in absentia and the explanatory notes to the meeting. Please see attached Annex A.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASIA - PACIFIC MEDICAL CENTER - ILOILO, INC.
(Formerly: ALLIED CARE EXPERTS (ACE) MEDICAL CENTER- ILOILO, INC)
Issuer

23 May 2022
Date

MAYZENE B. VILLANUEVA
Corporate Secretary



ANNEX

**ASIA PACIFIC
MEDICAL CENTER**

ILOILO

(Formerly: Allied Care Experts Medical Center-Iloilo, Inc.)
Brgy. Ungla 1, Jaro, Iloilo City, Philippines 5000

**NOTICE OF REGULAR MEETING OF STOCKHOLDERS
September 29 2022**

On its meeting held on 22 May 2022, the 2021 Board of Directors had decided to set the Regular Meeting of the Stockholders of Asia Pacific Medical Center-Iloilo, Inc. (formerly known as Allied Care Experts (ACE) Medical Center – Iloilo, Inc.) on 29 September 2022 at 9:00 am.

The meeting will be conducted via remote communication thru Zoom Webinar.

Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Regular Stockholders' Meeting held on 26 August 2021
4. Report of the Management on the Status of the Construction of the Hospital as of 30 June 2022
5. Presentation of Annual Report and Audited Financial Statements for the year ended 31 December 2021 and action thereon
6. Open Forum
7. Ratification and Approval of all previous acts and resolutions of the Board of Directors and Corporate Officers
8. Appointment of External Auditor
9. Election of the 2022 Board of Directors
10. Other Matters
11. Adjournment

Only stockholders of record as of 9 September 2022 are entitled to notice of and vote at this meeting.

For the health and safety of the stockholders and all persons in light of the risks associated with the COVID-19 pandemic which is still around to this date, the Company will not hold a physical meeting and will instead conduct the meeting via Zoom webinar. Stockholders can therefore only attend and participate in the meeting by remote communication. Stockholders also have the option to vote in absentia or appoint the Chairman as proxy.

Stockholders who intend to attend by remote communication shall inform the Company by email at corpsec@apmciloilo.com on or before 24 September 2022 subject to the procedure set in the Information Statement which will be posted in the Company's website www.acemc-iloilo.com. In the same website, stockholders may access the following: (a) Minutes of the Meeting on 26 August 2021 and (b) Proxy Form for Attendance

at Meeting and other meeting documents required under Section 49 of the Revised Corporation Code. The link for the Zoom webinar will be sent to the email address of the stockholders who registered to attend via remote communication.

To those who would opt to participate by voting through the Chairman as proxy, the deadline for submission of proxies will be at 5:00 pm of 22 September 2022. Those who are unable to join the meeting via remote communication but wish to vote on items in the agenda may appoint the Chairman as proxy with specific voting instructions which will be duly counted. Proxies can be submitted to the Office of the Corporate Secretary or via email to the aforementioned address. For individual stockholders, the submission must be accompanied by a copy of a government issued ID as proof of identification. For corporations, the submission must be accompanied by a certification from its Corporate Secretary stating the corporate officer's authority to represent and sign on behalf of the corporation. In case a quarantine is in effect which makes it difficult to obtain notarization at the time of submission, the Secretary's Certificate, ballots and proxies need not be notarized. Kindly submit to the Office of the Corporate Secretary the original signed and notarized documents within a reasonable time after the resumption of regular business operations.

During the meeting, the Company shall entertain questions and comments from the stockholders after the presentation of the Annual Report. Questions which were not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for the appropriate response via email.

For ASM-related queries, you may send an email at corpsec@apmciloilo.com or contact the Office of the Corporate Secretary at 3215748, 09292703169 and 09452331438. For concerns regarding shareholdings, please contact Toni Dinah Cheer D. Fernandez of the Investor Relations Office at 3215748, 09292703169 and 09452331438 or via email directly to corpsec@apmciloilo.com.

MAYLENE B. VILLANUEVA, CCO, AICD
Corporate Secretary



ASIA PACIFIC MEDICAL CENTER ILOILO

(Formerly: Allied Care Experts Medical Center-Iloilo, Inc.)
Brgy. Ungka 1, Jaro, Iloilo City, Philippines 5000

EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 9:00 o'clock in the morning.

Certification of notice and quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting in Absentia by the stockholders, the Corporation has set up an online voting portal which may be accessed by the stockholders to register and vote at the matters of the meeting in absentia. A stockholder who votes in absentia shall be deemed present for purposes of quorum.

Stockholders may participate in the meeting by remote communication. Stockholders who intend to attend by remote communication who have not registered to vote in absentia shall inform the Company by email to corpsec@apmciloilo.com on or before 24 September 2022 subject to the procedure set in the Information Statement which will be posted in the Company's website or register in the online voting portal within the period prescribed.

Approval of the Minutes of the Regular Stockholders Meeting held on 26 August 2021

The Minutes of the Meeting held on 26 August 2021 is available at the company website www.acemc-iloilo.com.

Report of the Management on the Construction Status as of 30 June 2022

The Management will present a report on the status of the Construction of the Hospital. A Resolution Noting the Report will be presented.

Annual Report

Copies of the Annual Report which contains the Chairman's Message, Management Report and the 2021 Audited Financial Statements will be posted in the Company's website.

The Audited Financial Statements (AFS) as of 31 December 2021 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement to be sent to the stockholders at least fifteen (15) business days prior to the meeting and will also be set forth in the Annual Report. The Audit Committee has recommended to the Board the approval of the AFS, and the Board had approved the same on 22 March 2022.

A Resolution noting the report and approving the Audited Financial Statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

Open Forum

The Investor Relations Officer will read the questions and comments of stockholders which will be answered by the concerned officers. Questions and comments not taken up shall be forwarded to the Office of the Corporate Secretary and will be addressed via email.

Ratification and Approval of All the acts and Proceedings of the Board of Directors and Corporate Officers

The acts of the Board and its Committees were those adopted since the annual stockholders' meeting on 26 August 2021 until the date of meeting. They include the approval of agreements, appointments, amendment of the Articles of Incorporation, by-laws, and other matters covered by disclosures to the Securities and Exchange Commission. The acts of the officers were those taken to implement the resolution of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

Election of the Board of Directors

The Nominations and Election Committee of the Board will evaluate and ensure that the nominees to the Board, including the nominees for independent directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement. A resolution on the election of the top twelve (12) nominees for Directors and three (3) Independent Directors who will garner the highest votes will be presented to and approved by the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

Appointment of External Auditor and Fixing of its Remuneration

The Audit Committee of the Board thru the Corporate Treasurer will endorse to the stockholders the appointment of Dimaculangan & Dimaculangan & Co. CPAs as the external auditor for the ensuing year as well as its proposed remuneration. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of Dimaculangan & Dimaculangan Co. CPAs will be provided in the Information Statement.

A resolution for the appointment of the external auditor, Dimaculangan, and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock present at the meeting.

Consideration Of Such Other Business as May Properly Come Before the Meeting

The stockholders may raise such other matters or issues that may be properly taken up during the meeting.



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REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING IN ABSENTIA AND PARTICIPATION BY REMOTE COMMUNICATION.

I. ELECTRONIC VOTING IN ABSENTIA

1. Stockholders as of 09 September 2022 ("Stockholders"), have the option of electronic voting in absentia on the matters in the Agenda, after complete registration and successful validation. To access the company Online Voting Portal, stockholders are required to provide their active, primary electronic mail (e-mail) addresses to the Corporation by informing the Corporation through the Corporate Secretary through email at corpsec@apmciloilo.com.
2. The deadline for registration to vote in absentia is 22 September 2022. Beyond this date, Stockholders may no longer avail of the option to vote in absentia. Stockholders who were not able to register may vote through the appointment of the Chairman as proxy.
3. Written notice for registration may be sent to all stockholders through electronic email. To register at the company Online Voting Portal, simply follow the instructions sent to the e-mail address provided. Stockholders should complete the online registration form and submit for validation.
4. The following information must filled up for the registration:
 - i. Complete Name
 - ii. Email address
 - iii. Mobile contact number
 - iv. Birthdate

Important Note: Incomplete or inconsistent information may result in an unsuccessful registration. As a result, Stockholders will not be allowed access 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 5:00 pm of 22 September 2021.

Considering the extraordinary circumstances in relation to COVID 19, the Corporation shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time.

However, the Corporation reserves the right to request additional information, and original signed and notarized copies of these documents at a later time.

5. The validation process will be completed by the Corporation. Once validated, the Stockholder will receive an e-mail confirmation on their successful registration. This will also include the agenda of the meeting, profile of the nominees and voter's code. This code will be specific to every stockholder and will be used to access the online voting portal. The Definitive Information Statement and other meeting documents will also be available in the website.
6. The election for the Board of Directors will start at 9am 24 September 2022. Registered Stockholders will be provided with the online portal voting link which will require the voter's code to proceed.
7. Registered Stockholders have until 29 September 2022 to cast votes in absentia while the meeting is ongoing. If the meeting is adjourned at an earlier time, the voting portal shall be closed.
8. All agenda items indicated in the Notice of the Meeting will be set out in the online ballot and the registered Stockholder may vote as follows:
 - 8.1 For items other than the Election of Directors, the registered Stockholders has the option to vote: Yes, No, or Abstain for the Board Ratifications. The vote is considered cast for all the registered Stockholder's shares.
 - 8.2 For the Election of Directors, the registered Stockholders may vote for all the nominees, or one nominee or some of the nominees only, in such number of shares as preferred by the Stockholder, 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.
9. Once voting on the agenda items is finished, the registered Stockholder can proceed to submit the accomplished ballot by clicking the "Submit" button. The Online Voting Portal will prompt the Stockholder to confirm the submission of the ballot. The votes cast in absentia will have equal effect as votes cast in person or by proxy. After the ballot has been submitted, Stockholders may no longer change their votes.
10. The Board of Canvassers of the Corporation will canvass the votes cast in absentia after the result is generated by the voting count application while the Inspection of Proxies and Ballots Committee will count and tabulate the ballots cast by proxy.

II. PARTICIPATION BY REMOTE COMMUNICATION

- 1. Stockholders as of 09 September 2022 ("Stockholders") who registered in the Online Voting can also participate in the Meeting on 29 September 2022 by remote communication by accessing the ZOOM Webinar link to be provided via email.**
- 2. Stockholders as of 09 September 2022 who have not registered in the Online Voting Portal may still attend the Meeting remotely via Zoom Webinar link. Unregistered Stockholders are requested to notify the Company by email to corpsec@apmciloilo.com by 24 September 2022 of their intention to participate in the Meeting by remote communication. For validation purposes, unregistered Stockholders shall also provide the Company the following information: (i) name; (ii) address; (iii) telephone number.**
- 3. Only those Stockholders who have notified the company of their intention to participate in the Meeting by remote communication will be include in determining quorum, together with the Stockholders who voted in absentia and by proxy.**
- 4. Stockholders participating by remote communication will not be able to vote unless they register in the Online Voting Portal or authorize the Chairman to vote as proxy, on or before 22 September 2022 5:00 pm.**
- 5. Stockholders may send their question and/or comments prior to or during the meeting at corpsec@apmciloilo.com.**
- 6. The Company will endeavor to have a link to the recorded webcast of the Meeting posted on the Company's website and social media (Facebook) within 5 days from the date of the meeting. Stockholders shall have two (2) weeks from posting to raise the Company any issues, clarifications and concerns on the Meeting conducted.**

For clarifications, please contact the Company's Office of the Corporate Secretary at corpsec@apmciloilo.com.