



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

## Minutes of the Annual Stockholders' Meeting September 29, 2022, Thursday 9:00 am Meeting via Remote Communication

## 2022 Regular Meeting of Stockholders

No. Of Outstanding and Voting Shares

Percentage of Total

Shareholders Present:

## 208,616 shares 88.66 %

Benecio Airis Belle C. Benson Suzette Fleur G. Bermejo Fernando P. Beverlyn Rios. Bilbao Barbara P. Jeff O. Bilbao Biñas Vincent Perry Binayas Noel G. Jerry Boglosa Bolivar Eileen Bolivar Roel R. Borbajo Josephine Bordon Carlo Angelo C. Bordon Jenina Lois T. Boteros Sheila Mae Brillantes Rio D. Brillo Honeylette C. Roni Philip D. Brodit Maria Victoria Bucane Joseph D. Buensalido Cabalfin Jr. Dominador A. Cabangisan Paterno Cabalquinto, Noel Chlovell S. Cadete Cadete Eva S. Caduada Ernelia I. Christina Joy Rossetti Caipang Calesterio John Vincent C. Christille Lindy Joyce Caluvo Caluyo Lvnneth D. Camique Katherine Caper Alona D. Vincent Darell Capero Capileño Simplicio M. Carancio Ivy D. Cardenas Lester Joseph G. Merilvn N. Carnate Carswell Ma. Bella Casiano Patricia Teodoro C. Camarista Ma. Theresa V. Castaneda Castigador Althea Castillo Baltz Victor P. Cataluna Abigail Llenore D. Rodney Y. Catilo Jun Jun Jr. M. Causing Cencia Jr. Eriberto Cerbo Sheila Marie F. Cerdana Herma Grace S. Peter Chang

Chatto Christine G. Chavez Bernessha Gay Cynthia May S. Clar Clavel Rafael Luis L. Comendador Frederick r Comuelo, Felita Mae Conadera, Jr.Federico E. Contreras Vann Damme Jones Cordero Mark Joseph Cordero Monita P. Corona Enieda G. **Regina Antenor** Cruz Cuadra Emilia N. Cuarte Socrates Cubar Jose Edgel Cubita Jenelyn Cubita Victorio Dennis C. Dala Dala Laarni Rose Dasilao Eglinda B. Dasmariñas Angelito M. Dato Nancy D. Dato Dayot Mary Jane Jose De La Cruz Dela Cruz Peter Bryan E De La Gente Antonio Francis P. De Los Reyes Hector T. Ma.Cristina H. Dedase Degoma Nerisa Deguia Patricia Nicole C. Del Rosario Louise Cecille Dela Gente May Ann Dela Gente Antonio Dennis Dela Torre Rachelle Kay A Delfin Czarina Lou Deñola Aurora Concepcion Kristene G. Deocampo Jacqueline Pia Angela Tatod Depita Bemellie Dereguito Natalie Marie Deslate Deslate Ma. Joanna Deza Diaz Alvssa Douglas B. Dichoson Diesmo Lean Hope A. Gerlie S. Dignadice Dionio Jameson A. Dizon Manly Doevani Rios, John Philip Dolorfino

Domingo Joan B. Doronio Ma. Teresa Dumadaug Anita. L Felimon III, B. Dumadaug Dumalag Racney B. Elevado Corazon Erfe **Domingo Pinuela** Erfe Grace Marie Escutin Delsa D. Escutin Joselito Y. Mary Josephine D. Escutin Espedion Josefa Espedion Sydney Esteta Cleofe P. Eusala Troy Daisy Corazon Fabia Facelo **Bethea** Ma. Theresa Mitzi L. Facelo Susie C. Facultad Fancubila John Roland Fandida Ma. Luisa Fandinola Felix Ruzen Farren Su Sherrie Faulan Fejelia D. Favila Joel Feca Jonah Macuro Felisarta Maria Socorro Feranco Gina Feranco Ferrariz, April Jov Fernandez Gemma T. Fernandez Karl Christian Philip U Fernandez Lawrence Fernandez Lcid Crescent Fernandez Hortencia Fernandez Hernani Ferrer Jeanne Bell Figueroa Febe Flores Francis lorenzo Flotilde Jr. Nelson Yap Flotilde Jr Paul Francia Francia Francia Mary Katherine R. Franco Delma S. Richelle Fuentes Fuentespina Seymour Gaitano Abner V. Galido Carol Jane Gallega Charles Gallega Marlyn Keilyn Sophie B. Gallego Ganzon Francis Cyril S.

Garcia Ma. Sancha Pauline A. Gardose Therese Joy Rosanita S. Gargarita Gargoles Mr. Arnel S. Garibay Angelita E. Susan Garrido Gatdula Solomon Ryan T. Gatuteo Marlyn Geal Sylvia G. Diana Jane T. Geguera Gellangarin Ivan I. Gepolongca Gil P. Gerardino Anabelle B. Gervero Joel C. Gonzaga Honey Lee Claudette A. Gonzales Gonzales Gamaliel Gonzales Jim Rhov Lorenz Alfred Gonzales Gonzaludo **Belle Sollesta** Gregori Careen Jablo Groenewold Julie Ann Gubatanga Janfred J. Edmund Guillermo Noel Guintivano Gulmatico May Flor Gumban Marie Christine Felvin Gurrea Haddad Delia Silla Hanopol Jill Victoria Hautea Jose Jr. Hilado Rafael Martin John Roel Hilario Himatay **Glenda** Aaron Hojilla Chester Lagayan Hubahib Queenie Lyn Dea Jean Doris Marie P. Huervana Ibañez Neil S. Ibojos Eleonor Palac Iglesia Helen Castante Christopher S. Inocencio Inosanto Jr. Orlando I. Iturriaga Jeremy D. Engracio C. lyoy Jr. Jacobo Magna Carla Rosquillo-Teddy R. Jacuma Jalandoni Raffy Jalbuena Bryan Carlo D. Jayrald A. Jalbuna Jalbuna Jamantoc Blessed Love

Jamili John Mitchell V Jamotuya Roy Joan Guanzon Jaranilla Maria Cecilia Campos Jarantilla Jarbadan Ronilo Jardiolin Chester Jardiolin Mary Ann Jarillo Johnna Diaz Edsel Jerez Roma Jov Jordan Jotea Gemma H. Lorna Joyce Capundo-Juanico Jucaban Joe Mari J. Jucal Eshre Rei Kanaan Anne Therese J. Kong Henry Labbao Mariel Jenny Rose Labordo **Nestor Lachica** Lachica Ladrido Pamela Nicole Lagos Gwen Laguda Marlon O. Lanes Mary Jane Mary Grace S. Lañosa Roselle Lao Glenda B. Laurea Lauron Daylinda Lauron Nyssa Francine Marie D. Lavilla Lavilla Lou Valerie D. Lavilla Meryl Faith D. Lawrence Evelyn Mercedita Leano Georgette L. Legara Legarda Joewe Leonor John Raymond A. Nino Reb Liberiaga Danilo J. Libo-on Libo-on Libre Ed Joshua Libre Eddie Lim Emmanuel Leo Lim Mary Jane A. Limas Erma **Rachel Joy** Limjuco Limsiaco Liza M. Limsiaco Michael Q. Lira Sidfrey Llego Jewel Mary Geonette Cabrera Llenos Joemar Losaria

Lujan Mary Ann S. Lumicday II Jonathan L. Maphete Dianne Lustre Wendyliz Luzarita Maria Christina Magallanes Sonia N. Magapan Magbanua Lita Maglasang Rhegi Mahilum Maylin Maiaruco Rov Ruel Era Malata Malifecio Cynthia A. Mallada Dexter Mamon Angelie Mana-ay Glenn Mana-ay Flavio Biox Quijano Manilum Mapula Andrea Gallega Maravilla Clar-J Fred Colin Mariano Mariano Lalaine Shayna Iloisa Mariano Martinez Fritz David F. Martizano Jay Octaviano Cynthia M. Masangya Julie Ann Masias Mataganas Arriane Jane E. Mateo Concepcio Mejia Ma. Theresa Melgar Yroen Guava B. Mendiola Elnora F. Geraldine Mian Millamena Heidi II N. Al Joevid B. Mirasol Misahon Chervl Edgardo Molina Molina Felice G. Monarca Arnel Mondia Ma Fav Montaño Sheree Morano Marjohn Mosqueda Joanne Nadala **Christine Rio** Nadala Theresa Rubi J. Napulan Jun Carlu A.. Napulan Macario Nicer Natividad Perlin Alotencio Navarra Juan M. Navarra Marilou S. Navarra Roland Navarra Jr. Paterno

Navigar **Beverly Joy** Nazario Anthony P. **Gladys Nievales** Nerpiol **Brenda** Patricia Noarbe Nolasco Amy D. Russel Omena Onceno Joy D. Onceno Ong Airish Walpearl Dream Fatima Aguilar Ong To an Y. Jr. Ong Onglatco Rovea G. Ortizo Senia Puchero **OsanoShirley** Padama Liz Eva Saul Padilla Padilla Tatiana Lisa Marie Padilla Jr. Sinforoso S. Mary Joy Bec S. Paguntalan Palabrica Michael John Palacios Mikever Palmares Regil C. Palmes Eileen H. Panerio Douglas P. Leo Von Ramon P. Panes Pasuelo Janet A. Eva Haro Pauva Pedregosa Jr. Romeo Pedregoza Marie Chris Amador-Pedrola Leslie Pedrola Pequierda Mary Ruth Ma Rona N. Pet **Eugene Stan Engelbert** Pet Pido Mark Ace P. Pitogo Greg F. Ric Francis V. Planta Po Peter Polmunes Ma. Sheena P. Porras Francis J. Potato Camilie R. Lores Leticia Provido, Sheena Fritzy Dureza Provido Pulmones Ma Mene Shiela P Querubin Grecelda A. Cynthia A. Quezon Quezon Leo B. Marilou C. Quibrantar Quilla Ma June Quirong Aaron D. Hairen Pastilloso Rabe Rafio Luningning D.

Ramos Anna Lee Ramos Emmanuel P. Reves John Emmanuel Robles Felisa Yniesta Robles Roio Fretzel Roquios Jose Redmond S. Rosas Charlene Genizera Salcedo Dannv Ma. Carmen Salcedo Salcedo Teresita S. Sale Salgado Arlene Joy C. Ma Zeny A. Saludes Salveron Giancarlo Samoro Elmer Z. Samoro Willie Charmaine D. Santillana Saquian Florence Yul Sarmiento Edna H. Sheryll Palma Saromenis Sarroza Ma Juna Ma. Leonora Lucia G. Saul Segovia Gina A. Serisola Noemi Serra Aljohn Rey T. Sigrid Anne D. Silao Sindingan Caroline Talabucon Siva Atanasia A. Sobredo Errol S. Sobrevega Charisse Lexus Sobrevega Jose June Hermieliza Sola Solas Jr. Crispin L. Elizabeth T. Solinap Sonza Delson B. Soriano Jona Christy O. Subebe April Joy Navarra Mary Grace N. Suganob Suganob Reynaldo E. April Rose Sumbang Tabanao Kay Zamora Mary Joy Tabang Tabang Tabuga Ravmund E. Tacdoro **Donna Sarmiento** Talento **Erwin Talento** Tan-Tongco Cyrus John M. Romulo Tan Tanierla Elvessa L Tantia Lourdes L. April Rose Tatod Tayco John Eric

Tayco Nieves Peniero Те John Gaw Te II Tecson Rhona Dei A. Templora Vilma F. Tesoro Jasmin Tipon Godfrey M. Tirasol Aura Marie Grijalvo Tolosa Maybelle Tong Henry Juan Tongson Noel E. Tongson Torres Jr. Nestor A. Torres Jr. Torreta Joan . Torreta Trenas Jerry Trenas Trojillo **J-Annette** Trojillo Nhurulaii Trompeta Bernie Isada Tulot Corazon Tulot Dionelv Tungala Marnelle P. Tuvillara Charmaine Urban Ma Floelyn F. Godwin C'zar Uv Valencia Gisela Valenzuela Salve Palmares

Vargas Dave Pabillaran Ventura Jr. Benjamin N. Viiar Maria Bella Villa Jeseryl Sobredo Villa Marjorie L. Arden M. Villagracia Villanueva Maylene B. Shella Marcela P. Villanueva Villareal Clyde U. Villaruel Karvl Villavicencio Rex T. Mary Carmel Frances Westlake Wong Helen G. Mercy Margot T. Yanson Chloe Belle Yap Yap Jenny Lynne T. Yap Jessica S. Yap John Alfred Yap Lazarina Yape Elvie R. Yelo Anatalie Sotoya Zaldarriaga Mary Violet B. Zulueta Nelson

#### FOUNDERS

Barrameda Jr. Romulo S. Biron, Ferjenel G. Biron, Brandt Luke Q. Comuelo Jerusha A. Cruz, Maita C. Daulo, Sylva L. De Castro, Maria Gloria T. Debuque, Ma Teresa F. Dianco, Felibert O. Domingo, Carmelo Jr. R. Fernandez, Lemuel T. Gallega-Perez, Ma. Grace Gomez, Lusyl M. Gonzales, Noel J. Gubatina. Maria Geraldine L. Lavalle Amado Jr. M.

Lavilla, Francis G. Lavilla, Meride D. Minerva. Ike T. Nolasco, Felix P. Nolasco, Maria Eulenia R. Ong, Mary Flor Patrimonio Demetrio Jr. T. Ramirez, Ruben B. Regozo, Danilo C. Salazar, Maria Iris Samoro, Fredilyn G. Samoro, Ronnie Z Saguian, Jeremy M. Suplico, Rolex T. Tingson Pedro Jr. F. Villaflor, Agnes Jean M.

#### DIRECTORS

Biron, Ferjenel G. Dianco, Felibert O. Fernandez, Lemuel T. Gomez, Lusyl M. Lavalle, Amado Jr. Lavilla, Meride D. Regozo, Danilo C. Minerva, Ike T. Nolasco, Felix P. Samoro, Fredilyn G. Suplico, Rolex T. Villaflor, Agnes Jean M.

#### **INDEPENDENT DIRECTORS**

Comuelo, Jerusha A. Debuque, Ma. Teresa F.

#### Invocation and National Anthem

After the Invocation and National Anthem, the host/facilitator of the meeting welcomed the Board of Directors, Officers, Founders and Stockholders of the Asia Pacific Medical Center-Iloilo, Inc.

Board of Directors	
Chairman	: Dr. Ferjenel Gonzales Biron
President	: Dr. Amado M. Lavalle Jr.
Vice Chairman	: Dr. Meride Daulo Lavilla
Executive Vice President	: Dr. Danilo C. Regozo
Assistant Secretary	: Dr. Lusyl M. Gomez
Treasurer	: Dr. Agnes Jean M.Villaflor
Assistant Treasurer	: Mr. Lemuel T. Fernandez
Members	: Dr. Felibert O. Dianco
	: Dr. Ike T. Minerva
	: Dr. Felix P. Nolasco
	: Dr. Fredilyn G. Samoro
	: Atty. Rolex T. Suplico
Independent Directors	: Ma. Teresa F. Debuque
	: Dr. Jerusha A. Comuelo

#### FOUNDERS

Dr. Barrameda Jr. Romulo S. Dr. Biron, Ferjenel G.

Mr. Biron, Braeden John Q. Mr. Biron, Brandt Q. Mr. Biron Bryant Paul Q. Dr. Comuelo Jerusha A. Dr. Cruz, Maita C. Dr. Daulo, Sylva L. Dr. De Castro, Maria Gloria T. Ms.Debuque, Ma Teresa F. Dr. Dianco, Felibert O Dr. Domingo, Carmelo Jr. R. Mr. Fernandez, Lemuel T. Dr. Gallega-Perez, Ma. Grace Dr. Gomez, Lusyl M. Mr. Gonzales, Noel J. Dr. Gubatina, Maria Geraldine L. Dr. Hayano Windie V.

Dr. Lavalle Amado Jr. M. Dr. Lavilla, Francis G. Dr. Lavilla, Meride D. Dr. Minerva, Ike T. Dr. Nolasco, Felix P. Dr. Nolasco, Maria Eulenia R. Dr. Ong, Mary Flor Dr. Patrimonio Demetrio Jr. T. Dr. Ramirez, Ruben B. Dr. Regozo, Danilo C. Dr. Salazar, Maria Iris Dr. Samoro, Fredilyn G. Dr. Samoro, Ronnie Z Dr. Saquian, Jeremy M. Dr. Suplico, Rolex T. Dr. Tingson Pedro Jr. F. Dr. Villaflor, Agnes Jean M.

#### I. Call to Order

After the Invocation and the National Anthem, Dr. Ferjenel Biron, Chairman of the Board called the meeting to order at 9:14 am of 29 September 2022.

The Chairman stated that the holding of the meeting via remote communication for the third time even if businesses are starting to operate under the new normal with more face to face interactions and in-person meetings, the government has not lifted restrictions because there is still a risk for COVID-19. He emphasized that they do not want to expose the shareholders to the virus as it is their duty to safeguard the shareholders' health and that the effects of COVID infection could be long-term. He mentioned that since there is an alternative to conduct this meeting without risk to the shareholders, they opted for the safest mode which is meeting via remote communication or in absentia to update everyone on what is going on in the corporation.

He thanked the stockholders who joined the meeting via Zoom Webinar and the shareholders who participated in the meeting through voting in absentia system or the appointment of the Chairman as proxy.

The Chairman introduced the directors and officers who joined the meeting via Zoom: Dr. Amado Lavalle Jr. (President), Dr. Meride Lavilla, (Vice Chairman), Dr. Danilo Regozo (Executive Vice President), Atty. Maylene Villanueva, (Corporate Secretary and Compliance Officer), Dr. Agnes Villaflor, (Corporate Treasurer), Mr. Elmer Samoro, (Chief Finance Officer) Dr. Lusyl Gomez, (Assistant Corporate Secretary), Mr. Lemuel Fernandez, (Assistant Corporate Treasurer), Dr. Gerard Abonado, (Hospital Administrator), Ms. Toni Dinah Cheer Fernandez, (Investor Relations Officer), and the other members of the Board and representatives of Dimaculangan and Dimaculangan, Co. CPAs (external auditor).

## II. Certification of Notice and Quorum

The Corporate Secretary, Atty. Maylene B. Villanueva, certified that the Notice of Meeting and Definitive Information Statement were sent on September 7 to 9 2022, to all stockholders of record as of 9 September 2022 in three ways: first, by email to all stockholders who have provided the Company their email addresses, second, by posting in the corporation's website and third, by publication in the Daily Guardian and Manila Standard. Accordingly, the stockholders have been duly notified of the meeting according to the by-laws and applicable rules including the Internal Guidelines on Participation in Annual Stockholders' Meeting via Remote Communication and Voting in Absentia under the Extraordinary Circumstances which are embodied in the Company's Definitive Information Statement that the Securities and Exchange Commission approved.

The Secretary certified that there was a quorum present for this meeting with stockholders representing 88.09 %, of the total outstanding shares of 235,290 shares. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of Chairman as Proxy	.21%
Voting in Absentia	88.33%
Remote Communication	.12%

### **Rules of Conduct and Procedure**

The Chairman stated that they are still doing away with an in-person meeting this year because the primordial concern is the safety of the investors. He further added that :nevertheless, the Company strived to provide our stockholders the opportunity to participate in this meeting to the extent possible as in-person meeting.

The Corporate Secretary then mentioned that the Rules of Conduct and Procedures are set forth in the Definitive Information Statement and Explanation of Agenda Items which forms part of the Notice of the Annual Stockholders' Meeting. She highlighted the following points:

1. Stockholders who registered online or who notified the company via email to corpsec@apmciloilo.com of their intention to participate in this meeting via remote communication may send their questions and comment to the same email address.

2. Ms. Toni Dinah Cheer Fernandez, the Company Investor Relations Officer and Data Protection Officer will read the comments or questions received before 9:00 am during the Q&A period which will take place after the Presentation of the Annual Report under Item 6 in the Agenda. The Management will reply to questions not taken up during the meeting by email.

3. As indicated in the Ballot for the voting of shareholders in absentia, there are six (6) resolutions proposed for adoption by the stockholders in this meeting, these proposed resolutions shall be flashed in the screen as the same is being taken up.

4. Stockholders who had cast their votes for the proposed resolutions and Election of Directors for 2022 from 24 September 2022 to 28 September 2022 in the Online Voting Portal, can still join the meeting and the polls shall remain open until the end of the meeting for stockholders who had successfully registered to cast their votes electronically in the Online Voting Portal.

5. The initial votes have been tabulated after the end of the Proxy validation process and the preliminary canvassing for the Voting in Absentia System. These votes are from stockholders owning 195,576 voting shares, representing 94.35% of the shares present in this meeting and 83.12% of the total outstanding shares of 235,290 shares. The Corporate Secretary said that she will be referring to the results of the preliminary tabulation when she reports the voting results throughout the meeting. The results of the final tabulation of votes with full details of affirmative and negative votes as well as abstentions will be reflected in the Minutes of the meeting.

# III. Approval of the Minutes of the Regular Stockholders' Meeting held on 26 August 2021

The Chairman then proceeded with the approval of the Minutes of the Annual Stockholders' Meeting held on 26 August 2021. An electronic copy of the Minutes was posted on the website of the Corporation.

The Corporate Secretary reported that the Board and Management is proposing the adoption of ASM Resolution No 2022-01 approving the Minutes of the Regular Stockholders Meeting held on 26 August 2021. As stated in the notice, the Minutes of the previous meeting was sent to the stockholders together with the Information Statement and also published in the company website.

## ASM Resolution No. 2022- 01

RESOLVED, as it is hereby RESOLVED that the Minutes of the 2021 Annual Stockholders Meeting held on 26 August 2021 be approved;

As tabulated by the Inspection of Proxies and Ballots Committee, the votes for the adoption of ASM Resolution No. 2022-01 providing for the approval of the minutes of the previous meeting are as follows.

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,436	20	120
% of Shares of Shareholders Present	99.93%	.01%	.06%

# IV. Report of the Management on the Status of the Construction of the Hospital as of 15 August 2022.

#### President's Report

The President, Dr. Amado Lavalle Jr. greeted Chairman Dr. Ferjenel Biron, the Board of Directors and Officers of APMCI, founders, stockholders and guests, a good morning.

The President said that from the time of conceptualization, everyone has witnessed the transformation of an idea to its physical manifestation. The APMCI that started like a dream gradually evolved into a structure that now has become a landmark in the locality and greets visitors coming into the city.

What is seen on the outside of the building is equally reflected in the inside, as meticulous details of engineering and architectural works were executed.

The various state of the art imaging equipment, including the 128 slice CT Scans, Digital X-rays, and fluoroscopic equipment, the latest Ultrasound (UTZ) have already been installed and tested. The Management is preparing for the chiller system of the Company's 1.5 Tesla MRI which will be delivered in time for the opening of the hospital.

As it was envisioned this APMC will provide professional care and personal care of the health needs, not only of patients in the locality and surrounding provinces in the region but also the health needs of Filipino retirees and foreign nationals. Thus, the construction of the structures and facilities is in line with the Joint Commission International requirements, JCI being an international organization that set up the standards of health facilities.

Since the onset of the Pandemic which is now on its third year, significant revisions not only of the structures but also of the additional facilities were made to address the concern and issues related to COVID infections. Meticulous planning was done incorporated to the existing structure and facilities which was not considered initially before the Pandemic.

Indeed, substantial resources and time were spent to comply with the requirement of health authorities to make the hospital a COVID-ready Medical Center.

The changes and modifications included but not limited to the Emergency Room facility, Intensive Care Units, Operating Room, Theaters, Delivery Room Complex and patients room in general.

In compliance with the DOH requirements, the Hospital has dedicated and exclusive operating room and delivery room for COVID patients in the 3<sup>rd</sup> floor equipped with negative pressure ventilation system which has already been installed and tested.

This is separate from the Main Operating Room, PACU, OR-DR complex that are located in the 2<sup>nd</sup> floor. The operating rooms are provided with positive pressure

ventilation system, and heap filters to ensure sterility in the operating room and operative field. There is also an exclusive and dedicated COVID patients room at the 6<sup>th</sup> floor equipped with negative pressure system and a separate nurse station, to prevent cross contamination and infection dissemination. This area is also provided with separate donning and doffing rooms.

The Dietary facilities can cater to various medical patients that have specific dietary requirements. It also provides dietary needs of certain groups with cultural and religious orientations.

The negative pressure ventilation system have already been installed and tested in the Emergency Room, Infectious Units, Pathology Department, dedicated COVID patient rooms, and Isolation room in the 5<sup>th</sup> to 8<sup>th</sup> floor.

The positive pressure ventilation system has likewise been installed and tested in the following areas; OR complex, OR-DR complex. Likewise the Laminar flows system have already been installed and tested in the OR, DR complex. The pneumatic system is already operational.

The Powerhouse System consisting of 4 units, 1000KVA each that can generate 230 volts to provide uninterrupted supply of electricity is in place and functional and due for commissioning.

The Building Management System that will provide efficient management hospital equipment and power consumption and the CCTV System are on there final stages of work and are ready for commissioning.

The Hospital Information System for efficient paperless management and integration of hospital data covering medical, laboratory and administrative process is being setup and finalized. The training for the use of this system by our personnel will follow subsequently.

The following are the current percentage of work in the following disciplines:

Disciplines	2022
Structural	100%
Architectural	
Exterior	99.40%
Interior	99.45%
Electrical Works	98.25%
Mechanical	98.40%
Plumbing	97.96%
Landscape	98.85%

The overall percentage of accomplishment is 98.90%.

With all the facilities installed, an ideal environment that ensures the safety of all patients and stockholders admitted in the hospital but also of all the personnel, paramedical and medical personnel working in the hospital have been set up.

The President also took the opportunity to mention the credentials of the Hospital Administrator, Dr. Joel Abonado the Medical Director, Dr. Felix Nolasco, and Dr. Agnes Villaflor which were also presented in the Company's Information Statement.

The President also reported that as part of the Management's preparation, a simulation training and demonstration via zoom was conducted by TIPP Plus Team.

The President capped his speech by informing the stockholders that the necessary documents for application with the DOH and other regulatory authorities for permits of hospital operation will be submitted this coming October. It is their hope that after compliance with the requirements and after evaluation by the regulatory authorities of the government, the License to Operate will be granted that will signal the start of hospital operation.

After the President's Report, the Chairman thanked him. The Chairman then asked the Corporate Secretary to present the proposed resolution.

The Corporate Secretary presented ASM Resolution No. 2022-02 as proposed by Management, noting the President's Report which includes the updates on construction and the approval of the said resolution based on the preliminary voting results as shown on the screen. Out of 195,576 shares representing 83.12% of the total outstanding shares, 195,116 or 96.76% voted in favor of the Resolution.

## ASM Resolution No. 2022-02

RESOLVED, as it is hereby RESOLVED that the President's Report which includes Construction Updates as of August 2022, be noted.

As tabulated by the Inspection of Proxies and Ballots Committee, the votes for the noting and approval of ASM Resolution No. 2021-02 are as follows:

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,116	40	420
% of Shares of Shareholders Present	99.76%	.02%	.21%

## V. PRESENTATION OF ANNUAL REPORT

#### Chairman's Message

After greeting the stockholders, the Chairman in sum said that APMC Iloilo is competing to become a viable option for medical care in the global market. With that in mind, key preparations and adjustments have been made that will make it head and

shoulders above any other medical center in this region in diagnostic and treatment modalities.

He also encouraged all our stockholders to keep up to date with the developments of the Asia Pacific Medical Center Iloilo by visiting its website at <u>www.apmc-iloilo.com</u>.

The Chairman said that in the third quarter of 2022, almost all the equipment have already been installed, and will be undergoing final commissioning and testing and there are already trained personnel ready to man these equipment.

The Company has also been relentless in the recruitment and hiring of managers and personnel. All who will become part of our medical center, will be reflections of the culture, and core values of its founders.

Finally, APMC lloilo is continuously, making adjustments, through focused research, to ensure, that it is already far ahead of the curve, against its competition. They are future-proofing the medical center, to ensure, that it is ready to adapt to any eventuality.

As a corporation, the Asia Pacific Medical Center, Iloilo, Inc. will continue to lean on the following principles, to safeguard the investments of its stockholders

1) through the practice of strong financial discipline, that will allow it not only to survive the pandemic, but flourish in it;

2) through best practices for marketing, that will establish its brand as the top-ofmind hospital; and

3) through strategic investments in human capital, to ensure, best-in-class patient-doctor relationships.

With these in mind, APMC lloilo is positioned to be responsive, to the changing needs of our customers, and stockholders, continuously making sure, that it listens to the communities, that it seeks to serve.

The Chairman thanked 2021 Board of Directors for their faithful, dedicated and selfless service through their hard work and dedication and Dr. Lusyl Gomez, Committee Chairman and the 2022 ASM Committee, the Investor Relations Office, and Corporate Secretary, for spearheading this Annual Stockholder's Meeting, and taking care of the individual stockholders.

He also thanked everyone for joining in the endeavor, to build a legacy medical center. Together with our many loyal founders, he had personally sacrificed and gambled for the establishment of APMC lloilo, a legacy hospital.

After the Chairman's Message, the 2022 Audio Visual Presentation of APMC Iloilo was presented.

Dr. Agnes Jean Villaflor, the Corporate Treasurer of Asia Pacific Medical Centre Iloilo Inc. presented the Audited Financial Statement (AFS) as of December 31 2021 which was also attached to the Definitive Information Statement. She stated that Dimaculangan Dimaculangan and Co.CPAs, an independent auditor appointed by the shareholders during the 2021 Annual General Assembly, audited the Financial Statements of APMCI. Upon completion of the audit, the auditor expressed their opinion that the financial statements of APMCI fairly presented in all material respects, the financial position of company as at Dec 31 2021 and as at December 31 2020. Moreover, the financial performance and the cash flows for the years ended December 31, 2021, 2020 and 2019 are all in accordance with Philippine Financial Reporting Standards (PFRS).

After the presentation of the Corporate Treasurer, the Chairman asked the Corporate Secretary to present the resolution and the Preliminary voting results.

The Corporate Secretary presented ASM Resolution No. 2022-03 as proposed by Management and as shown on the screen.

### ASM Resolution No-2022-03

RESOLVED, as it is hereby RESOLVED that the 2022 APMCI Annual Report which consists of the Chairman's Message and the Audio Visual Presentation be noted:

RESOLVED FURTHER that the Audited Financial Statement as of December 31, 2021 as audited by External Auditor, Dimaculangan & Dimaculangan be approved.

As tabulated by the Inspection of Proxies and Ballots Committee, the votes for the noting of the annual report and the approval of Audited Financial Statement of the corporation together with the approval of ASM Resolution No. 2022-03 are as follows:

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,096	50	430
% of Shares of Shareholders Present	99.75%	.02%	.22%

#### VI. Open Forum

The Chairman announced that the questions and comments from the Stockholders will be read aloud by Ms. Toni Dinah Cheer Fernandez together with the name of the stockholder who sent them. He said that as mentioned by Atty. Maylene Villanueva questions that had not been taken up shall be addressed via email.

Ms. Toni Dinah Cheer Fernandez said that they have inventoried the first three questions they had received before 9am on the day of the ASM and the rest of the questions will be addressed the way these were received by the Office of the Corporate Secretary and the Investor Relation office.

First question was from Dr. Josefa Fermin, received through e-mail and the question was as to the lead time of APMCI obtaining a JCI accreditation since she has relatives and friends abroad who wants to know if their international insurance can be used in APMCI.

The President answered that from the very start, they have complied with the structural and facilities standard of JCI and aside from that JCI had many eligibility requirements. However, one basic and fundamental requirement is a hospital in full operation that is capable of admitting and discharging a volume of patients that will permit complete evaluation of the implementation and sustain compliance with all the current JCI accreditation standard. To that effect processing and application will commence as soon as this requirements are met.

Second question was from May Joy Gavita, received by the Office of the Investor Relation. The question was whether there will be a CT Coronary Angiogram in APMCI.

The President answered in the affirmative and defines what is a CT Corolary Angiogram and its purpose to the general audience. He said that CT Coronary Angiography is a newer imaging technique that make use of high grade, high resolution CT Scan that allows visualization of the heart without the risk of an invasive procedure. Essentially, it will allow visualization of the heart in a 3D reconstruction. This is also capable of evaluating the coronary arteries and look for blockage without the associated inherit risk in a traditional cardiac angiogram. For a CT Scan to be capable of performing a CT coronary angiogram it should be at least 128 slice or higher and can do 3D reconstruction. He also mentioned that the CT Scan which has already been installed meets all the provision parameter and specification, thus, it is capable of performing CT coronary angiogram

The third question was sent by an 80-year old investor through SMS, Ros Supetran, who asked when will the hospital really open.

The Chairman responded that as reported by the President earlier, the construction is 99% completed and they are only dependent on the approval of all the licenses and permits of the regulators together with the Department of Health. Also, on the approval of APMCI's application for income tax exemption from the Board of Investment. He mentioned that APMCI is availing of the income tax holiday granted by the recently enacted CREATE law which will provide fiscal incentive for the next 6 years including income tax holiday among others and an extended fiscal incentive five years after the income tax holiday has lapsed. He expressed his hope that before the end of the year, all the permit and licenses including the one from BOI will be granted and the hospital is ready to operate.

# VII. Ratification and Approval of all previous acts and resolutions of the Board of Directors and Corporate Officers.

The Chairman proceeded to the next item which is on the Stockholders' ratification of all the acts and resolutions of the Board of Directors and Corporate Officers, since the last 2021 Stockholder's Meeting.

The Secretary reported that the Board and management seek the ratification of all the acts and resolutions of the Board which were adopted from 26 August 2021 to 29 September 2022. These acts were embodied in the minutes of the meeting and include resolutions on treasury matters related to the opening of accounts, transactions with banks, the appointment of signatories, and amendments, schedule of the Annual Stockholders Meeting, the election of officers, the appointment of the chairmen and members of board committees, and matters covered by disclosure to the Securities and Exchange Commission and also enumerated in the Information Statement.

#### ASM Resolution No.2022-04

RESOLVED, as it is hereby RESOLVED that the acts of the Board of Directors and Officers of Asia Pacific Medical Center-Iloilo, Inc. from 26 August 2021 to 29 September 2022 be ratified.

As tabulated by the Inspection of Proxies and Ballots Committee, the votes for the ratification of the acts of the Board of Directors and Officers of the corporation and for the adoption of ASM Resolution No. 2022-04 are as follows:

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,396	40	140
% of Shares of Shareholders Present	99.91%.	.02%	.07%

### VIII. ELECTION OF 2022 BOARD OF DIRECTORS

#### **Election of the Board of Directors**

The next item in the agenda was the election of Fifteen (15) Directors for 2022. The Chairman recognized Ma. Teresa F. Debuque, Chairman of the Nomination and Election Committee to explain the item.

Ma. Teresa F. Debuque explained the item that, in accordance with the APMC lloilo's By-laws and Manual for Corporate Governance, the pertinent rules and regulations of Securities and Exchange Commission the following nominees were duly nominated to the Board of Directors of the corporation for the ensuing year:

#### REGULAR DIRECTORS

Dr. Ferjenel G. Biron Dr. Felibert O. Dianco Mr. Lemuel T. Fernandez Dr. Lusyl M. Gomez Dr. Meride D. Lavilla Dr. Amado M. Lavalle Jr. Dr. Felix P. Nolasco Dr. Ruben B. Ramirez Dr. Danilo C. Regozo Dr. Fredilyn G. Samoro Atty. Rolex T. Suplico Dr. Agnes Jean M. Villaflor

#### INDEPENDENT DIRECTORS

Ma. Teresa F. Debuque Dr. Jerusha A. Comuelo Noel J. Gonzales

Dr. Comuelo, Mr. Gonzales, and Ms. Debuque have been nominated as Independent Directors. The Nomination and Election Committee of the board have ascertain that the Fifteen (15) nominees including the three (3) nominees for independent directors are qualified to serve as directors of the corporation. All nominees have given their consent for their respective nominations.

The Chairman requested the Corporate Secretary to present the results of the election.

REGULAR DIRECTOR	VOTES
FERJENEL G. BIRON	574,462
AMADO M. LAVALLE JR.	403,610
FREDILYN G. SAMORO	269,069
LEMUEL T. FERNANDEZ	263,906
ROLEX T. SUPLICO	254,524
DANILO C. REGOZO	252,959
MERIDE D. LAVILLA	191,478
FELIX P. NOLASCO	95,053
LUSYL M. GOMEZ	83,657
FELIBERT O. DIANCO	68,533
AGNES JEAN M.	
VILLAFLOR	40, 461
RUBEN B. RAMIREZ	14,401
INDEPENDENT DIRECTOR	
MA. TERESA F.	
DEBUQUE	266,472
NOEL J. GONZALES	79,166
JERUSHA A. COMUELO	72,994

The Corporate Secretary certified that the abovementioned nominees received enough votes for election to the Board of Directors and that ASM Resolution 2022-05 for the election of nominees to the Board, which was shown on the screen is approved.

#### ASM Resolution No.2022-05

RESOLVED, as it is hereby RESOLVED that the Election of the Top Twelve (12) Regular Directors and Three (3) Independent Directors be approved.

As tabulated by the Inspection of Proxies and Ballots Committee, the votes for the election of the Top Twelve (12) Regular Directors and three (3 Independent Directors and for the adoption of ASM Resolution No. 2022-05 are as follows:

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,476	20	80
% of Shares of Shareholders Present	99.95%	.01%	.04%

Before proceeding to the next business, the Chairman thanked the outgoing Director Dr. Ike Minerva for his service to the Board since his election last 16 May 2019 and welcome Dr. Ruben Ramirez and Noel Gonzales for their willingness to serve as Regular Director and an Independent Director of APMC Iloilo, respectively.

#### IX. Election of External Auditor.

Upon the request of the Chairman, Dr. Jerusha A. Comuelo, informed the stockholders that the audit committee evaluated the performance of the Corporation's external auditor, Dimaculangan & Dimaculangan and Co. CPAs, for the past year and found it satisfactory. Thus, the Committee and the Board agreed to endorse the election once again of Dimaculangan & Dimaculangan and Co. CPAs, as the company's external auditor for the fiscal year for an audit fee of Two Hundred Forty Six Thousand Four Hundred Pesos (PhP 246,400.00) exclusive of out of pocket expenses and per diems.

The Secretary presented ASM Resolution No. 2022-06 for the election of the Corporation's external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution as shown on the screen.

#### ASM Resolution No.2022-06

RESOLVED, as it is hereby RESOLVED that Dimaculangan, Dimaculangan and Co. CPAs be elected as Independent Auditor for 2022 for an Audit fee of Two Hundred Forty Six Thousand Four Hundred Pesos (PhP 246,400.00) inclusive of VAT.

As tabulated by the Inspection of Proxies and Ballots Committee, the votes on the election of Dimaculangan, Dimaculangan and Co. CPAs as external auditor of the Corporation, the approval of its audit fee and the adoption of ASM Resolution No. 2022-06 are as follows:

Mode of Attendance	For	Against	Abstain
Numbers of Shares Voted	195,266	70	240
% of Shares of Shareholders Present	99.84%	.04%	.12%

## X. Adjournment

Upon confirmation by the Chairman from the Corporate Secretary Atty. Maylene Villanueva that there are no other matters left to discuss in the Annual Stockholders meeting, the Chairman adjourned the meeting and thanked everyone.

PREPARED BY:

SGD. MAYLENE B. VILLANUEVA, CCO, AICD Corporate Secretary

ATTESTED BY:

SGD.FERJENEL G. BIRON, M.D. Chairman

Annex A to the Minutes of the 2022 ASM

## 1. Roma Jordan

Do we have a Corporate Legal Counsel?

Yes. APMC Iloilo is retaining the services of Villanueva, Trasporto and Partners. The Corporate Secretary and Compliance Officer, Atty. Maylene B. Villanueva is also a lawyer.

Update: Villanueva, Trasporto and Partners has ceased operations as of 1 January 2023. APMC Iloilo is now retaining the services of Villanueva, Balio and Ariston Law Offices.

## 2. Angelito Dasmarinas

Aside from the Certificate of Stock, will APMC (will) issue an ID for stockholders?

Yes. The ID must be presented to the APMCI personnel when availing the benefits and privileges of stockholders.