

# 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)

**2025 December 31**

(Fiscal Year Ending-Month and Day)

**2025 - Definitive Information Statement**

(FORM TYPE)

\_\_\_\_\_

(Period Ended Date)

(Amendment Designation, if Applicable)

**Issuer of Securities**

(Secondary License Type, if any)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF  
THE SECURITIES REGULATION CODE

1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter  
Asia Pacific Medical Center-Iloilo, Inc.,
3. Metro Manila, Philippines  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number CS201423954
5. BIR Tax Identification Code 008-922-703
6. Brgy. Ungka, Jaro, Iloilo City 5000  
Address of principal office Postal  
Code
7. Registrant's telephone number, including area code (063) 9175234802
8. Date, time and place of the meeting of security holders  
Date: 18 June 2025  
Time: 9:00 AM  
Place: No physical venue but Chairman will preside at Asia Pacific Medical Center Hospital  
Building, Brgy. Ungka, Jaro, Iloilo City  
Online web address for registration for remote communication and voting:  
<https://apmc-iloilo.com/annualstockholdersmeeting2025>
9. Approximate date on which the Information Statement is first to be sent or given to  
security holders: 27 May 2025
10. Proxy is not solicited.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of  
the RSA:
- | Title of Each Class | Number of Shares of Common Stock<br>Outstanding or Amount of Debt Outstanding |
|---------------------|---|
| Founder             | 600   |
| Common              | 239,390   |
| Amount of Debt      | Php 1,780,302,436.77  |
12. Are any or all of registrant's securities listed in a Stock Exchange?  
Yes \_\_\_\_\_ No ✓

None of the founder and common shares of APMCI are listed on the Philippine Stock Exchange

**PART I.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

- (a) Date: 18 June 2025  
Time: 9:00 AM  
Place: Asia Pacific Medical Center Hospital Building, Brgy. Ungka, Jaro, Iloilo City  
Complete Mailing Address : Office of the Corporate Secretary  
Asia Pacific Medical Center-Iloilo, Inc.  
Brgy. Ungka, Jaro, Iloilo City  
Online web address for registration for remote communication and voting:  
<https://apmc-iloilo.com/annualstockholdersmeeting2025>

No physical venue but the Chairman will call and preside the stockholders meeting at Asia Pacific Medical Center Hospital Building, Brgy. Ungka, Jaro, Iloilo City.

- (b) Approximate date when the Information Statement is first sent out to stockholders of record: 26 May 2025

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

**Item 2. Dissenters' Right of Appraisal**

In accordance with Sec. 80 of the Revised Corporation Code of the Philippines, any stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case of an amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
3. In case of merger and consolidation; and
4. In case of investment of funds for any purpose other than the primary purpose of the corporation.

The procedure for the exercise by a dissenting stockholder of his appraisal right are as follows:

- (a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- (b) The dissenting stockholder shall make a written demand on the Company within 30 days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver on his appraisal right.

- (c) If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate (s) of stock within 10 days after demanding payment for his shares, the fair value of the shareholder's shares in the Company as of the day prior to the date on which the vote was taken. Failure by the dissenting shareholder to surrender his shares within said 10-days period shall, at the option of APMCI, terminate his appraisal rights.
- (d) If within sixty (60) days from the date the corporate action was approved by the stockholders, the dissenting stockholder and APMCI cannot agree on the fair value of the shares, it shall be appraised and determined by three (3) disinterested persons, one of whom shall be named by the stockholder, another by APMC Iloilo and the third by the two (2) thus chosen.
- (a) The findings of a majority of the appraisers shall be final, and their award shall be paid by APMCI within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless APMCI has unrestricted retained earnings in its books to cover such payment.
  - (b) Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the company.

No matter that will require the exercise of the stockholder's right of appraisal shall be taken up in the 2025 Annual Stockholders' Meeting.

### **Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

None of the following persons have any substantial interest, direct or indirect in any matter to be acted upon other than election to office:

- i. Directors or officers of the Company at any time since the beginning of the last fiscal year;
- ii. Nominees for election as directors of the Company
- iii. Associate of any of the foregoing persons

No director or nominee for election as director has informed the Company of his opposition to any matter to be acted upon at the Annual Stockholders' Meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **Item 4. Voting Securities and Principal Holders Thereof**

- a. The Company has 239,960 outstanding shares as of 30 April 2025 composed of 600 Founder shares and 239,390 common shares. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.
- b. All stockholders of record as of 28 May 2025 are entitled to notice and to vote at the Company's concerned annual stockholders' meeting.
- c. Manner of Voting and Election of Directors (Cumulative Voting)  
The requirements and procedure for electronic voting in Absentia and participation by remote communication is attached in this Information Statement as **Annex A**.

A stockholder may also vote in the meeting pursuant to Sec 7, Article II of the By-laws by proxy executed in writing by the stockholder through the Chairman who will preside the meeting in Iloilo City as mandated by Section 15 of SEC Memorandum Circular No. 6 Series of 2020.

If the stockholder chooses to vote through proxy, APMC Iloilo requires the submission of a proxy form to the Corporate Secretary not later than **11 June 2025, 5:00 pm** via [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com). Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies filed with the Secretary may be revoked by the stockholder concerned either an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by participation via remote communication provided he had previously registered to participate via remote communication.

The Committee on Inspection of Proxies and Ballots shall convene thru a meeting via remote communication on **16 June 2025 at 9:00 pm**. The Committee shall validate the proxies received. Any questions and issues relating to the validity and sufficiency, both as to form and substance of proxies shall only be resolved by the Corporate Secretary at that forum. The decision of the Corporate Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

The Stockholders are entitled to cumulative voting in the election of the Board of Directors, as provided by the Corporation Code.

Each common share of APMC Iloilo owned by a shareholder as of 28 May 2025 is entitled to one (1) vote (each, a 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. The election of Directors shall be by online ballot and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as Directors, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. Thus, since there are fifteen (15) directors to be elected, each Voting Share is entitled to fifteen (15) votes. One (1) block of ten (10) common shares would be entitled to 150 votes.

The Shares shall be voted through the Company's online voting portal. Votes will be counted by the Voting count system integral to the application and canvassed by the Board of Canvassers. The Board of Canvassers shall convene on **16 June 2025 at 9:00 pm** for partial canvassing of votes made through the online voting portal.

d. Security Ownership of Certain Record and Beneficial Owners and Management

**1) Security Ownership of Certain Record and Beneficial Owners**

Ferjenel G. Biron, Brandt Luke Q. Biron, Braeden John Q. Biron, Bryant Paul Q. Biron are the only record and/or beneficial owners of more than 5% of any class of registrant's voting securities as of 30 April 2025.

<b>Title of Class</b>	<b>Names / Address of Record Owner</b>	<b>Name of Beneficial Owner/Relationship with Record Owner</b>	<b>Citizenship</b>	<b>Number of Shares Held</b>	<b>Percent</b>
<b>Common Founder</b>	Biron, Ferjenel G. 82 Firefly Cor Butterfly Streets, Valle Verde VI, Pasig City	Biron, Ferjenel G./ Record Owner is also Beneficial Owner.	Filipino	48,266 240	<b>20.21%</b>
<b>Common Founder</b>	Biron, Brandt Luke Q. Unit 4403, Trump Tower, Century City Kalayaan Avenue, Makati 1210	Biron, Brandt Luke Q./ Record Owner is also Beneficial Owner.	Filipino	21,890 10	<b>17.94%</b>
<b>Common Founder</b>		Trustor: Biron, Bryant Paul Q. Unit 903, Pacific Place. Pearl Drive, Ortigas Center, Pasig City	Filipino	21,140 10	
<b>Common Founder</b>				<b>TOTAL</b> 43,030 20	
<b>Common</b>	Oca-Biron, Maria Regina Isabelle D. Ilaya 2 <sup>nd</sup> Dumangas, Iloilo	Oca-Biron, Ma. Regina Isabelle D./ Record Owner is also Beneficial Owner	Filipino	60	<b>8.84%</b>
<b>Common Founder</b>		Trustor: Biron, Braeden John Q. Unit 42C Kirov Tower, Estrella St. Rockwell Makati, 1210	Filipino	21,140 10	
<b>Common Founder</b>				<b>TOTAL</b> 21,200 10	

## 2) Security Ownership of Management

The following are each class of equity securities of the registrant beneficially owned by individual directors, officers and nominees as of 30 April 2025.

### DIRECTORS, OFFICERS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Fernandez, Lemuel T.	1,930 10	None	Filipino	0.81%
Common Founder	Gomez, Lusyl M.	2,771 10	None	Filipino	1.16%
Common Founder	Lavilla, Meride D.	3,688  10 Total 3,678	2,430 <sup>1</sup> 300 <sup>2</sup> 300 <sup>3</sup> 300 <sup>4</sup>  10 Total 3,340	Filipino	2.92%
Common Founder	Nolasco, Felix P.	2,340 10 Total 2,350	2,340 10 Total 2,350	Filipino	1.96%
Common Founder	Ong, Mary Flor G.	3,452 10	None	Filipino	1.44%
Common Founder	Regozo, Danilo C.	3,678 10	None	Filipino	1.54%
Common Founder	Villaflor, Agnes Jean M.	3,758 10	None	Filipino	1.57%

<sup>1</sup> Shares owned by Francis G. Lavilla

<sup>2</sup> Shares owned by Valerie D. Lavilla

<sup>3</sup> Shares owned by Francine Marie D. Lavilla

<sup>4</sup> Shares owned by Meryll Faith D. Lavilla

## DIRECTORS AND NOMINEES

Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Biron, Ferjanel G	48,266 240	None	Filipino	20.21%
Common Founder	Dianco, Felibert O.	3,360 10	None	Filipino	1.40%
Common Founder	Samoro, Fredilyn G.	6,788 20 Total 6,808	3,452 <sup>5</sup> 10 Total 3,462	Filipino	4.28%
Common Founder	Suplico, Rolex T.	1990 10	None	Filipino	0.83%
Common	Bermudo-Belgira, Johanna Marie B.	10	None	Filipino	.004%

## NEW NOMINEES

Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Biron, Brandt Luke	21,890 10	21,140 <sup>6</sup> 10	Filipino	17.94%
Common	Debuque, Nathalie Ann F.	10	None	Filipino	.004%
Common	Silverio, Lorna	500	None	Filipino	.21%

<sup>5</sup> Shares owned by Heirs of Ronnie Samoro

<sup>6</sup> Pursuant to a Voting Trust Agreement with Bryant Paul Biron

## EXECUTIVE OFFICERS

Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Delos Reyes, Giovanni A.	10	NONE	Filipino	.004%
Common	Fernandez, Toni Dinah Cheer D.	NONE	1,930 <sup>7</sup> 10	Filipino	0.81%
Common	Villanueva, Maylene B.	10	NONE	Filipino	.004%
N/A	Cortes, Cris T.	NONE	NONE	Filipino	N/A
N/A	Gerafil, Therese Marie A.	NONE	NONE	Filipino	N/A

Except for Ferjenel G. Biron who owns **20.21%**, Brandt Luke Biron who owns **17.94%**, Fredilyn G. Samoro who owns **4.28%** Meride D. Lavilla who owns **2.92%** of the outstanding shares, none of the company's directors, management and persons nominated owns directly or indirectly 2.0% or more of the outstanding capital stock of the Company.

### VOTING TRUST HOLDERS OF 5% OR MORE

On 15 June 2023, Bryant Paul Biron and Braeden John Biron entered into separate voting trust agreements.

Bryant Paul Biron has entered into a Voting Trust Agreement in favor of Brandt Luke Biron, with address at Unit 4403, Trump Tower, Century City Kalayaan Avenue, Makati 1210 for a period of five (5) years, increasing his voting shares from 9.13% to 17.94% of the total voting stock.

Braeden John Biron has entered into a Voting Trust Agreement in favor of Maria Regina Isabelle Oca-Biron, with address at Ilaya 2<sup>nd</sup> Dumangas, Iloilo for a period of three (3) years, increasing her voting shares from 0.02% to 8.83% of the total voting stock. The Securities and Exchange Commission (SEC) issued a Certificate of Filing of Voting Trust Agreement last 17 March 2025.

Title of Securities	Amount of Securities Under Trust or Agreement	Duration of the Agreement	Name and Address of Voting Trustee	Outline of Voting Rights	Trustor
Common	Php 21,140,000.00	Five years	Brandt Luke Biron  Address: Unit 4403, Trump Tower, Century City, Kalayaan Avenue, Makati 1210	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	<b>Bryant Paul Biron</b>
Founder	Php 10,000.00				
Common	Php 21,140,000.00	Three years	Oca-Biron, Ma. Regina Isabelle  Address: Ilaya 2 <sup>nd</sup> Dumangas, Iloilo	Right to vote and be voted upon and vote in all matters and questions which may be brought before them.	<b>Braeden John Biron</b>
Founder	Php 10,000.00				

<sup>7</sup> Shares owned by Lemuel Fernandez

## CHANGES IN CONTROL

Since the beginning of the last fiscal year, the Company is not aware of any arrangement which may result in a change of control in the next twelve (12) months.

### **Item 5. Directors and Executive Officers**

(a) The following are the names, ages, citizenship and periods of service of the incumbent directors/ and independent directors of the Company.

Name	Position	Age	Citizenship	Period during which individual has served as such
<b>Biron, Ferjenel G.</b>	Director / Chairman	60	Filipino	2014 to present
<b>Belgira, Johanna Marie B. (I.D.)</b>	Independent Director	37	Filipino	2024 to present
<b>Comuelo, Jerusha A (I.D.)</b>	Independent Director	57	Filipino	2020 to present
<b>Debuque Ma. Teresa F. (I.D)</b>	Lead Independent Director	62	Filipino	2021 to present
<b>Dianco, Felibert O.</b>	Director Chairperson, Internal Medicine/ Head, Cardiology Unit	51	Filipino	2020 (ID); 2020 to present
<b>Fernandez, Lemuel T.</b>	Director/ Assistant Treasurer/ Marketing Director	58	Filipino	2018-2020 (I.D.); 2020 to Present
<b>Gomez, Lusyl M.</b>	Director/ Assistant Secretary/ Chairperson, Pediatrics Department	65	Filipino	2017 to 2018 (ID) ; 2020 to present
<b>Lavalle, Amado Jr. M.</b>	Director/ President	62	Filipino	2014 to present
<b>Lavilla, Meride D.</b>	Director Vice Chairman	62	Filipino	2014 to present
<b>Nolasco, Felix P.</b>	Director/ Assistant Medical Director	72	Filipino	2014 to 2017; 2020 to present
<b>Ong, Mary Flor G.</b>	Director/Treasurer/ /Head Nutrition & Dietetics	52	Filipino	2023 to present

<b>Regozo, Danilo C.</b>	Director/ Executive Vice President/ Chairperson Family Medicine Department/ Head Ancillary Services	62	Filipino	2014 to present
<b>Samoro, Fredilyn G.</b>	Director	60	Filipino	2014 to present
<b>Suplico, Rolex T.</b>	Director	66	Filipino	2020 to present
<b>Villaflor, Agnes Jean M.</b>	Director/ Medical Director	60	Filipino	2014 to present

b) The following are the names, ages, citizenship and periods of service of the persons nominated to become directors/ independent directors of the Company. They constitute the Final List of Candidates approved by the 2024 Board of Directors after evaluation and upon presentation by the Nominations and Election Committee (which is composed of Rolex T. Suplico as Chairman, Johanna Marie B. Belgira, Lemuel T. Fernandez and Mary Flor Gafate-Ong as members), for the ensuing year and have accepted their nomination:

<b>Name</b>	<b>Age</b>	<b>Citizenship</b>	<b>Period during which individual has served as such</b>
<b>REGULAR DIRECTORS</b>			
<b>1. Biron, Ferjanel G.</b>	60	Filipino	2014 to present
<b>2. Dianco, Felibert O.</b>	51	Filipino	2020 to present
<b>3. Fernandez, Lemuel T.</b>	58	Filipino	2018-2019 (I.D.); 2020 to present
<b>4. Gafate-Ong, Mary Flor</b>	52	Filipino	2023 to present
<b>5. Gomez, Lusyl M.</b>	65	Filipino	2017-2018 (I.D.) ;2020 to present
<b>6. Lavilla, Meride D.</b>	62	Filipino	2014 to present
<b>7. Nolasco, Felix P.</b>	72	Filipino	2014 to 2017; 2020 to present
<b>8. Regozo, Danilo C.</b>	62	Filipino	2014 to present
<b>9. Samoro, Fredilyn G.</b>	60	Filipino	2014 to present
<b>10. Suplico, Rolex T.</b>	66	Filipino	2020 to present
<b>11. Villaflor, Agnes Jean M.</b>	60	Filipino	2014 to present
<b>12. Biron, Brandt Luke Q.</b>	27	Filipino	New Nominee

<b>INDEPENDENT DIRECTORS</b>				
<b>1. Bermudo-Belgira, Johanna Marie</b>	<b>37</b>	<b>Filipino</b>	<b>2024 to present</b>	
<b>2. Debuque, Nathalie Ann</b>	<b>31</b>	<b>Filipino</b>	<b>New Nominee</b>	
<b>3. Silverio, Lorna</b>	<b>77</b>	<b>Filipino</b>	<b>New Nominee</b>	

The nominees were formally nominated by the shareholders of the Company as shown in the attached Final List of Candidates attached as **Annex C**, Johanna Marie B. Bermudo-Belgira, Nathalie Ann F. Debuque and Lorna Silverio are nominated as independent directors. Debuque accepted the nomination provided that she is allowed to commence her term in July 2025 after her stint as LGU Executive. If elected as Vice Governor of the Province of Iloilo, she will also be required to secure the necessary authorization to serve as Independent Director. The NOMELEC accepted the nomination as there are no other nominees for Independent Director at present.

Ferjenel G. Biron, Felibert O. Dianco, Lemuel T. Fernandez, Lusyl M. Gomez, Meride D. Lavilla, Felix P. Nolasco, Mary Flor Gafate-Ong, Danilo C. Regozo, Fredilyn G. Samoro, Rolex Suplico and Agnes Jean M. Villafior, are incumbent directors of the Company. None of the nominators are related to any of the nominees for independent directors. The Nominations and Election Committee evaluated the qualifications of the nominees and prepared the Final List of Candidates in accordance with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and the By-Laws of the Company.

Only nominees whose names appear in the Final List of Candidates are eligible for election as directors. No nominations will be entertained or allowed on the floor during the Annual Stockholders' Meeting. Brandt Luke Q. Biron is the new nominee for Regular Director, while Nathalie Ann F. Debuque and Lorna Silverio are the new nominees for Independent Director.

- c) The following are the names, ages and citizenship of the Company's executive officers in addition to its executive and independent directors listed above as of 30 April 2025.

<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Citizenship</b>	<b>Period during which individual has served as such</b>
<b>Delos Reyes, Giovanni A.</b>	Director for Admin and Support Services	71	Filipino	2024 to present
<b>Fernandez, Toni Dinah Cheer D.</b>	Investor Relations Officer	56	Filipino	2020 to present
<b>Cortes, Cris T.</b>	Chief Finance Officer	37	Filipino	September 2023 to present
<b>Villanueva, Maylene B.</b>	Compliance Officer	44	Filipino	2019 to present
<b>Gerafil, Therese Marie A.</b>	Corporate Secretary /Data Privacy Officer/Legal Officer	29	Filipino	January 2025 to present

The Business Profile of the incumbent directors and officers are attached hereto as **Annex B** while the profile of the nominees for directors for election at the annual stockholders' meeting is set forth in **Annex C1**. The certifications on the qualifications of independent directors are attached hereto as **Annex D to D3**. The Certificate of Qualification and permission of directors in government service are hereto attached as **Annex D4 to D5**.

## **TERM OF OFFICE**

Article III Section 4 of the Company's By-Laws provides:

Section 4 – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

The Board has established committees to assist in exercising its authority in monitoring the performance of the business of the Company. The committees, as detailed below, provide specific and focused means for the Board to address relevant issues including those related to corporate governance.

## **COMMITTEES**

NAME	AUDIT COMMITTEE	REMUNERATION & COMPENSATION COMMITTEE	NOMINATIONS & ELECTION COMMITTEE	CORPORATE GOVERNANCE COMMITTEE	BOARD OF CANVASSERS	INSPECTION OF BALLOTS AND PROXY COMMITTEE	DATA PRIVACY COMMITTEE	BOARD RISK AND OVERSIGHT COMMITTEE
Rolex T. Suplico			Chairman				Chairman	
Johanna Marie B. Belgira	Member		Member					Chairman
Mary Flor G. Ong			Member					Member
Lemuel T. Fernandez			Member				Member	
Jerusha A. Comuelo	Chairman			Member				
Ma. Teresa F. Debuque		Chairman		Chairman				Member
Ike T. Minerva						Chairman	Member	
Felibert O. Dianco	Member	Member		Member				
Meride M.Lavilla		Member						
Ma. Iris V. Salazar					Chairman			
Grace Gallega Perez					Member			
Maria Geraldine Gubatina					Member			
Pedro Tingson						Member		
Romulo Barrameda						Member		

## **DIRECTORSHIP IN REPORTING COMPANIES**

The following are the Directorships in other reporting companies of the incumbent Directors:

<b>DIRECTORS</b>	<b>REPORTING COMPANIES</b>
1. Biron, Ferjenel G.	Asia-Pacific Medical Center- Aklan, Inc. Asia Pacific Medical Center-Bacolod, Inc. Allied Care Experts (ACE) Medical Center – GENSAN, Inc. Allied Care Experts (ACE) Medical Center- Butuan, Inc. Allied Care Experts (ACE) Medical Center-Cagayan de Oro, Inc.
2. Fernandez, Lemuel T.	NONE
3. Gomez, Lusyl M.	NONE
4. Lavalle, Amado Jr. M.	NONE
5. Lavilla, Meride D.	Asia Pacific Medical Center- Aklan, Inc. Asia Pacific Medical Center-Bacolod, Inc. Allied Care Experts (ACE) Medical Center – Cagayan de Oro, Inc.
6. Dianco, Felibert O.	NONE
7. Nolasco, Felix P.	Allied Care Experts (ACE) Medical Center-Tacloban, Inc. Allied Care Experts (ACE) Medical Center-Cebu, Inc.
8. Mary Flor G. Ong	NONE
9. Regozo, Danilo C.	Asia Pacific Medical Center (APMC)- Aklan, Inc. Asia Pacific Medical Center-Bacolod, Inc.
10. Samoro, Fredilyn G.	Allied Care Experts (ACE) Medical Center – GENSAN, Inc. Allied Care Experts (ACE) Medical Center- Butuan, Inc.
11. Suplico, Rolex T.	NONE
12. Villafior, Agnes Jean M.	Allied Care Experts (ACE) Medical Center – Cagayan de Oro, Inc.
<b>INDEPENDENT DIRECTORS</b>	
13. Comuelo, Jerusha A.	NONE
14. Debuque, Ma. Teresa F.	NONE
15. Belgira, Johanna Marie B.	NONE

On 20 May 2024, Jerusha Comuelo notified the Board of Directors through the Corporate Secretary that she accepted a nomination to become an Independent Director in Asia-Pacific Medical Center-Aklan, Inc. for the year 2024.

## **SIGNIFICANT EMPLOYEES**

The company does not believe that its business is dependent on the services of any particular employee who is not an executive officer.

## **INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS**

- a. **Civil Case No. R-CEB-18-01248-CV, Branch XI, Cebu City ( Complaint for Declaration of Sale in Installment as Subscription Contract, Declaration of Rights of Pre-emption, and for Attorney's Fees) Dax Matthew M. Quijano et.al. v. ACE Medical Center Cebu Inc. , Felix P. Nolasco, et.al.**

On 7 March 2018, several complainants (Dax Matthew M. Quijano, et.al) through counsel filed a civil complaint against the Hospital and its Directors, including Felix Nolasco praying the Court to direct the defendants ACE Medical Center Cebu and its President and Corporate Secretary to issue the plaintiff's Certificate of Stock and declare the sale in installment as subscription contract, to allow him to exercise preemptive rights to the increase of capital approved by the Board on November 12, 2016. The Defendants (based in Cebu) have already filed their Answer to the Complaint but the Manila based Doctors which include Dr. Nolasco had not been served the summons. On 5 August 2020, a Motion to Dismiss the Complaint was filed for lack of interest of plaintiffs to prosecute the case. The case was scheduled for mediation on 14 July 2021. Since an agreement was not reached, mediation was scheduled on 29 July 2021. No agreement was reached so it was sent back to court for judicial dispute resolution which was held on 9 February 2022. The JDR failed. The pre-trial conference which was previously scheduled on 13 April 2023 was cancelled and moved to 02 June 2023 at 10:45 am.

During the 13 August 2024 hearing, the Court informed the Parties that it needed time to evaluate the Motion for Partial Summary Judgement filed by complainants and reset the pre-trial conference on 16 October 2024 at 8:30 in the morning without prejudice to the resolution of the motion.

During the 16 October 2024 hearing, the Court informed the parties that it needs more time to resolve plaintiff's Motion for Partial Summary Judgement. The pre-trial conference was set on 05 February 2025 at 9:15 in the morning. On 05 February 2025, the Court set the pre-trial conference on 21 March 2025 at 9:15 in the morning without prejudice to the resolution of the Motion for Partial Summary Judgement.

On 21 March 2025, the pre-trial conference was reset on 23 May 2025 at 10:45 in the morning considering that plaintiffs' motion for partial summary judgment is still to be resolved by the court.

On 23 May 2025, an Order was issued by the Regional Trial Court Branch XI of Cebu City resetting the pre-trial conference to 25 July 2025 at 10:00 in the morning, considering that there is still a pending motion for partial summary judgment.

- b. **Civil Case No. R-CEB-18-00601-CV, Branch XI, Cebu City (Complaint for Issuance of Certificate of Stock, Declaration of Sale in Installment as Subscription Contract, Declaration of Rights of Pre-Emption, and/or Attorney's Fees) Ferdinand P. Kionisala vs. Allied Care Experts (ACE) Medical Center- Cebu, Inc., Felix P. Nolasco et.al.**

On 5 February 2018, complainant Ferdinand P. Kionisala filed a civil complaint against the Hospital and its Directors (as stated above) praying the Court to direct defendants ACE Medical Center Cebu and its President and Corporate Secretary to issue the plaintiff's Certificate of Stock and declare the sale in installment as subscription contract, to allow him to exercise pre-emptive rights to the increase in capital approved by the Board on 12 November 2016. The Cebu-based defendants had already filed their Answer to the Complaint and Dr. Kionisala has filed a Motion for Partial Summary Judgement, but the same was opposed by defendants on 2 May 2018. No ruling was made on such motion hence the case had not moved.

The Defendants filed a Motion to Dismiss the case for failure of the plaintiff to prosecute for lack of interest. The case was scheduled for mediation on 16 June 2021. Since an agreement was not reached, the pre-trial on 13 August 2021 proceeded as scheduled. On 5 November 2021, a hearing was held but no resolution was made. Another hearing was scheduled on 4 March 2022 but plaintiffs were unavailable. On 22 April 2022, another hearing was scheduled but plaintiff requested that his previous manifestation be addressed first. The hearing scheduled on 24 June 2022 was postponed.

The Court rendered on 09 August 2022 a partial summary judgement on plaintiff's prayer for issuance of certificates of stock leaving the other issues sought for trial on the merits. However, instead of presenting his evidence, plaintiff filed a motion to submit the case for decision based on legal issues through the filing of memorandum which is still pending resolution.

The Plaintiff submitted a motion to submit the case for decision based on legal issues, which was filed with the Court on October 24, 2022. The Defendant filed a comment on November 7, 2022. An order dated June 30, 2023, was received, in which the Court granted the Plaintiff's motion to submit the case for decision based on legal issues dated October 18, 2022. The Presiding Judge allowed both parties to file their respective memoranda, limited to the issue of the extent of the Plaintiff's preemptive right to purchase or subscribe to shares of stock in view of the Defendant Corporation's increase in capital stock, within 30 days from receipt of the said order.

The Defendant's counsel subsequently filed a Motion for Reconsideration seeking to set aside and deny the Plaintiff's motion to submit the case for decision based solely on the issue of whether the Plaintiff is entitled to the preemptive right to subscribe to one block of shares equivalent to 10 shares or only 3 shares, citing utter lack of merit. The Plaintiff's counsel filed an opposition to the Motion for Reconsideration.

The Defendant's Motion for Reconsideration of the Order dated June 30, 2023, which granted the Plaintiff's motion to submit the case for decision based on legal issues, remains pending resolution by the Court. As a matter of procedure, should the Court grant the Motion for Reconsideration, the case will proceed to pre-trial and trial. Otherwise, both parties will be directed to submit their respective memoranda in support of their respective claims and defenses, after which the case shall be deemed submitted for decision.

As of 30 April 2025, to the knowledge and information of the Company, except for the abovementioned Directors, none of the Company's other Directors or Executive Officers have been involved in any legal proceedings during the last five (5) years that are material to an evaluation of their ability or integrity to act as such.

### **RESIGNATION OF DIRECTORS**

No director has resigned or declined to stand for re-election to the Board since the last Annual Stockholders' Meeting due to any disagreement with the company related to its operation, policies and practices.

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

In the normal course of business, the Company transacts with companies/individuals, which are considered related parties.

i.) Receivables against related parties (see Note 15 of AFS 2024)

As at end of March 31, 2025, the company has the following advances and receivables against related parties:

Receivable from:	Amount	Related to:	Particulars
Various ACE Hospitals	P47,472	APMC Iloilo, Inc	These are shared expenses with the other ACE Hospitals that were initially paid for by APMC Iloilo, Inc. Statements of Account were already sent to each of the Hospitals to collect these monies.
TIPP Plus Digital Solutions, Inc.	P6,902,784	Maylene Villanueva, Compliance Officer	<p>TIPP Plus is the provider for the Custom-made HIS of APMCI. Maylene Villanueva is the President of the said company. TIPP Plus was engaged by the Company prior to her appointment as Compliance Officer and Corporate Secretary.</p> <p>In 2021, TIPP required 30% DP for USD 400K to be by APMCI. APMCI paid 50% of 30% downpayment for USD 60000 @ P 58.60/dollar. In March 2023 full payment of 30% DP for USD 60,000 @ P56 /dollar with VAT additional was made. Discounted contract price is USD 380 + VAT.</p>
Endure Medical, Inc.	P32,079,869	Ferjenel Biron, Chairman of the Board	<p>Dr. Biron is the son of the major stockholders of Endure Medical, Inc. that was engaged by the company as indentor to facilitate the importation and acquisition of various furniture &amp; fixtures, and medical/hospital equipment.</p> <p>P32,063,203 is the balance intended for the MRI that is yet to be delivered to the hospital. An additional P16,666 was taken up to record the service fee for the pre-start up check up of cummins generator.</p>

ii) Loans Payable to Related Party

In June 2021, the company initially borrowed money from Phil Pharmawealth Inc., a pharmaceutical company owned by the family of Dr. Ferjenel Biron, Chairman of the Board of APMC Iloilo, amounting to P11.83M. The loan was intended to pay off necessary obligations of the company. Subsequently, additional loans were made after. As of the years ended December 31, 2023, and 2024, total related party obligation stands at **P393.40M and P543.87M, respectively**. These are interest bearing loans (8.50% to 11%) that are agreed to be paid subject to availability of funds.

iii.) Key Management Personnel Compensation

Key Management compensation amounted to PhP7,571,693 and PhP3,330,000 for the period ended December 31, 2024, and 2023, respectively. These amounts are incorporated in the salaries and allowance account in the financial statements.

The Company does not provide post-employment benefits plans and equity-based compensation benefits to any of its directors and executive officers other than what is reasonably required by the Labor Code of the Philippines.

**Item 6. Compensation of Directors and Executive Officers**

**(a) Summary of Compensation of Executive Officers**

Information provided by the Finance Department as to the aggregate compensation paid or accrued to Asia-Pacific Medical Center - Iloilo Inc.'s Chief Executive Officer and other highly compensated executive officers, as well as other officers and directors during the last two completed fiscal years and the ensuing fiscal year is as follows:

The following summarizes the executive compensation received by the President and the top four (4) most highly compensated officers of the Company for 2024, 2023, and 2022. It also summarizes the aggregate compensation received by all the officers and directors, unnamed.

<b>Name and Position</b>	<b>Year</b>	<b>Salaries</b>	<b>Bonuses</b>	<b>Others</b>	<b>Total</b>
President and the top five (5) officers	2024	1,580,000.00		1,957,777.76	3,537,777.76
	2023	2,670,000.00	170,000.00	1,340,000.00	4,180,000.00
	2022	2,880,000.00	240,000.00	490,000.00	3,610,000.00
Aggregate compensation paid to all officers and directors as a group unnamed	2024	842,000.00		1,479, 555. 51	2,321,555.51
	2023	2,590,000.00	120,000.00	2,950,000.00	5,660,000.00
	2022	1,740,000.00	280,000.00	1,319,995.00	3,339,995.00

## b. Compensation of Directors

### 1. Standard Arrangements

During its February 23, 2018 meeting, the BOD approved the following monthly salaries of its By-Laws and Executive Officers which took effect on January 1, 2019:

Position	Salary
Chairman	Fifty Thousand Pesos ( PhP 50,000.00)
President	Fifty Thousand Pesos ( PhP 50,000.00)
Vice Chairman	Thirty Five Thousand Pesos ( PhP 35,000.00)
Executive Vice President	Thirty Five Thousand Pesos ( PhP 35,000.00)
Corporate Secretary	Thirty Five Thousand Pesos ( PhP 35,000.00)
Assistant Corporate Secretary	Twenty Five Thousand Pesos ( PhP 25,000.00)
Treasurer	Thirty Five Thousand Pesos ( PhP 35,000.00)
Assistant Treasurer	Twenty Five Thousand Pesos ( PhP 25,000.00)

In addition, the Board of Directors has been accorded a per diem of Ten Thousand Pesos (Php 10,000.00) per regular and special board meeting and construction meeting as attended and in case of travels outside the principal place of business, an additional travel allowance of Ten Thousand Pesos (Php 10,000.00).

The salaries of other Executive Officers were approved by the Board of Directors through a resolution upon recommendation by the President until the creation of a Remuneration and Compensation Committee in June 2020.

Upon the recommendation of the Remuneration and Compensation Committee, the Board of Directors of the Company through Board Resolution No. 2023-05-08 as amended, approved an increase in the compensation of Corporate Officers to take effect upon the commencement of operations and booked as payable to Executive Directors subject to availability of funds, as follows:

Position	Salary
Chairman	One Hundred Thousand Pesos ( PhP 100,000.00)
President	One Hundred Thousand Pesos ( PhP100,000.00)
Vice Chairman	Eighty Thousand Pesos ( PhP 80,000.00)
Executive Vice President	Eighty Thousand Pesos ( PhP 80,000.00)
Corporate Secretary	Eighty Thousand Pesos ( PhP 80,000.00)
Assistant Corporate Secretary	Fifty Thousand Pesos ( PhP 50,000.00)
Treasurer	Eighty Thousand Pesos (PhP 80,000.00)
Assistant Treasurer	Fifty Thousand Pesos ( PhP 50,000.00)

The company approved a reasonable per diem for Directors in the amount of Thirty Thousand Pesos (PhP 30,000.00) per Board Meeting, Five Thousand Pesos (PhP 5,000.00) for Executive Committee Meetings, Three Thousand Pesos (PhP 3,000.00) for other committee meetings and additional Fifteen Thousand Pesos ( PhP 15,000.00) for out of town meetings.

The granting of the 13th month incentive to executive officers for the year 2024 has been suspended due to lack of availability of funds.

## 2. Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated or is to be compensated in 2024 and 2023 for any service provided as a director.

### Item 7. Independent Public Accountants

- a. The auditing firm of Dimaculangan, Dimaculangan and Co. CPAs is being recommended for election as external auditor for the current year as approved by the Board for a fee of Two Hundred Eighty-Six Thousand Seven Hundred Fifty Pesos (Php286,750) inclusive of 15% of other fees which represents out of pocket expenses (OPE) and QAR Fees plus 12% VAT amounted to Thirty-Four Thousand Four Hundred Ten Pesos (Php34,410). The profile of Dimaculangan and Dimaculangan is attached to this Information Statement as **Annex E2**.
- b. Dimaculangan, Dimaculangan and Co. CPA's represented by its engagement partner, Ma. Teresa Dimaculangan is the external auditor of the Company for the year 2024. The firm is still recommended for election for the current year with Mr. Alfredo Dimaculangan as the signing partner for 2025. Pursuant to Rule SRC Rule 68(3) (b) (iv) of the Amended Implementing Rules and Regulations of the Securities and Regulation Code (SRC) (re: rotation of external auditors) the Company has not engaged Mr. Alfredo Dimaculangan for more than five years from the time of issuance of its secondary license.
- c. Representatives of the said firm are expected to be present at the Annual Stockholders' Meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions. In 2024, the Company's auditors did not perform any substantial non-audit services for the Company.
- d. Changes in and disagreements with accountants on accounting and financial disclosure

The Company has engaged the services of Dimaculangan, Dimaculangan and Company during the most recent fiscal years. There were no disagreements with Dimaculangan, Dimaculangan and Company on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

The signing partner of Dimaculangan from 2018 to 2023 is Ma. Teresa Dimaculangan. In compliance with SRC Rule 68, Dimaculangan, Dimaculangan and Company assigned a new signing partner to APMC Iloilo in the person of Mr. Alfredo Dimaculangan in 2024, after five years from the issuance of its Permit to Issue Securities.

- e. Audit and Audit Related Fees

The 2024 Audited Financial Statements of the Company with the External Auditors' PTR, Name of Certifying Partner and Address and Statement of Management's Responsibility are attached hereto as **Annex E3**.

**THE AGGREGATE FEES BILLED ARE SHOWN BELOW:**

The External Auditor has rendered:

Audit of the registrant's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years.

Other assurance and related services that are reasonable related to the performance of the audit or review of the registrant's financial statements.

The Audit Committee has approved the above-mentioned services. The aggregate fees billed are shown below:

Year	2024	2023	2022
Audit Service	Php 321,160	Php 271,040	Php 246,400
Audit Related Services	—	—	—
Tax Services	—	—	—

Dimaculangan and Dimaculangan and Company CPAs did not render tax or other services in 2024. Audit service fees are inclusive of 15% of other fees which represents out of pocket expenses (OPE) and QAR Fees plus 12% VAT.

**Item 8. Compensation Plans**

No action is to be taken in this meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

**Item 9. Authorization or Issuance of Securities**

No action is to be taken with respect to the authorization or issuance of any securities other than what is currently being offered over-the-counter.

**Item 10. Modification or Exchange of Securities**

No action is to be taken with respect to the modification of any class of securities of the registrant or the issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

### **Item 11. Financial and Other Information**

As previously stated, no action is to be taken with any matter specified in Items 9 & 10.

### **Item 12. Merger, Consolidation, Acquisition and Similar Matters**

No action is to be taken with respect to any transaction involving the following:

- 1) the merger or consolidation of the company into or with any person or of any other person into or with the company;
- 2) the acquisition by the company or any of its security holders of securities of another person
- 3) the acquisition by the registrant of any other going business or of the assets thereof;
- 4) the sale or other transfer of all or any substantial part of the assets of the company;
- 5) the liquidation or dissolution of the company.

### **Item 13. Acquisition/Disposition of Property**

No action is to be taken with respect to an acquisition or disposition of any property by the company.

### **Item 14. Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the company.

## **D. OTHER MATTERS**

### **Item 15. Action with Respect to Reports**

The following are the acts to be submitted for approval during the stockholders' meeting:

#### **A. Minutes of the Annual Meeting of Stockholders held on 11 June 2024 (**Annex F**)**

The approval or disapproval of the above Minutes will refer only to the correctness of the Minutes and will not constitute an approval/disapproval of the matters stated in the Minutes.

#### **B. Annual Report and 2024 Audited Financial Reports**

While the Annual Report which includes the Management Report as of 30 April 2025 (**Annex G**) shall only be noted, the 2024 Audited Financial Report shall be approved by the stockholders attending the meeting.

**Item 16. Matters Not Required to be Submitted**

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

**Item 17. Amendment of Charter, By laws or Other Documents**

The Board of Directors of Asia Pacific Medical Center (APMC) - Iloilo, Inc. in its regular Board Meeting held last 27 April 2025, with majority of the Directors present, unanimously approved the amendment of the following provisions of the Corporation’s Amended By-laws, with the following changes:

**A. Article II, Section 1 (Compliance with SEC guidelines)**

From	To	Reason and General Effect of Amendment
<p><b>Regular Meetings</b> - 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.</p>	<p><b>Regular Meetings</b> - 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, <b><u>in accordance with the guidelines of the Securities and Exchange Commission.</u></b></p>	<p>The additional phrase is intended to ensure compliance with SEC guidelines in case of postponements or changes in the schedule of Annual Stockholders’ Meeting</p>

**B. Article II, Section 3 (Change of Place of Meeting)**

From	To	Reason and General Effect of Amendment
<p><b>Place of Meeting</b> - 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>Place of Meeting</b> - 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><u>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.</u></b></p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.</p>

**C. Article II, Section 6 (Change of Conduct of Meeting of Stockholders)**

From	To	Reason and General Effect of Amendment
<p><b>Conduct of Meeting</b> – 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>Stockholders who cannot physically attend at</p>	<p><b>Conduct of Meeting</b> – 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><u>The meeting may be conducted through</u></b></p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.</p>

<p>stockholders' meetings may participate in such meetings through remote communication.</p>	<p><b><u>tele/video conferencing.</u></b>  <b><u>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.</u></b></p> <p><b><u>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.</u></b></p> <p><b><u>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.</u></b></p>	
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**D. Article II, Section 7 (Change of Manner of Voting and Change of Deadline of Submission of Proxies); and**

From	To	Reason and General Effect of Amendment
<p><b>Manner of Voting</b> - 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><b>Manner of Voting</b> - At all meetings of stockholders, a stockholder may vote in person <b>or 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>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.</p>

<p>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.</p>	<p>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 <b><u>THIRD THURSDAY OF JULY</u></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> <p><b><u>Online voting shall be allowed when meetings are held via remote communication.</u></b></p>	<p>The deadline for the submission of proxies is being amended to align with the previous amendment of the schedule of stockholders' meeting, which was moved from Third Sunday of April to Fourth Thursday of July.</p>
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**E. Article III, Section 6 (Change of conduct of meeting of the Board of Directors)**

From	To	Reason and General Effect of Amendment
<p><b>Conduct of the Meeting -</b> 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.</p> <p>Directors who cannot physically attend or vote at Board Meetings can participate in voting</p>	<p><b>Conduct of the Meeting -</b> 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.</p> <p><b><u>The meeting may also be conducted through remote communication such as video conferencing.</u></b></p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.</p>

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

**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

<p>manners that all directors or trustee can easily follow and participate in the meeting;</p> <p>d. That a director may participate via remote communication;</p> <p>e. Contact information of the corporate secretary or office staff whom the director may communicate</p> <p>f. When the meeting is for election or directors or officers, the requirements and procedure for nomination and election;</p> <p>g. The fact that there will be a visual and/or audio recording of the meeting; and</p> <p>h. Other instructions to facilitate participation in the meeting through remote communications.</p>	<p>include the following information:</p> <p>a. Date, Time and Place of the meeting</p> <p>b. Agenda of the meeting</p> <p>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;</p> <p>d. That a director may participate via remote communication;</p> <p>e. Contact information of the corporate secretary or office staff whom the director may communicate</p> <p>f. When the meeting is for election or directors or officers, the requirements and procedure for nomination and election;</p> <p>g. The fact that there will be a visual and/or audio recording of the meeting; and</p> <p>h. Other instructions to facilitate participation in the meeting through remote communications.</p>	
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**Item 18. Other Proposed Actions**

(a.) Acts and Resolutions of the Board of Directors and Management from the date following the last Annual Stockholders' Meeting to the present including, but not limited to the following:

1. Approval of the re-appointment of the 2023 set of officers as officers of the corporation for 2024 until their successors are elected.

POSITION	NAME
Chairman	Ferjenel G. Biron
President	Amado M. Lavallo Jr
Vice Chairman	Meride D. Lavilla
Executive Vice President	Danilo C. Regozo
Corporate Secretary	Analie L. Generoso
Asst. Corporate Secretary	Lusyl M. Gomez
Treasurer	Mary Flor Gafate-Ong
Asst. Treasurer	Lemuel T. Fernandez

2. Approval of the Re-appointment of the Chairman and Members of the Nominations and Elections Committee; Audit Committee; Corporate Governance Committee; Remuneration and Compensation Committee; Data Privacy Committee; and Board Risk Oversight Committee for 2024; and appointment of Atty. Johanna Marie B. Bermudo-Belgira as Chairman of the Board Risk Oversight Committee; Member of the Audit Committee; and Member of the Nominations and Elections Committee.
3. Approval of the re-appointment of Ma. Teresa F. Debuque as Lead Independent Director of Asia Pacific Medical Center Iloilo Inc.
4. Approval of the authority of the Corporate Secretary, Atty. Analie Generoso to sign and file the General Information Sheet (GIS) of Asia Pacific Medical Center Iloilo for the year 2024.
5. Approval of the conduct of Asia Pacific Medical Center (APMC) Iloilo Strategic Planning, scheduled on July 19 to July 21, 2024 at the APMC Iloilo Auditorium.
6. Approval of the opening of account with Banco De Oro (BDO) with an initial deposit of Fifty Thousand Pesos (Php 50,000.00); and approval of the authorization of the President, Finance Director and Corporate Treasurer as signatories for the said account.
7. Approval via referendum of the SEC 17Q Report for 2nd Quarter of 2024.
8. Ratification of the availment of loans from Phil Pharmawealth Inc. in the amount of Two Million Eight Hundred Thousand Pesos (Php 2,800,000.00) on July 19, 2024 and an additional One Million Eight Hundred Thousand Pesos (Php 1,800,000.00) on July 22, 2024.
9. Approval of the new Mission, Vision and Core Values as presented during the Strategic Planning held last July 19 to 21, 2024 at the APMC Iloilo Auditorium.
10. Approval to update the company name in the records of Social Security System (SSS) and PAG-IBIG from Allied Care Experts (ACE) Medical Center - Iloilo (ACEMCI) to Asia Pacific Medical Center - Iloilo (APMCI) and designation of new signatories; Dr. Lusyl Gomez, CFO Cris Cortes and Treasurer Dr. Mary Flor Gafate Ong.
11. Ratification of the re-appointment of Ms. Toni Dinah Cheer Fernandez as Data Privacy Officer.
12. Approval of stockholder privileges and benefits of the first 10 nominee-beneficiaries of each founder regardless of their shareholdings.
13. Approval for the extension of stockholder privileges and benefits to legally married spouses of stockholders.
14. Approval of the request for additional manpower for different departments and their corresponding salaries.
15. Ratification of the availment of loan from Phil Pharmawealth Inc. in the amount of Twenty Seven Million Eight Hundred Thousand Pesos (Php 27,800,000.00) on August 1, 2024.
16. Approval of the authorization to create a new domain for the establishment of a new email address, which shall be registered with the Bureau of Internal Revenue (BIR) through the Online Registration and Update System (ORUS).
17. Approval of the Contract Agreement for the use of clinic space in Asia Pacific Medical Center (APMC) Iloilo.
18. Approval of the leave of absence of Dr. Lusyl M. Gomez from September 18, 2024 to October 6, 2024 and designation of Dr. Meride D. Lavilla as Acting Corporate Secretary during the said period.

19. Approval of the appointment of Dr. Giovanni Delos Reyes as Director for Administration and Support Services, effective September 16, 2024.
20. Approval of the guidelines and implementation of the Employee Compensation and Benefits Program, including government-mandated and de minimis benefits, effective September 29, 2024.
21. Approval of the proposed adjustment in the salary of employees; with the first batch to take effect on January 1, 2025 and the second batch to take effect on July 1, 2025.
22. Approval of the Salary Grade Standardization Matrix as presented.
23. Ratification of the availment of loan from Phil Pharmawealth Inc. in the amount of Four Million Pesos (Php 4,000,000.00) on September 2024.
24. Approval via referendum of the Policy on Flexitime and Authority to Travel.
25. Approval via referendum of the adoption of Privacy Statement for employees of Asia Pacific Medical Center (APMC) Iloilo.
26. Approval of the Memorandum of Agreement (Tripartite Agreement) among Asia Pacific Medical Center (APMC) Iloilo, Urban Hazmat Transport Services and Maya Medwaste Corporation and designation of Amado M. Lavallo, Jr., President, as authorized signatory on behalf of APMC Iloilo.
27. Approval via referendum of the Asia Pacific Medical Center (APMC) Iloilo Code of Conduct.
28. Approval via referendum on October 30, 2024 of the Memorandum of Agreement between Asia Pacific Medical Center (APMC) Iloilo and Land Bank of the Philippines (LBP) for the establishment of an Automated Teller Machine (ATM) in the hospital premises and designation of Amado M. Lavallo, Jr., President, as authorized signatory on behalf of APMC Iloilo.
29. Approval via referendum of the SEC 17Q Report for 3rd Quarter of 2024.
30. Approval of the inclusion of a representative from the Nursing Service Department as member of the Committee on Affiliation and Internship, headed by Dr. Jerusha Comuelo, with Dr. Agnes Jean Villaflor and Mr. Cyril Gonzales, as members.
31. Approval of the increase of credit limit to Two Million Pesos (Php 2,000,000.00) and extension of payment terms to ninety (90) days with Zuellig Pharma Philippines.
32. Approval of the appointment of Judel Felisid A, Salarda, as authorized representative of Asia Pacific Medical Center (APMC) Iloilo, to transact with the Philippine Drug Enforcement Agency (PDEA).
33. Ratification of the availment of loan from Phil. Pharmawealth Inc. in the amount of Twenty Six Million Thirty Seven Pesos (Php 26,000,037) on September 4, 2024 and Four Million Five Hundred Pesos (Php 4,500,000.00) on October 4, 2024.
34. Approval of the designation of Dr. Mary Flor Ong, Corporate Treasurer, as additional signatory for Metrobank account in Set A (more than One Million) or Set B (One Million and below) transactions.
35. Approval of the authorization of Norlyn Sabran, Head of Credit and Collection Department, to represent and act on behalf of Asia Pacific Medical Center (APMC) Iloilo in the filing of small claims cases before any court. This authority includes full power and authority to do and perform any and all acts necessary, appropriate, or incidental to the effective exercise of the foregoing authority, including but not limited to, the preparation, execution, and filing of the small claims complaint and all other pleadings, documents, and requirements related thereto. All acts lawfully

undertaken or caused to be undertaken by Ms. Sabran pursuant to this authority are hereby ratified, confirmed, and affirmed as valid and binding upon the Corporation.

36. Approval of the appointment of Atty. Therese Marie A. Gerafil as Corporate Secretary, Legal Officer, and Data Privacy Officer of Asia Pacific Medical Center-Iloilo, Inc. (APMCI) with a compensation of Seventy Thousand Pesos (Php 70,000.00) per month effective January 2, 2025.
37. Approval via referendum of the terms and conditions of the Short Term Loan Line in the amount of ₱30,000,000.00, Term Loan 6 in the amount of ₱70,000,000.00 and Domestic Bills Purchase Line in the amount of ₱5,000,000.00 with Land Bank of the Philippines (LBP).
38. Approval of the Guidelines for Student's Internship Training, OJT, and Immersion Program.
39. Approval of the proposed new organizational structure of Asia Pacific Medical Center (APMC) Iloilo.
40. Approval of the appointment of Dr. Felix Nolasco as Hospital Director of Asia Pacific Medical Center (AMPC) Iloilo.
41. Approval and adoption of the proposed modifications to the organizational chart by placing the Infection Prevention and Control Unit and Quality Assurance under the supervision of the Hospital Director and the Human Resource Department and Marketing Department under the supervision of the Director for Administrative and Support Services.
42. Approval of the designation of Dr. Mary Flor G. Ong, Corporate Treasurer, as the additional authorized signatory to the Corporation's Checking Account with the Land Bank of the Philippines (LBP).
43. Approval via referendum for the adoption of the proposed amendments to the General Information Sheet of Asia Pacific Medical Center (APMC) Iloilo, Inc., as follows:
  1. Deletion of business or trade name;
  2. Dr. Felix Nolasco as Hospital Director;
  3. Dr. Giovanni De los Reyes as Director for Admin and Support Services
  4. Atty. Therese Marie Gerafil Gerafil as Corporate Secretary/Legal Officer/Data Protection Officer.
44. Approval of the appointment of Dr. Liza Limsiaco as Chairman of the Department of Obstetrics and Gynecology of Asia Pacific Medical Center (APMC) Iloilo.
45. Approval of the appointment of Dr. Melchor Artillero, Jr. as Head of the Hemodialysis Unit of Asia Pacific Medical Center (APMC) Iloilo.
46. Approval of the members of the Policy Formulation and Review Committee:

Chairman: Dr. Meride Lavilla

Members:

1. Dr. Felix Nolasco, Hospital Director
2. Dr. Agnes Jean Villaflor, Medical Director
3. Dr. Giovanni De los Reyes, Director for Admin. and Support Services
4. Atty. Maylene Villanueva, Compliance Officer
5. Mr. Cris Cortes, Chief Finance Officer
6. Mr. Omar Montejo, Director of Nursing Service Department
7. Atty. Justin Grace Gallego, Head of Human Resource Department
8. Atty. Therese Marie Gerafil, Legal Officer
9. Mr. Sannie Maderista, Quality Assurance Officer

47. Approval for the allocation of budget for the printing of the Stockholders' Identification Cards, at a rate of Seventy Pesos (Php 70.00) per piece.
  48. Approval via referendum of the authorization of Amado M. Lavallo, Jr., President, to transact, execute and sign all documents in behalf of the Corporation pertaining to its registration with the Board of Investments (BOI) under Corporate Recovery and Tax Incentives for Enterprises Act.
  49. Approval via referendum of the suspension of the granting of 13th month incentive for executive officers for the year 2024 due to lack of availability of funds
  50. Approval via referendum of the postponement of the Annual Stockholders' Meeting for the year 2025, which as provided under the Corporation's by-laws, should be held on the Third (3rd) Sunday of April to June 18, 2025 at Asia Pacific Medical Center (APMC) Iloilo, Brgy. Ungka, Jaro, Iloilo City, via remote communication.
  51. Approval of the 2024 Audited Financial Statements (AFS).
  52. Approval of the amendment of Article II, Sections 1, 3, 6 and 7; and Article III, Section 6 of the Corporation's by-laws
  53. Approval of the Pre-Approval Policy of the Audit Committee for the Engagement of External Auditor for the year 2025
  54. Approval of the Agenda for the 2025 Annual Stockholders' Meeting
  55. Approval via referendum for the updating of the Corporation's account information under eAFS account from "APMCI-TAX" to "APMCITAXAFS" and authorization of Cris Cortes, Chief Finance Officer to process the updating of information and to perform all acts necessary to carry out such authority
  56. Approval via referendum of the SEC 17-A (Annual Report) as of December 31, 2024
- (b) Election of the members of the Board, including the Independent Directors for the ensuing year.
- (c) Election of the External Auditor and fixing its Compensation for the Current Year

## **Item 19. Voting Procedures**

### **1. Voting Requirement**

The amendment of Article II, Sections 1, 3, 6 and 7; and Article III, Section 6 of the Company's By-Laws will require the vote of the majority of the stockholders of record.

Nominees for directors receiving the highest number of votes shall be declared elected.

All other matters to be brought for approval of the shareholders of APMCI at this year's Annual Stockholders' Meeting shall be decided by the majority vote of stockholders voting in absentia or remote communication or by proxy, a quorum being present.

## **2. Method of Voting: Straight and Cumulative Voting**

In all items for approval, each voting share of stock entitles its registered owner as of the Record Date to one vote. Stockholders may vote by remote communication, proxy or in absentia.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected

A stockholder may vote electronically in absentia using the online voting portal, a link of which has been provided in this Information Statement. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum.

Upon successful registration at the Annual Stockholders' Meeting, each stockholder will be provided a ballot within the period stated in **Annex A** to enable him to vote. All votes will be counted by the vote count system integrated in the voting application and tabulated and canvassed by the Board of Canvassers.

Proxies shall be in writing, signed and filed, by the stockholders, in the form provided in the Information Statement, and shall be received by the Corporate Secretary via email at [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com) on or before **5:00 pm, 11 June 2025**. Proxy votes will be counted and tabulated by the Inspection of Proxies and Ballots Committee.

### **Item 20. Participation of Shareholders by Remote Communication**

To save on costs, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication, as set forth below, and by voting in absentia, as provided in Item 4(c) and Item 19 above, or voting through the Chairman of the meeting as proxy.

To enable the Company to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders shall inform the Company by email to [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com) on or before **16 June 2025** of their participation in the meeting by remote communication. Stockholders may email questions or comments prior to or during the meeting at the following email address: [corpsec@apmciloilo.com](mailto:corpsec@apmciloilo.com). The detailed instructions for participation through remote communication are attached as **Annex A**.

## **COMPLIANCE WITH SECTION 49 OF THE REVISED CORPORATION CODE**

In compliance with the requirements of Section 49 of the Revised Corporation Code, please see the following Annexes:

- A.** Minutes of the Annual Stockholders' Meeting held last 11 June 2024 including the answers raised via email and chatroom which were not answered during the meeting (**Annex F**)
- B.** Material Information on the Current Stockholders (**Annex H**)
- C.** Management Report (**Annex G**)
- D.** 2024 Audited Financial Statements (**Annex E3**)
- E.** Directors Profile (**Annex B**)
- F.** Board Attendance Report (**Annex I**)
- G.** Board Appraisal/Performance Report (**Annex J**)
- H.** Board Compensation Report (**Annex K**)
- I.** Candidates Profile (**Annex C1**)
- J.** Disclosure on Director's Self-Dealing and Related Party Transactions (**Annex L**)

## **DIVIDEND POLICY**

The Company's Board is authorized to declare cash or stock dividends or a combination thereof. A cash dividend declaration requires the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board and shareholders representing at least two-thirds of the Company's outstanding capital stock. Holders of outstanding shares on a dividend record date for such shares will be entitled to the full dividend declared without regard to any subsequent transfer of shares.

The Board of Directors has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from APMCI's unrestricted retained earnings. The amount of such dividends (either in cash, stocks or property) will depend on the corporation's profits, cash flow, capital expenditure, financial condition and other factors and will follow the SEC guidelines on determination of retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings. Actual earnings or profits shall be the net income for the year based on Audited Financial Statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Hospital's cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board.

No dividends were issued this year because the hospital had just commenced operations, the revenue generated was insufficient to offset the total operating expenses incurred during the year.

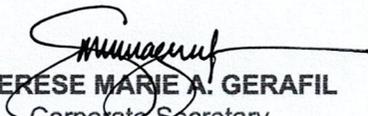
## **ATTENDANCE OF DIRECTORS DURING THE 2024 ASM**

The attendance of the Directors during the 2024 ASM is disclosed in the Minutes of the previous meeting.

After reasonable inquiry and to the best of my knowledge and belief. I certify that the information set forth in this report is complete and correct.. This report is signed in the City of Iloilo on 23rd of May 2025.

By:

Asia Pacific Medical Center – Iloilo, Inc.  
( Formerly: Allied Care Experts Medical Center-Iloilo, Inc.)  
Issuer

  
**THERESE MARIE A. GERAFIL**  
Corporate Secretary