



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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**SEC Registration No.:** CS201423954

**Company Name:** ASIA PACIFIC MEDICAL CENTER - ILOILO, INC.

**Industry Classification:** N85122

**Company Type:** Stock Corporation

## Document Information

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**Document ID:** OST10623202583530564

**Document Type:** Current Report

**Document Code:** SEC\_Form\_17-C

**Period Covered:** June 23, 2025

**Submission Type:** Original Filing

**Remarks:** None

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Acceptance of this document is subject to review of forms and contents

# 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)

**17-C**  
(FORM TYPE)

\_\_\_\_\_  
(Period Ended Date)

\_\_\_\_\_  
(Amendment Designation, if Applicable)

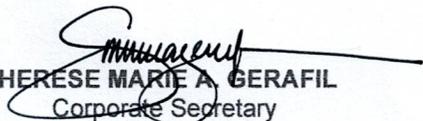
**Issuer of Securities**  
(Secondary License Type, if any)

**Certification**

I, **THERESE MARIE A. GERAFIL**, Corporate Secretary of **Asia Pacific Medical Center – Iloilo, Inc. (Formerly: Allied Care Experts (ACE) Medical Center-Iloilo Inc.)**, with SEC registration number **CS201423954** with principal office at **Barangay Ungka, Jaro, Iloilo City**, on oath state:

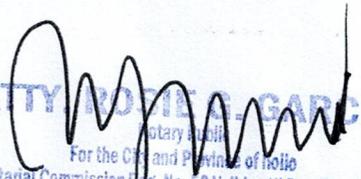
- 1) That on behalf of **Asia Pacific Medical Center – Iloilo, Inc., (Formerly: Allied Care Experts (ACE) Medical Center-Iloilo Inc.)**, I have caused this **17 - C** dated **23 June 2025** to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company **Asia Pacific Medical Center – Iloilo, Inc. (formerly Allied Care Experts (ACE) Medical Center-Iloilo Inc.)**, will comply with the requirements set forth in SEC Memorandum Circular No. 18 dated October 9, 2023 and SEC Notice dated 05 March 2025, for a complete and official submission of reports and/or documents through electronic mail and through the *Electronic Filing and Submission Tool (eFAST)* effective **28 March 2025**; and
- 4) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this **23<sup>rd</sup>** day of **June 2025** at **Iloilo City**.

  
**THERESE MARIE A. GERAFIL**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this **23<sup>rd</sup>** day of **June 2025** at **Iloilo City**; Affiant exhibiting her IBP ID with Roll of Attorneys No. 88537 and avowed the truthfulness of the foregoing declarations.

Doc. No. 9  
Page No. 3  
Book No. XXY  
Series of 2025.

  
**ATTY. NOTARIO GARCIA**  
Notary Public  
For the City and Province of Iloilo  
Notarial Commission Reg. No. 50 Valid until Dec. 31, 2025  
Roll of Attorney No. 76859  
PTR No. 8807583/ January 02, 2025/ Iloilo City  
IBP No. 491598/ January 01, 2025/ Pasig City  
MCLE (Newly-Admitted to the Bar)



1. Dr. Ferjenel G. Biron
2. Mr. Brandt Luke Q. Biron
3. Dr. Felibert O. Dianco
4. Mr. Lemuel T. Fernandez
5. Dr. Lusyl M. Gomez
6. Dr. Meride D. Lavilla
7. Dr. Felix P. Nolasco
8. Dr. Mary Flor Gafate-Ong
9. Dr. Danilo C. Regozo
10. Dr. Fredilyn G. Samoro
11. Atty. Rolex T. Suplico
12. Dr. Agnes Jean M. Villaflor
13. Atty. Johanna Marie B. Bermudo-Belgira
14. Ms. Nathalie Ann F. Debuque
15. Mrs. Lorna C. Silverio

The profiles of the new directors are hereto attached as **Annex "A"**.

**For Item 4 (c) Election of Independent Directors**

During the Annual Stockholders' Meeting on 18 June 2025, Johanna Marie B. Bermudo-Belgira was re-elected, while Nathalie Ann F. Debuque and Lorna C. Silverio were elected as new Independent Directors of the Company.

Independent Directors Ma. Teresa F. Debuque and Jerusha A. Comuelo are the outgoing members of the Board of Directors of the Company. Ms. Debuque was not nominated for re-election, in view of her candidacy for public office and her subsequent election as the Municipal Mayor of Anilao, Iloilo. On the other hand, Dr. Comuelo opted to actively engage in the practice of her profession within the hospital, which presents a conflict with the responsibilities and independence required of an Independent Director. Accordingly, she was not nominated for re-election.

At the Organizational Meeting of the Board of Directors of the Company held immediately after the Annual Stockholders' Meeting, Lorna C. Silverio was appointed as Lead Independent Director.

**For Item 9 (b) Election and Appointment of Officers**

At the Organizational Meeting of the Board of Directors of the Company held immediately after the Annual Stockholders' Meeting, upon nominations duly made and seconded, the following officers were elected:

Position	Name
Chairman	Ferjenel G. Biron
President	Agnes Jean M. Villaflor
Vice Chairman	Meride D. Lavilla
Executive Vice President	Danilo C. Regozo
Corporate Secretary	Therese Marie A. Gerafil
Asst. Corporate Secretary	Lusyl M. Gomez
Treasurer	Mary Flor Gafate-Ong
Asst. Treasurer	Lemuel T. Fernandez

**For Item 9 (b) Voting Results on Agenda Items**

In the aforementioned Annual Stockholders' Meeting, a total of 207,170 shares; comprising of 82,682 shares voting in absentia, 120,658 shares participating through remote communication, and 3,830 shares represented by proxy, were recorded as present. This represents 86.32% of the Company's outstanding capital. The following items have been approved and voted upon by the stockholders present during the ASM:

Resolution	For	Against	Abstain
<p>1. ASM Resolution No. 2025-01</p> <p>RESOLVED, to approve the Minutes of the 2024 Annual Stockholders' Meeting held on 11 June 2024</p>	198,360 (99.17%)	0	1,670 (0.83%)
<p>2. ASM Resolution No. 2025-02</p> <p>RESOLVED, to note the 2024 Annual Report and to approve the 2024 Audited Financial Statements as of December 31, 2024.</p>	198,430 (99.20%)	0	1,600 (0.80%)
<p>3. ASM Resolution No. 2025-03</p> <p>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.</p>	198,300 (99.13%)	10 (0.01%)	1,720 (0.86%)
<p>4. ASM Resolution No. 2025-04</p> <p>RESOLVED, to amend <b>Article II, Section 1</b> of the Company's By-Laws on the Regular Meeting of Stockholders, from:</p> <p>Section 1. <u>Regular Meetings</u> - 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 <b>THIRD SUNDAY OF APRIL</b>, 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>To:</p> <p>Section 1. <u>Regular Meetings</u> - 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 <b>FOURTH THURSDAY OF JULY</b>, 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>	198,530 (99.25%)	10 (0.01%)	1,490 (0.74%)

<p>5. ASM Resolution No. 2025-05</p> <p>RESOLVED, to amend Article II, Section 3 of the Corporation's By-Laws on the Place of Meeting of Stockholders, from:</p> <p>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.</p> <p>To:</p> <p>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.</p> <p>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.</p>	<p>198,540 (99.26%)</p>	<p>0</p>	<p>1,490 (0.74%)</p>
<p>6. ASM Resolution No. 2025-06</p> <p>RESOLVED, to amend <b>Article II, Section 6</b> of the Corporation's By-Laws on the Conduct of Meeting of Stockholders, from:</p> <p>Section 6. <u>Conduct of Meeting</u> - 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 stockholders' meetings may participate in such meetings through remote communication.</p> <p>To:</p> <p>Section 6. <u>Conduct of Meeting</u> - 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>198,540 (99.25%)</p>	<p>10 (0.01%)</p>	<p>1,480 (0.74%)</p>

<p><u>The meeting may be conducted through tele/video conferencing.</u></p> <p><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></p> <p><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></p> <p><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></p>			
<p>7. ASM Resolution No. 2025-07</p> <p><b>RESOLVED</b>, to amend <b>Article II, Section 7</b> of the Corporation's By-Laws on the Manner of Voting, from:</p> <p>Section 7. <u>Manner of Voting</u> - 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>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>To:</p> <p>Section 7. <u>Manner of Voting</u> - 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>198,410 (99.19%)</p>	<p>0</p>	<p>1,620 (0.81%)</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>8. ASM Resolution No. 2025-08  <b>RESOLVED</b>, to amend <b>Article III, Section 6</b> of the Corporation's By-Laws on the Conduct of the Meeting of the Board of Directors, from:</p> <p>Section 6. <u>Conduct of the Meeting</u> - 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 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.</p> <p>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.</p> <p>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.</p> <p>The notice of meeting shall include the following information:</p>	<p>198,500 (99.24%)</p>	<p>0</p>	<p>1,530 (0.76%)</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> <p>To:</p> <p>Section 6. <u>Conduct of the Meeting</u> - 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, teleconferencing or other alternative modes of communication that allow directors reasonable opportunities to participate. However, directors cannot attend or vote by proxy.</u></b></p> <p><b><u>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.</u></b></p> <p>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.</p>			
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<p><u>Notice of board meetings may be sent to all directors through electronic mail, messaging service or such other manner as may be provided in the by-laws or by board resolution.</u></p> <p><u>Notice of regular or special board meetings stating the date, time and place of the meeting must be sent to every director 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.</u> A director may waive this requirement, either expressly or impliedly.</p> <p>The notice of meeting shall include the following information:</p> <ul style="list-style-type: none"> <li>a. Date, Time and Place of the meeting</li> <li>b. Agenda of the meeting</li> <li>c. All pertinent materials for discussion which shall be numbered and marked in such manners that all directors can easily follow and participate in the meeting;</li> <li>d. That a director may participate via remote communication;</li> <li>e. Contact information of the corporate secretary or office staff whom the director may communicate</li> <li>f. When the meeting is for election of directors or officers, the requirements and procedure for nomination and election;</li> <li>g. The fact that there will be a visual and/or audio recording of the meeting; and</li> <li>h. Other instructions to facilitate participation in the meeting through remote communications.</li> </ul>			
<p>9. ASM Resolution No. 2025-09</p> <p>RESOLVED, as endorsed by the Audit Committee and the Board of Directors, to approve the election of Dimaculangan, Dimaculangan and Co. CPAs as independent auditor of the Company for the Year 2025-2026 and fixing of its Remuneration.</p>	<p>198,560 (99.27%)</p>	<p>0</p>	<p>1,470 (0.73%)</p>
<p>10. ASM Resolution No. 2025-10</p> <p>RESOLVED, as it is hereby RESOLVED to elect the following as Directors of the Corporation to serve as such, beginning today until their successors are elected and qualified:</p>	<p>198,320 (99.15%)</p>	<p>0</p>	<p>1,710 (0.85%)</p>

**For Item 9 (b) Appointment of Chairpersons and Members of Board Committees**

Also in the same Organizational Meeting, the following Committees were also organized and the following were elected as Chairpersons and Members:

**Audit Committee**

Chairman: Johanna Marie B. Belgira  
Members: Lorna C. Silverio  
Felibert O. Dianco

**Corporate Governance Committee**

Chairman: Nathalie Ann F. Debuque  
Members: Lorna C. Silverio  
Meride Lavilla

**Data Privacy Committee**

Chairman: Rolex T. Suplico  
Members: Lorna C. Silverio  
Nathalie Ann F. Debuque

**Board Risk and Oversight Committee**

Chairman: Nathalie Ann F. Debuque  
Members: Johanna Marie B. Belgira  
Mary Flor G. Ong

The Committees on Remuneration and Compensation and Nominations and Election were abolished and their respective functions were integrated into the Corporate Governance Committee.

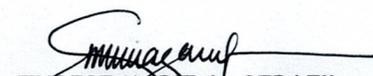
The Secretary's Certificate on the resolutions for the aforementioned appointments and approval of the agenda items during the Annual Stockholders' Meeting are attached herewith as Annex "B" and "C", respectively.

**SIGNATURES**

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

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

23 June 2025  
Date

  
THRESE MARIE A. GERAFIL  
Corporate Secretary

**2025 BOARD OF DIRECTORS  
PROFILE OF NEW DIRECTORS**

Regular Director

**Brandt Luke Q. Biron**

Brandt Luke Q. Biron holds various key positions in the Biron Group of Companies. He is the President of Endure Medical Inc., NORIB Air Services OPC, Oncolife Corporation, Skingen Biotech Inc., Botikang Pinoy Franchising Corp., Botikang Pinoy Generix Inc., Botikang Pinoy Inc., Bread Kingdom OPC, and Endure Medical Laboratories Inc. He also serves as a Director of Park3 Realty & Development Corporation and Super BP Mart Corporation. He is a Senior Vice President at International Apex Pharmaceuticals, Inc., Corporate Secretary of EMI Properties OPC, and acts as Treasurer of Newlife Regenerative & Wellness Center, Inc., OBBO Holdings, Inc., and Singapore Genebio, Inc.

Mr. Biron has an IB Diploma from British School Manila. He finished a degree in Bachelor of Science major in Human Development minor in Molecular Biology in 2019 at Monash University, Melbourne, Australia. He is currently pursuing a dual degree in Doctor of Medicine - Master in Business Administration at the Ateneo De Manila University School of Medicine and Public Health and will start his post graduate internship in July 2025.

Independent Directors

**Nathalie Ann F. Debuque**

Nathalie Ann F. Debuque served as the Municipal Mayor of Anilao, Iloilo until her election as Vice Governor of the Province of Iloilo in May 2025. She began her political career in 2016 and has served three terms as Mayor. She also serves as the Treasurer of the League of Municipalities of the Philippines-Iloilo Chapter since 2016.

Ms. Debuque obtained her Bachelor's Degree in Industrial Pharmacy from the University of the Philippines Manila in 2016. Her academic background and experience in public service are significant contributions to the hospital's strategic direction and commitment to social responsibility. In particular, she is expected to provide valuable insights on efficient pharmaceutical management, such as proper handling, storage and distribution of medications which are essential to patient safety and operational efficiency, and strengthening partnerships with government agencies. Furthermore, her expertise supports the hospital's adherence to healthcare regulations and standards, contributing to the overall integrity and quality of its services.

## **Lorna C. Silverio**

Lorna C. Silverio is serving in the House of Representatives of the Philippines as the representative of Bulacan's 3rd congressional district until 30 June 2025, and previously from 2001 to 2010. She has held the position of Chairman at Smartlab Diagnostic & Dialysis Center Inc. since 2018. She is the Senior Financial Advisor of Air Philippines from 2013 to present. She has been the Chairman of the Philippine Development Corporation since 2016. She is also the President of SILCOR USA, Inc. and Northern Star Development Corporation from 2018 and 2020, respectively, and Prime Sites Advertising Corporation from 1986 to 2001.

She graduated from the University of the East in 1968 with a degree of BS in Business Administration.



REPUBLIC OF THE PHILIPPINES)  
City of Iloilo ) S.S.

**SECRETARY'S CERTIFICATE**

I, **THERESE MARIE A. GERAFILE**, single, of legal age, Filipino, with office address at 9<sup>th</sup> Floor, Asia Pacific Medical Center- Iloilo, Brgy. Ungka Jaro, Iloilo City after having been duly sworn to in accordance with law do hereby depose, state, and certify that:

I am the duly elected Corporate Secretary of **Asia Pacific Medical Center-Iloilo Inc. (formerly: Allied Care Experts Medical Center-Iloilo, Inc.)** ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at Brgy. Ungka, Jaro, Iloilo City;

At an Organizational Meeting of the Board of Directors, duly called and held on **18 June 2025**, at which a quorum was present and acted throughout, the following resolutions were unanimously adopted and are now in full force and effect, to wit:

**Board Resolution No. 2025-06-02**

**RESOLVED**, as is hereby resolved, the retention of the 2024-2025 set of officers, except for the position of President, as officers of the Corporation for 2025-2026, until their successors are elected:

- Chairman: Ferjanel G. Biron
- Vice Chairman: Meride D. Lavilla
- Executive Vice President: Danilo C. Regozo
- Corporate Secretary: Therese Marie A. Gerafile
- Asst. Corporate Secretary: Lusyl M. Gomez
- Treasurer: Mary Flor Gafate-Ong
- Asst. Treasurer: Lemuel T. Fernandez

**Board Resolution No. 2025-06-03**

**RESOLVED**, as is hereby resolved that **AGNES JEAN M. VILLAFLORES** be elected as the President of the Corporation for 2025-2026, until her successor is elected.

**Board Resolution No. 2025-06-04**

**RESOLVED**, as is hereby resolved that **LORNA C. SILVERIO** be elected as the Lead Independent Director of the Corporation for 2025-2026, until her successor is elected.

**Board Resolution No. 2025-06-05**

**RESOLVED**, as is hereby resolved that the following be elected as Chairperson and Members of the Audit Committee for 2025-2026:

- Chairman: Johanna Marie B. Belgira
- Members: Lorna C. Silverio  
Felibert O. Dianco

**Board Resolution No. 2025-06-06**

**RESOLVED**, as is hereby resolved that the following be elected as Chairperson and Members of the Corporate Governance Committee for 2025-2026:

Chairman: Nathalie Ann F. Debuque  
Members: Lorna C. Silverio  
Meride Lavilla

**Board Resolution No. 2025-06-07**

**RESOLVED**, as is hereby resolved that the following be elected as Chairperson and Members of the Data Privacy Committee for 2025-2026:

Chairman: Rolex T. Suplico  
Members: Lorna C. Silverio  
Nathalie Ann F. Debuque

**Board Resolution No. 2025-06-08**

**RESOLVED**, as is hereby resolved that the following be elected as Chairperson and Members of the Board Risk and Oversight Committee for 2025-2026:

Chairman: Nathalie Ann F. Debuque  
Members: Johanna Marie B. Belgira  
Mary Flor G. Ong

**Board Resolution No. 2025-06-09**

**RESOLVED**, as is hereby resolved to retain the 2024-2025 Chairperson and Members of the Board of Canvassers, as Board of Canvassers for the term 2025-2026:

Chairman: Ma. Iris V. Salazar  
Members: Grace G. Perez  
Maria Geraldine Gubatina

**Board Resolution No. 2025-06-10**

**RESOLVED**, as is hereby resolved to retain the 2024-2025 Chairperson and Members of the Inspection of Ballots and Proxy Committee, for the term 2025-2026:

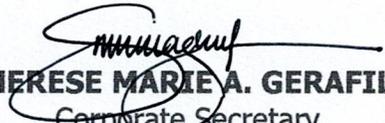
Chairman: Ike T. Minerva  
Members: Pedro Tingson  
Romulo Barrameda

**Board Resolution No. 2025-06-11**

**RESOLVED**, as is hereby resolved to abolish the Remuneration and Compensation Committee and Nominations and Election Committee and that their respective functions be integrated into the Corporate Governance Committee.

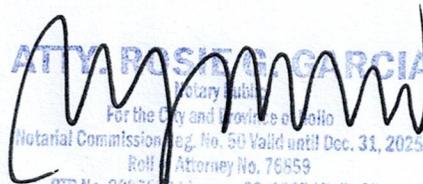
The foregoing resolutions have not been amended, superseded, or repealed as of the date hereof.

IN WITNESS WHEREOF, I hereunto affix my signature this JUN 20 2025 day of June 2025, in Iloilo City.

  
**THERESE MARIE A. GERAFIL**  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUN 23 2025 day of June 2025 at Iloilo City; Affiant exhibiting her IBP ID with Roll of Attorneys No. 88537 and avowed the truthfulness of the foregoing declarations.

Doc. No. 16  
Page No. 3  
Book No. XXY  
Series of 2025.

  
**ATTY. ROSITA GARCIA**  
Notary Public  
For the City and Province of Iloilo  
Notarial Commission Reg. No. 50 Valid until Dec. 31, 2025  
Roll of Attorneys No. 76859  
PTR No. 8907504 / January 02, 2025 / Iloilo City  
IBP No. 491808 / January 01, 2025 / Pasig City  
MCLE (Newly-Admitted to the Bar)



REPUBLIC OF THE PHILIPPINES)  
City of Iloilo ) S.S.

### SECRETARY'S CERTIFICATE

I, **THERESE MARIE A. GERAFIL**, single, of legal age, Filipino, with office address at 9<sup>th</sup> Floor, Asia Pacific Medical Center- Iloilo, Brgy. Ungka Jaro, Iloilo City after having been duly sworn to in accordance with law do hereby depose, state, and certify that:

I am the duly elected Corporate Secretary of **Asia Pacific Medical Center-Iloilo Inc. (formerly: Allied Care Experts Medical Center-Iloilo, Inc.)** ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at Brgy. Ungka, Jaro, Iloilo City;

At the Annual Stockholders' Meeting, duly called and held on **18 June 2025**, at which a quorum was present and acted throughout, with a majority vote of the outstanding shares of the company present in the meeting, the following resolutions were adopted and are now in full force and effect, to wit:

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

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

#### **ASM Resolution No. 2025-02**

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

#### **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.

#### **ASM Resolution No. 2025-09**

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

#### **ASM Resolution No. 2025-10**

**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:

Ferjenel G. Biron  
Brandt Luke Q. 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 T. Suplico  
Agnes Jean M. Villaflor  
Johanna Marie B. Bermudo-Belgira  
Nathalie Ann F. Debuque  
Lorna C. Silverio

At the same Annual Stockholders' Meeting, the proposed amendments to the Corporation's By-laws were approved by a majority vote of the outstanding shares of the company. Thus, the following resolutions were adopted and are now in full force and effect, to wit:

#### **ASM Resolution 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.**

### **ASM Resolution 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.**

### **ASM Resolution 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.**

#### **ASM Resolution 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.**

### **ASM Resolution 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 by 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 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 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 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 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 for 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.

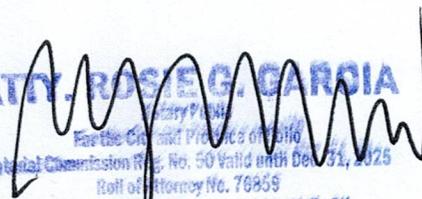
The foregoing resolutions have not been amended, superseded, or repealed as of the date hereof.

IN WITNESS WHEREOF, I hereunto affix my signature this 27th day of June 2025, in Iloilo City.

  
**THERESE MARIE A. GERAFIL**  
 Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUN 23 2025 day of June 2025 at Iloilo City; Affiant exhibiting her IBP ID with Roll of Attorneys No. 88537 and avowed the truthfulness of the foregoing declarations.

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 Series of 2025.

  
**ATTY. ROSE G. GARCIA**  
 Notary Public  
 For the City and Province of Iloilo  
 Notarial Commission No. 50 Valid until Dec 31, 2025  
 Roll of Attorney No. 76859  
 PTR No. 8807583 / January 02, 2025 / Iloilo City  
 IBP No. 491598 / January 01, 2025 / Pasig City  
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