



## PROXY AND VOTING INSTRUCTION

### I. IDENTIFICATION

This Proxy, when properly executed, will be voted in the manner herein directed by the stockholder(s) in connection with the Annual Stockholders' Meeting of **ASIA PACIFIC MEDICAL CENTER-ILOILO, INC.** (the "Company") to be held on **18 June 2025** at 9:00 o'clock in the morning.

### II. INSTRUCTIONS

The undersigned stockholder of **ASIA PACIFIC MEDICAL CENTER-ILOILO, INC.**, do hereby nominate, constitute and appoint the CHAIRMAN of the Meeting as ATTORNEY-IN-FACT and PROXY, with power of substation, to represent and vote all shares registered in the name of the undersigned stockholder in the books of the Corporation at the Annual Stockholders' Meeting to be held on 18 June 2025 and at any of the adjournments thereof for the purpose of acting on the matters stated below.

Please place an "X" in the box below how you wish your votes to be cast in respect of the matter to be taken up during the meeting.

If no specific direction as to voting is given, the votes will be cast for the approval of the resolution on the matter stated below and as set out in the notice, election of all nominees and for such other matters as may properly come and set out in the Information Statement and as recommended by the Chairman.

1. Approval of the Minutes of the previous stockholders' meeting held last 11 June 2024

#### **ASM Resolution No. 2025-01**

**RESOLVED**, to approve the Minutes of the 2024 Annual Stockholders' Meeting held on 11 June 2024.

For

Against

Abstain

2. Presentation of the 2024 Annual Report and Approval of the 2024 Audited Financial Statements

#### **ASM RESOLUTION 2025-02**

**RESOLVED**, to note the 2024 Annual Report and to approve the 2024 Audited Financial Statements as of December 31, 2024.

For

Against

Abstain

3. Ratification and Approval of the previous acts and resolutions of the Board of Directors and Corporate Officers.

**ASM Resolution No. 2025-03**

**RESOLVED**, to ratify and approve the previous acts and resolutions of the Board of Directors and Corporate Officers, from the last Annual Stockholders' Meeting on 11 June 2024 up to the present date.

For

Against

Abstain

4. Approval of the amendment to Article II, Section 1 of the Company's By-Laws:

**ASM Resolution No. 2025-04**

RESOLVED, to amend **Article II, Section 1** of the Company's By-Laws on the Regular Meeting of Stockholders, from:

Section 1. Regular Meetings - The Regular meetings of Stockholders for the purpose of electing directors and for the transaction of such business as may properly come before meeting, shall be held at the principal office of the corporation on the THIRD SUNDAY OF APRIL, of each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting.

To:

Section 1. Regular Meetings - The Regular meetings of Stockholders for the purpose of electing directors and for the transaction of such business as may properly come before meeting, shall be held at the principal office of the corporation on the FOURTH THURSDAY OF JULY, of each year. The Board of Directors, may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting, **in accordance with the guidelines of the Securities and Exchange Commission.**

For

Against

Abstain

5. Approval of the amendment to **Article II, Section 3** of the Company's By-Laws:

**ASM Resolution No. 2025-05**

**RESOLVED**, to amend **Article II, Section 3** of the Corporation's By-Laws on the Place of Meeting of Stockholders, from:

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.

To:

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.

**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.**

For

Against

Abstain

6. Approval of the amendment to **Article II, Section 6** of the Company's By-Laws:

**ASM Resolution No. 2025-06**

**RESOLVED**, to amend **Article II, Section 6** of the Corporation's By-Laws on the Conduct of Meeting of Stockholders, from:

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.

Stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communication.

To:

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.

**The meeting may be conducted through tele/video conferencing.**

**Stockholders who cannot physically attend or vote at stockholders' 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.**

For

Against

Abstain

7. Approval of the amendment to **Article II, Section 7** of the Company's By-Laws:

**ASM Resolution No. 2025-07**

**RESOLVED**, to amend **Article II, Section 7** of the Corporation's By-Laws on the Manner of Voting, from:

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.

All proxies must be in the hands of the Secretary not later than seven (7) calendar days before the scheduled meeting. Based on the scheduled stockholders' meeting, the deadline of submission is on the SECOND SUNDAY 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.

To:

Section 7. 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) calendar days before the scheduled meeting. Based on the scheduled stockholders' meeting, the deadline of submission is on the **THIRD THURSDAY OF JULY** 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.**

For

Against

Abstain

8. Approval of the amendment to **Article III, Section 6** of the Company's By-Laws:

**ASM Resolution No. 2025-08**

**RESOLVED**, to amend **Article III, Section 6** of the Corporation's By-Laws on the Conduct of the Meeting of the Board of Directors, from:

Section 6. Conduct of the Meeting - Meetings of the Board of Directors shall be presided over the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in 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 Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

Directors who cannot physically attend or vote at Board Meetings can participate in voting through remote communications such as, video conferencing, teleconferencing or other alternative modes of communication that will allow them reasonable opportunities to participate. However if a Director intends to participate in a meeting through remote communications, he shall notify in advance the presiding officer and the corporate secretary of his/her intention so the corporate secretary shall note such fact in the minutes of the meeting.

The Board shall also adopt internal procedures for the conduct of Board Meetings through remote communications or other alternative modes of communications to address administrative, technical and logistical issues.

The notice of meetings may be sent to all Directors through electronic mail, messaging services stating the date, time and place of the meeting and must be sent to every Director at least five (5) days prior to the scheduled meeting. A Director or Trustees may waive this requirement either expressly or impliedly.

The notice of meeting shall include the following information:

- a. Date, Time and Place of the meeting
- b. Agenda of the meeting
- c. All pertinent materials for discussion which shall be numbered and marked in such manners that all directors or trustee can easily follow and participate in the meeting;
- d. That a director may participate via remote communication;
- e. Contact information of the corporate secretary or office staff whom the director may communicate
- f. When the meeting is for election or directors or officers, the requirements and procedure for nomination and election;
- g. The fact that there will be a visual and/or audio recording of the meeting; and
- h. Other instructions to facilitate participation in the meeting through remote communications.

To:

Section 6. Conduct of the Meeting - Meetings of the Board of Directors shall be presided over the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in 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 Secretary is present, the Chairman of the meeting shall appoint a secretary of the 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 also adopt internal procedures for the conduct of Board Meetings through remote communications or other alternative modes of communications to address administrative, technical and logistical issues.

**Notice of board meetings may be sent to all directors or trustees through electronic mail, messaging service or such other manner as may be provided in the by-laws or by board resolution.**

**Notice of regular or special board meetings stating the date, time and place of the meeting must be sent to every director or trustee at least five (5) days prior to the scheduled meeting, unless a longer time is provided in the Manual of Corporate Governance to be approved by the Board.** A director or trustee may waive this requirement, either expressly or impliedly.

The notice of meeting shall include the following information:

- a. Date, Time and Place of the meeting
- b. Agenda of the meeting
- c. All pertinent materials for discussion which shall be numbered and marked in such manners that all directors or trustee can easily follow and participate in the meeting;
- d. That a director may participate via remote communication;
- e. Contact information of the corporate secretary or office staff whom the director may communicate
- f. When the meeting is for election or directors or officers, the requirements and procedure for nomination and election;
- g. The fact that there will be a visual and/or audio recording of the meeting; and
- h. Other instructions to facilitate participation in the meeting through remote communications.

For

Against

Abstain

9. Election of the Members of the Board of Directors (Please check one):

Equally to all fifteen (15) nominees for Directors;

Abstain for all fifteen (15) nominees for Directors

Distribute or cumulate my shares to the nominee/s, as follows:

*(Indicate the number of shares to be voted for each nominee)*

NAME OF NOMINEE	YES	ABSTAIN	NO. OF SHARES
Biron, Brandt Luke Q.			
Biron, Ferjenel G.			
Dianco, Felibert O.			
Fernandez, Lemuel T.			
Gomez, Lusyl M.			
Lavilla, Meride D.			
Nolasco, Felix P.			
Ong, Mary Flor G.			
Regozo, Danilo C.			
Villaflor, Agnes Jean M.			
Samoro, Fredilyn G.			
Suplico, Rolex T.			
Bermudo- Belgira, Johanna Marie B. *			
Debuque, Nathalie Ann F. *			
Silverio, Lorna C. *			
TOTAL**			

\*Independent Director

\*\*Total Votes cast should not exceed the number of shares in your name multiplied by the number of board seats.

#### ASM Resolution No. 2025-09

**RESOLVED**, as it is hereby **RESOLVED** to elect the following as Directors of the Corporation to serve as such, beginning 18 June 2025 until their successors are elected and qualified:

Biron, Brandt Luke Q.  
 Biron, Ferjenel G.  
 Dianco, Felibert O.  
 Fernandez, Lemuel T.  
 Gomez, Lusyl M.  
 Lavilla, Meride D.  
 Nolasco, Felix P.  
 Ong, Mary Flor G.  
 Regozo, Danilo C.  
 Villaflor, Agnes Jean M.  
 Samoro, Fredilyn G.  
 Suplico, Rolex T.  
 Bermudo- Belgira, Johanna Marie B.  
 Debuque, Nathalie Ann F.  
 Silverio, Lorna C.

10. Election of Dimaculangan, Dimaculangan and Co. CPA's as the Independent Auditor for the Current Year and Fixing of its Remuneration

**ASM Resolution No. 2025-10**

**RESOLVED**, as endorsed by the Audit Committee and the Board of Directors, to approve the election of Dimaculangan, Dimaculangan and Co. CPAs as External Auditor of the Corporation for the Year 2025-2026 and fixing of its Remuneration.

For

Against

Abstain

11. Other Matters

At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting

Yes

No

Abstain

Duly accomplished proxy form and voting instruction shall be submitted to the Office of the Corporate Secretary at Asia Pacific Medical Center Iloilo, Brgy. Ungka, Jaro, Iloilo City or by email to [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com) on or before **5:00 p.m. 11 June 2025**, the deadline for submission of proxies. For Corporate Stockholders, please attach to this Proxy form the Secretary's Certificate on the authority of the signatory/ies to appoint the Proxy and sign this form.

The proxy shall be validated by the Committee on Inspection of Ballots and Proxy. It shall check and verify the eligibility of the person executing the proxy against the Official List of Stockholders as certified by the Corporate Secretary. The Committee shall also verify the signature on the proxy form with the signature on the stockholder's official records to ensure authenticity. The Committee shall ensure that proxy forms are submitted before the established deadline and maintain a log of all validated proxies, including details of the stockholder's name, proxy name, date of submission and validation status.

The proxy shall be notified of the status of their proxy submissions (validated or rejected) within five (5) days after submission.

**III. REVOCABILITY OF THE PROXY**

The Proxy and Voting Instruction may be revoked by the Stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting. The Proxy and Voting Instruction is also considered revoked if the stockholder registers and votes on the Corporation's online voting system (the "Voting System") before or during the Annual Stockholders' Meeting of the Corporation on 18 June 2025. Shares represented by a duly validated unrevised Proxy will be votes as authorized by the stockholder.

**IV. PERSON MAKING THE SOLICITATION**

The Corporation is not soliciting proxy.

**V. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

The directors and officers do not have a substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon. The Corporation has not received any written information from anyone seeking to oppose any action to be taken up in the Annual Stockholders' Meeting of the Corporation.

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**PRINTED NAME AND SIGNATURE OF STOCKHOLDER**

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**PRINTED NAME AND SIGNATURE OF WITNESS**

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**DATE**

No. of Shares Held	Tel. No. / Mobile No. Of Stockholder

Notarization of this proxy is not required.