



NOTICE OF REGULAR MEETING OF STOCKHOLDERS
June 18, 2025

The 2025 Regular Meeting of the Stockholders of Asia Pacific Medical Center-Iloilo, Inc. (formerly known as Allied Care Experts (ACE) Medical Center – Iloilo, Inc.) will be held on **18 June 2025 at 9:00 am**.

The meeting will be conducted via remote communication thru a **Zoom Conference**.

Though there is no physical venue, the Chairman will preside over the meeting at the principal office, **Asia Pacific Medical Center Hospital Building, Brgy.Ungka, Jaro, Iloilo City**.

Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Regular Stockholders' Meeting held on 11 June 2024
4. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended 31 December 2024 and action thereon
5. Open Forum
6. Ratification and Approval of the previous acts and resolutions of the Board of Directors and Corporate Officers
7. Amendment of the By-laws
 - Art. II, Sec. 1 - Regular Meetings;
 - Art. II, Sec. 3 - Place of Meeting;
 - Art. II, Sec. 6 - Conduct of Meeting;
 - Art. II, Sec. 7 - Manner of Voting;
 - Art. III, Sec. 6 - Conduct of the Meeting
8. Appointment of External Auditor for the current year
9. Election of 2025 Board of Directors
10. Other Matters
11. Adjournment

Only stockholders of record as of 28 May 2025 are entitled to notice and to vote at this meeting.

The Company will not hold a physical meeting and will instead conduct the meeting via Zoom webinar. Stockholders can therefore only attend and participate in the meeting by remote communication. Stockholders also have the option to vote in absentia or appoint the Chairman as proxy.

Stockholders who intend to attend by remote communication shall inform the Company by email to corpsec@apmciloilo.com on or before **16 June 2025** subject to the procedure set in the Information Statement which will be posted in the Company's website www.apmc-iloilo.com. In the same website, stockholders may access the following: (a) Minutes of the Meeting on 11 June 2024 and (b) Proxy Form for Attendance at Meeting and other meeting documents required under Section 49 of the Revised Corporation Code.



The link for the Zoom webinar will be sent to the email address of the stockholders who registered to attend via remote communication.

To those who would opt to participate by voting through the Chairman as proxy, the deadline for submission of proxies will be at **5:00 pm** of **11 June 2025**. Those who are unable to join the meeting via remote communication but wish to vote on items in the agenda may appoint the Chairman as proxy with specific voting instructions which will be duly counted. Proxies can be submitted to the Office of the Corporate Secretary or via email to the aforementioned address. For individual stockholders, the submission must be accompanied by a copy of a government issued ID as proof of identification. For corporations, the submission must be accompanied by a certification from its Corporate Secretary stating the corporate officer's authority to represent and sign on behalf of the corporation. Kindly submit to the Office of the Corporate Secretary the original signed and notarized documents within a reasonable time after the resumption of regular business operations.

During the meeting, the Company shall entertain questions and comments after the presentation of the Annual Report. Questions which were not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for the appropriate response via email.

For ASM-related queries, email to corpsec@apmciloilo.com or contact the Office of the Corporate Secretary at 3215748, 09292703169 and 09452331438. For shareholding concerns, please contact Toni Dinah Cheer D. Fernandez of the Investor Relations Office at 3215748, 09292703169 and 09452331438 or via email directly to corpsec@apmciloilo.com.

SGD. THERESE MARIE A. GERAFIL
Corporate Secretary





EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 9:00 o'clock in the morning.

Certification of notice and quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Section 57 and 23 of the Revised Corporation Code which allow voting in Absentia by the stockholders, the Corporation has set up an online voting portal which may be accessed by the stockholders to register and vote at the matters of the meeting in absentia. A stockholder who votes in absentia shall be deemed present for purposes of quorum.

Stockholders may participate in the meeting by remote communication. Stockholders who intend to attend by remote communication who have not registered to vote in absentia shall inform the Company by email to corpsec@apmciloilo.com on or before **16 June 2025** subject to the procedure set in the Information Statement which will be posted in the Company's website or register in the online voting portal within the period prescribed.

Approval of the Minutes of the Regular Stockholders Meeting held on 11 June 2024

A resolution approving the Minutes of the Previous Stockholders' Meeting held last 11 June 2024 will be presented. The Minutes of the Meeting is available at the company website www.apmc-iloilo.com.

Presentation of the Annual Report and Audited Financial Statement

Presentation of the Annual Report contains the Chairman's Message, President's Management Report and the 2024 Audited Financial Statements will be posted in the Company's website.

The Audited Financial Statements (AFS) as of 31 December 2024 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement to be sent to the stockholders at least fifteen (15) business days prior to the meeting and will also be set forth in the Annual Report. The Audit Committee has recommended to the Board the approval of the AFS, and the Board had approved the same on 27 April 2025.

A Resolution noting the report and approving the Audited Financial Statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock present at the meeting.



Open Forum

The Investor Relations Officer will read the questions and comments of stockholders which will be answered by the concerned officers. Questions and comments not taken up shall be forwarded to the Office of the Corporate Secretary and will be addressed via email.

Ratification and Approval of All the acts and Proceedings of the Board of Directors and Corporate Officers

The acts of the Board and its Committees were those adopted since the annual stockholders’ meeting on 11 June 2024 until the date of meeting. They include the approval of agreements, appointments, bank transactions and other matters covered by disclosures to the Securities and Exchange Commission.

The acts of the officers were those taken to implement the resolution of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

Amendment of the By-laws:

In its regular Board Meeting held last 27 April 2025, the Board of Directors of Asia Pacific Medical Center (APMC) - Iloilo, Inc., with requisite quorum present and acting by majority vote, resolved to approve the amendments to the Corporation’s by-laws, specifically Article II, Sections 1, 3, 6 and 7; and Article III, Section 6.

1. A resolution approving the amendment to **Article II, Section 1** of the Company’s By-Laws will be presented for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

From	To
<p>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.</p>	<p>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, <u>in accordance with the guidelines of the Securities and Exchange Commission.</u></p>





2. A resolution approving the amendment to **Article II, Section 3** of the Company’s By-Laws will be presented for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

From	To
<p>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>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><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></p>

3. A resolution approving the amendment to **Article II, Section 6** of the Company’s By-Laws will be presented for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

From	To
<p>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.</p> <p>Stockholders who cannot physically attend at stockholders’ meetings may participate in such meetings through remote communication.</p>	<p>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.</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</u></p>





	<p><u>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>
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4. A resolution approving the amendment to **Article II, Section 7** of the Company's By-Laws will be presented for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

From	To
<p>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.</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</p>	<p>Manner of Voting - At all meetings of stockholders, a stockholder may vote in person <u>or in absentia</u> 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 <u>THIRD THURSDAY OF JULY</u> 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</p>





<p>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>the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.</p> <p><u>Online voting shall be allowed when meetings are held via remote communication.</u></p>
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5. A resolution approving the amendment to **Article III, Section 6** of the Company’s By-Laws will be presented for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

From	To
<p>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.</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</p>	<p>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.</p> <p><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></p> <p><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></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>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>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><u>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.</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 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.</u> A director or trustee may waive this requirement, either expressly or impliedly.</p> <p>The notice of meeting shall 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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Election of the Board of Directors

The Nominations and Election Committee of the Board had evaluated and determined that the Fifteen (15) nominees to the Board, including the nominees for independent directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement. A resolution on the election of the top twelve (12) nominees for Directors and three (3) Independent Directors who will garner the highest votes will be presented to and approved by the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

Appointment of External Auditor and Fixing of its Remuneration

The Audit Committee of the Board thru the Corporate Treasurer will endorse to the stockholders the appointment of Dimaculangan & Dimaculangan & Co. CPAs as the external auditor for the ensuing year as well as its proposed remuneration. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of Dimaculangan & Dimaculangan Co. CPAs will be provided in the Information Statement.

A resolution for the appointment of the external auditor, Dimaculangan, and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock present at the meeting.

Consideration of Such Other Business as May Properly Come Before the Meeting

The stockholders may raise such other matters or issues that may be properly taken up during the meeting