



**NOTICE OF REGULAR MEETING OF STOCKHOLDERS**  
**June 11, 2024**

The 2024 Regular Meeting of the Stockholders of Asia Pacific Medical Center-Iloilo, Inc. (formerly known as Allied Care Experts (ACE) Medical Center – Iloilo, Inc.) will be held on 11 June 2024 at 9:00 am.

The meeting will be conducted via remote communication thru a Zoom Conference. Though no physical venue, the Chairman will preside over the meeting at the principal office, Asia Pacific Medical Center Hospital Building, Brgy. Ungka, Jaro, Iloilo City.

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 30 June 2023
4. Chairman's Message
5. Presentation of the Annual Report and Audited Financial Statements for the year ended 31 December 2023 and action thereon
6. Open Forum
7. Ratification and Approval of the previous acts and resolutions of the Board of Directors and Corporate Officers
8. Amendment of the By-laws: Regular Meeting of the Stockholders from 3rd Sunday of April of each year to 4th Thursday of July of each year
9. Appointment of External Auditor for the current year
10. Election of 2024 Board of Directors
11. Other Matters
12. Adjournment

Only stockholders of record as of 22 May 2024 are entitled to notice and to 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, 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 to [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com) on or before 4 June 2024 subject to the procedure set in the Information Statement which will be posted in the Company's website [www.apmc-iloilo.com](http://www.apmc-iloilo.com). In the same website, stockholders may access the following: (a) Minutes of the Meeting on 30 June 2023 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 4 June 2024. 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.

During the meeting, the Company shall entertain questions and comments 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, email to [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com) or contact the Office of the Corporate Secretary at 3215748, 09292703169 and 09452331438. For shareholding concerns, 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](mailto:corpsec@apmciloilo.com).

**SGD. ANALIE L. GENEROSO**

Corporate Secretary





## 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 Section 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](mailto:corpsec@apmciloilo.com) on or before 9 June 2024 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 30 June 2023**

The Minutes of the Meeting held on 30 June 2023 is available at the company website [www.apmc-iloilo.com](http://www.apmc-iloilo.com).

### **Chairman's Message**

A Resolution noting the Chairman's Message will be presented.

### **Presentation of the Annual Report and Audited Financial Statement**

Presentation of the Annual Report contains the President's Report and the 2023 Audited Financial Statements will be posted on the Company's website.

The Audited Financial Statements (AFS) as of 31 December 2023 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 28 April 2024.





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 stocks 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 30 June 2023 until the date of meeting. They include the approval of agreements, appointments, bank transactions 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.

#### **Amendment of the By-laws: Regular Meeting of the Stockholders from 3rd Sunday of April of each year to 4th Thursday of July of each year**

The Amendment of the By-laws pertains to the following Article II Section 1 ; amendment of the regular meeting of the stockholders from 3rd Sunday of April of each year to 4th Thursday of July of each year.

The rationale for the amendments were presented in the Information Statement.

A resolution of this Agenda will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding capital stocks.

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

The Nominations and Election Committee of the Board had evaluated and determined that the Sixteen (16) 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**

Endorsement to the stockholders of 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.

