

NOTICE OF THE 6TH ANNUAL STOCKHOLDERS' MEETING 14 AUGUST 2022

TO ALL STOCKHOLDERS :

On its meeting held on 05 April 2022, the 2021 Board of Directors had decided to postpone the Regular Annual Stockholders' Meeting of Asia-Pacific Medical Center Bacolod, Inc. (Formerly Allied Care Experts Medical Center - Bacolod Inc.) to 14 August 2022 at 9:00 o'clock in the morning.

The meeting will be conducted via remote communication through a Zoom conference.

The Revised Agenda for the said meeting shall be as follows:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting (24 July 2021)
- V. Presentation and Approval of the 2021 Annual Report and Financial Statements
- VI. Management Report
- VII. Amendment of Articles of Incorporation
- VIII. Amendment of By-Laws
- IX. Ratification of all Acts, Proceedings and Resolutions of the Board of Directors, Corporate Officers, Board Committees and Management from the date of the Last Annual Stockholders' Meeting up to 14 August 2022
- X. Appointment of the External Auditor
- XI. Election of the Board of Directors including the three (3) Independent Directors to serve for 2022-2023
- XII. Other Matters
- XIII. Open Forum
- XIV. Adjournment

Only Stockholders of Record as of 5:00 PM of 25 July 2022 shall be entitled to participate and vote at this meeting. Stockholders who intend to attend by remote communication shall inform the Company by email to acemcbacolod@gmail.com on or before 01 August 2022 subject to procedure set in the Information Statement which will be posted in the Company's website www.apmcbacolod.com

If you wish to cast your vote as a stockholder, you may vote remotely or in absentia or through proxy voting. Voting by remote communication or in absentia may be done using the Online Voting Portal. Voting will be available to all stockholders who registered through the link sent to their emails starting 8:00 AM of 07 August 2022 until the adjournment of the 14 August 2022 Meeting. The requirements and procedure of the Online Voting and Election can be found in the ANNEXES Menu of our website at www.apmcbacolod.com

Stockholders who cannot attend the virtual meeting may execute a PROXY in favor of another stockholder. PDF Proxy Form can be downloaded from the ANNEXES Menu of our website www.apmcbacolod.com and must be received and validated by the Corporate Secretary not later than 5:00 PM of 07 August 2022 through email at acemcbacolod@gmail.com and hard copies at Asia Pacific Medical Center Bacolod, Inc. (Formerly: Allied Care Experts Medical Center Bacolod Inc.), Room 4, Ground Floor, MC Metroplex Bldg., BS Aquino Drive, Bacolod City 6100.

For ASM-related queries and concerns regarding shareholdings, you may send an email to the Corporate Secretary, Dr. Ma. Ivy V. Malata at acemcbacolod@gmail.com or at (63)917-709-5659, (63)917 188 4699, (034) 703-1637.

During the meeting, the Company shall entertain questions and comments from the stockholders during the open forum.

Lastly, there will be a visual and audio recording of the Meeting in compliance with the requirements of the Securities and Exchange Commission.

For your guidance.

SGD. Ma. Ivy V. Malata, MD
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 shall inform the Company by email to acemcbacolod@gmail.com or send their Letter of Proxy on or before 07 August 2022 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 24 July 2021

The Minutes of the Meeting held on 24 July 2021 is available at the company website www.apmcbacolod.com

Annual Report

The Annual Report which contains the Chairman's Message and updates on the Construction of the Hospital will be presented to the stockholders to note. The Audited Financial Statements (AFS) as of 31 December 2021 will be

presented to the stockholders for their approval. The AFS will be included in the Information Statement posted in the website and will also be set forth in the Annual Report. The Board had approved the AFS on 19 March 2022.

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.

Management Report

The Construction Committee Chairman and Director shall deliver a report to the stockholders on the hospital construction status and outlook.

Amendment of Articles of Corporation

The proposed Amendment on Article III to change the principal place of business of the corporation.

A resolution on the agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least two-thirds of the outstanding capital stock present at the meeting.

Amendment of By-Laws

The proposed Amendment to Article II. Section VII to change the deadline of submission of all proxies.

The proposed Amendment to Article VI. Section I to change the office address of business of the corporation.

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

Ratification and Approval of All the Acts and Proceedings of the Board of Directors, Corporate Officers, Board Committees and Management

The acts of the Board and its Committees were those adopted since the Annual Stockholders Meeting on 24 July 2021 until 14 August 2022. They include the approval of agreements, appointments, amendment of the Articles of Incorporation, By-Laws, 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.

Appointment of External Auditor

The Audit Committee of the Board thru the Corporate Treasurer will endorse to the stockholders the appointment of Mendoza Querido & Co. as the external auditor for the ensuing year. 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 Mendoza Querido & Co. will be provided in the Information Statement.

A resolution for the appointment of the external auditor, Mendoza Querido & Co. 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.

Election of the Board of Directors

The Nominations and Election Committee of the Board had evaluated and determined that the fifteen 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 of the election of the 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.

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.

Open Forum

The Chairman of the Board will open the floor for questions and comments by the stockholders. The moderator of the meeting 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.

ASM 2022 Proposed Resolutions

- 1. Resolution Approving the Minutes of the Previous Stockholders' Meeting held last 24 July 2021**
 For Against Abstain

- 2. Resolution Noting the 2021 Annual Report & Approving the 2021 Audited Financial Statements**
 For Against Abstain

- 3. Resolution Noting the Management Report on the Hospital Construction Status**
 For Against Abstain

- 4. Resolution Ratifying the Amendment to Article III of the Articles of Incorporation to change the principal place of business from Room 4, Ground Floor, MC Metroplex Building, BS Aquino Drive, Bacolod City to Lacson St., Barangay Bata, Bacolod City**
 For Against Abstain

- 5. Resolution Ratifying the Amendments to Article II, Section 7 Manner of Voting of the By-Laws specifically on the deadline of submission of proxies from seven (7) days to fourteen (14) days and Second Saturday of April to Third Saturday of March**
 For Against Abstain

- 6. Resolution Ratifying the Amendment to Article VI, Office Section 1 of the By-Laws to change the office address from Room 4, Ground Floor, MC Metroplex Building, BS Aquino Drive, Bacolod City to Lacson St., Barangay Bata, Bacolod City**
 For Against Abstain

- 7. Resolution Ratifying the Acts, Proceedings and Resolutions of the Board of Directors and Corporate Officers, Board Committees and Management from the date of the Last Annual Stockholders' Meeting up to 14 August 2022**
 For Against Abstain

8. Resolution on the Appointment of Mendoza Querido and Co. as the External Auditor for 2022 and Fixing of its Remuneration

For Against Abstain

9. Resolution Confirming the Election to the Board of Directors of the Top 15 Nominees

For Against Abstain

Highlights of the Rules of Conduct and Procedure

1. Stockholders who registered online or who notified the company via email to acemcbacolod@gmail.com of their intention to participate in the Meeting via remote communication may ask or send their questions and comments to the same email address and in the chat box during the open forum.
2. The Moderator and Chairman of the ASM Programme Committee will read the questions and comments received before 9:00 AM of 14 August 2022 and those in the chat box during the Q & A which will take place during the open forum.
3. As indicated in the electronic voting platform on the website, there are nine (9) resolutions proposed for adoption by the stockholders in the Meeting. These proposed resolutions shall be flashed on the screen as the same is being taken up.
4. For Stockholders who have successfully registered to cast their votes electronically, the polls for the proposed resolutions and Election of Directors for 2022 in the Online Voting Portal shall remain open from 8:00 AM of 7 August 2022 until the adjournment of the 14 August 2022 Meeting.
5. The initial votes will be tabulated after the end of the proxy validation process. Preliminary tabulation results will be presented as the Resolution is taken up during the meeting. The results of the final tabulation of votes with full details of the affirmative and negative votes and abstentions will be reflected in the Minutes of this Meeting.

COVER SHEET

SEC Number CS201739437

File Number _____

ASIA-PACIFIC MEDICAL CENTER BACOLOD, INC.
(Formerly Allied Care Experts Medical Center - Bacolod Inc.)
(Company's Full Name)

Room 4, Ground Floor, MC Metroplex Building, BS Aquino Drive
Bacolod City, Negros Occidental 6100
(Company's Address)

(034) 703 1637 / (+63)917 709 5659
(Company's Telephone Number)

SEC FORM 20-IS
DEFINITIVE INFORMATION STATEMENT
(FORM TYPE)

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 BACOLOD, INC. (FORMERLY ALLIED CARE EXPERTS MEDICAL CENTER - BACOLOD INC.)

3. NEGROS OCCIDENTAL, PHILIPPINES

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number CS201721758

5. BIR Tax Identification Code 009-725-618-000

6. ROOM 4, GROUND FLOOR, MC METROPLEX BLDG., BS AQUINO DRIVE, BACOLOD CITY, 6100
Address of principal office Postal Code

7. Registrant's telephone number, including area code 043 703 1637 / (+63) 917 188 4699

8. 14 AUGUST 2022 AT 9:00 AM VIA REMOTE COMMUNICATION THROUGH ZOOM PLATFORM
Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders
22 JULY 2022

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 (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of 30 June 2022)
Founder	600
Common	203,950
Amount of Debt	353,965,200.00

12. Are any or all of the registrant's securities listed in a Stock Exchange?

Yes _____ No _____

None of the founder and common shares of the company 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: August 14, 2022
Time: 9:00 AM
Place: Via Remote Communication through Zoom Platform
Complete Mailing Address: Room 4, Ground Floor, MC Metroplex Bldg., BS Aquino Drive, Bacolod City, 6100
- (b) Approximate date when the Information Statement is first sent out to stockholders of record: July 22, 2022

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, excluding any appreciation or depreciation in anticipation of a merger, if such be the corporate action involved. Failure by the dissenting shareholder to surrender his shares within said 10- days period shall, at the option of the Company, 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 the Company 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 the Company and the third by the two (2) thus chosen.
- (e) The findings of a majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.
- (f) Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the company.

Based on the foregoing, the Agenda for the 2022 Annual Stockholders' Meeting does not include any item which would entitle the shareholders to the exercise of their right of appraisal.

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 204,550 outstanding shares as of 30 June 2022 which is composed of 600 Founder shares and 203,950 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 25 July 2022 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)

Pursuant to Article II, Section 7 of the Amended By-laws of the company, the shareholders may exercise the right to vote via remote communication or in Absentia. The requirements and procedure for electronic voting in Absentia and 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 via remote communication by the stockholder through the Chairman who will preside the meeting via remote communication through Zoom Platform.

If the stockholder chooses to vote through proxy, the Company requires the submission of proxy form to the Corporate Secretary no later than 5:00 PM of 7 August 2022 through email at acemcbacolod@gmail.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 in 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 13 August 2022 at 7:00 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 Bacolod, Inc. (Formerly ACEMC - Bacolod Inc.) owned by a shareholder as of 25 July 2022 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 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 7:00 PM 13 August 2022 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

Dr. Ferjanel G. Biron is the only record and/or beneficial owner of more than 5% of any class of registrant's voting securities as of June 30, 2022.

Class	Names / Address of Record Owner	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Shares Held	% to Total Outstanding Shares
Common Founder	Biron, Ferjanel G. /82 Firefly cor. Butterfly St., Valle Verde VI, Pasig City	Biron, Ferjanel G. / Record Owner is also Beneficial Owner	Filipino	66,184 128	32.42%

The following founders are the top 20 stockholders of record and/or beneficial owners as of June 30, 2022:

Class	Names / Address of Record Owner	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Shares Held	% to Total Outstanding Shares
Common Founder	Biron, Ferjanel G. /82 Firefly cor. Butterfly St., Valle Verde VI, Pasig City	Biron, Ferjanel G. / Record Owner is also Beneficial Owner	Filipino	66,184 128	32.42%
Common Founder	Regozo, Danilo C. / 185A Brgy. Bonifacio Tanza, Iloilo City	Regozo, Danilo C. / Record Owner is also Beneficial Owner	Filipino	5,986 20	2.94%
Common	Lavalle, Amado Jr. M. / Lot 8,	Lavalle, Amado Jr. M. / Record Owner is	Filipino	4,984	2.45%

Founder	Block 8, Banker's Village, Tabuc Suba, Jaro, Iloilo	also Beneficial Owner		20	
Common Founder	Magbanua, Ma. Leila M. / Blk. 6, Lot 5 & 7, Via Roma St., Las Villas Subd., Bacolod City	Magbanua, Ma. Leila M. / / Record Owner is also Beneficial Owner	Filipino	4,917 16	2.41%
Common Founder	Magallanes, Bel Manuel G. / B2, L2, Thames St., Golden River Subd., Brgy. Taculing, Bacolod City	Magallanes, Bel Manuel G. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Malata, Ma. Ivy V. / Cluster 1, Block 46 Lot 1, Providence Negros, Brgy. Granada, Bacolod City	Malata, Ma. Ivy V. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Pabicon, Olga H. / 102 Barcelona - Sevilla St., Ayala North Point, Talisay City	Pabicon, Olga H. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Pacete, Jimmy B. / 5 Moonstone St., City Heights Subd., Bacolod City	Pacete, Jimmy B. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Pedroza, David G. / #61 Saint Jude Avenue Doña Juliana Hts., Bacolod City	Pedroza, David G. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Tad-y, May Claire R. / #8 Geocadin St., (R. Panisa St.) Prk. Kahirum, Brgy. Mansilingan, Bacolod City	Tad-y, May Claire R. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Rodrigo, Sherwin Lowe B. / Lot 11, Block 28, Corner Yang Tee - Rio Grande Sts., Riverwalk Subd., Brgy. Vista Alegre, Bacolod	Rodrigo, Sherwin Lowe B. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%

	City				
Common Founder	Balinas, Rhona T. / B19, L1, Plantazionne Verdana Homes, Brgy. Zone 15, Talisay City	Balinas, Rhona T. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Achurra, Alexander Kent T. / Unit 12A, 12 th Lacson St., Bermuda Villa Santiago Condominiums, Barangay 7, Bacolod City, Negros Occidental 6100	Achurra, Alexander Kent T. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Villanueva, Maria Teresa D. / 2992 Gloria St., Hervias Subd., Bacolod City	Villanueva, Maria Teresa D. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Espinosa, Wendell Z. / Block 5, Lot 21, Java St., Verdana Homes - Asyana, Brgy. Zone 15, Talisay City	Espinosa, Wendell Z. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Galve, Gregorio L. / Lot 1, Blk. 4, Phase II, San Esteban Village, Brgy. Lag-Asan, Bago City	Galve, Gregorio L. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Gebusion, Anthony C. / Lot 10, Block 10, JJA Roma St., Las Villas Hervias Subd., Brgy. Villamonte, Bacolod City	Gebusion, Anthony C. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Germinal, Rodolfo Jr. F. / Block 1, Lot 2, Venus Street, Puentebella Subd. Bacolod City	Germinal, Rodolfo Jr. F. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%

Common Founder	Jalea, Ruel U. / KM 14 Calumangan, Bago City, Negros Occidental 6101	Jalea, Ruel U. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%
Common Founder	Jesena, Salve Regina S. / Blk. 28, Lot 10, Josefina St., Eroreco Subd., Brgy. Mandalagan, Bacolod City	Jesena, Salve Regina S. / Record Owner is also Beneficial Owner	Filipino	4,917 14	2.41%

2. Security Ownership of Management

The following are each class of equity securities of the registrant beneficially owned by individual directors, executive officers and nominees as of 30 June 2021.

DIRECTORS, EXECUTIVE OFFICERS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Biron, Ferjanel G.	66,184 128	NONE	Filipino	32.42%
Common Founder	Regozo, Danilo C.	5,986 20	NONE	Filipino	2.94%
Common Founder	Magallanes, Bel Manuel C.	4,025 10	NONE	Filipino	2.41%
Common Founder	Malata, Ma. Ivy V.	4,725 14	NONE	Filipino	2.41%
Common Founder	Lavilla, Meride D.	2,192 10	NONE	Filipino	1.08%
Common Founder	Magbanua, Ma. Leila M.	4,025 12	NONE	Filipino	2.41%
Common Founder	Balinas, Rhona T.	4,025 10	NONE	Filipino	2.41%

DIRECTORS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Abad, Alben Teodoro T.	2,984 14	NONE	Filipino	1.47%
Common Founder	Encarnacion, Joseline C.	1,592 10	NONE	Filipino	1.22%
Common Founder	Martyr, John Clifton U.	2,292 14	NONE	Filipino	1.22%
Common Founder	Pabicon, Olga H.	4,725 14	NONE	Filipino	2.41%
Common Founder	Pacete, Jimmy B.	4,725 14	NONE	Filipino	2.41%
Common Founder	Pedroza, David G.	4,725 14	NONE	Filipino	2.41%
Common Founder	Tad-y, May Claire R.	4,725 14	NONE	Filipino	2.41%

DIRECTORS

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Rodrigo, Sherwin Lowe B.	4,725 14	NONE	Filipino	2.41%

NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common Founder	Jalea, Ruel U.	4,725 14	NONE	Filipino	2.41%

Except for Dr. Ferjenel G. Biron who owns 32.42%, Dr. Danilo C. Regozo who owns 2.94%, Dr. Bel Manuel G. Magallanes, Dr. Ma. Ivy V. Malata, Dr. Ma. Leila M. Magbanua, Dr. Rhona T. Balinas, Dr. Olga H. Pabicon, Dr. Jimmy B. Pacete, Dr. David G. Pedroza, Dr. May Claire Tad-y, and Dr. Sherwin Lowe B. Rodrigo who all own 2.41% each, none of the company's directors and management owns directly or indirectly 2.0% or more of the outstanding capital stock of the Company.

VOTING TRUST HOLDERS OF 5.0% OR MORE

As of 30 June 2022, there were no persons holding more than 5.0% of a class of shares under a voting trust or similar agreement.

CHANGES IN CONTROL

The individual sale transactions resulting the transfer of shares from founders based in Manila to the founders based in Bacolod would not involve change in control of the Company but considering that the issuance of the CAR from the BIR for a total of 28,920 shares represents 14.18% of the issued shares, there is an effective change of control from the Manila founders to Bacolod Founders. While the transaction was made in 2020, disclosure is made every time BIR releases the CAR for a specific transaction.

Below are the details of the changes in the control of the Company for the sale of shares that were reported in the Prospectus but were issued the BIR CAR subsequent to the approval of the former:

Who Acquired Control	Amount and the Source of Consideration (In Philippine Peso)	Date and Description of the Transaction Which Resulted in the Change of Control	Percentage of Voting Securities Beneficially Owned By the Persons Who Acquired Control	Identity of Person(s) from whom control was assumed
Espinosa, Wendell Z.	Php 1,030,400.00	10/15/2020 / Sale	0.44%	Orillaza, Marissa A.
Pabicon, Olga H.	Php 809,600.00	10/15/2020 / Sale	0.34%	Orillaza, Generoso M.
Pacete, Jimmy B.	Php 220,800.00	10/15/2020 / Sale	0.09%	Enriquez, Amado Manuel Jr. C.

There was no loan or pledge obtained by the transferees/new group for the purpose of acquiring control. Neither was there any arrangement or understanding among members of both of the former or new control groups and their associates with respect to election or directors or other matters.

Item 5. Directors and Executive Officers

(a) The following are the names, positions, 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
1. Abad, Alben Teodoro T.	Independent Director	39	Filipino	2021 to present (I.D.)

2.	Balinas, Rhona T.	Director / Asst. Corp. Treasurer	63	Filipino	2017 to present
3.	Biron, Ferjenel G.	Director / Chairman / CEO	57	Filipino	2017 to present
4.	Encarnacion, Joseline C.	Independent Director	64	Filipino	2021 to present (I.D)
5.	Lavilla, Meride D.	Director / Asst. Corporate Secretary	59	Filipino	2017 to present
6.	Magallanes, Bel Manuel G.	Director / Vice Chairman	52	Filipino	2019-2021 (I.D.); 2021 to present
7.	Magbanua, Ma. Leila M.	Director / Corporate Treasurer	59	Filipino	2017 to present
8.	Malata, Ma. Ivy V.	Director / Corporate Secretary	57	Filipino	2017 to present
9.	Martyr, John Clifton U.	Independent Director	54	Filipino	2020 to 2021; 2021 to present (I.D.)
10.	Pabicon, Olga H.	Director	58	Filipino	2020 to present
11.	Pacete, Jimmy B.	Director	61	Filipino	2019-2021 (I.D.); 2021 to present
12.	Pedroza, David G.	Director	43	Filipino	2020 to present
13.	Regozo, Danilo C.	Director / Executive Vice President	59	Filipino	2017 to present
14.	Rodrigo, Sherwin Lowe B.	Director	46	Filipino	2017 to present
15.	Tad-y, May Claire R.	Director	60	Filipino	2021 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 2021 Board of Directors after evaluation and upon presentation by the Nominations and Election Committee (which is composed of Alben Teodoro T. Abad and Rhona T. Balinas and May Claire R. Tad-y, as members), for the ensuing year and have accepted their nomination:

Name	Age	Citizenship	Period during which individual has served as such
REGULAR DIRECTORS			
1. Balinas, Rhona T.	63	Filipino	2017 to present
2. Biron, Ferjenel G.	57	Filipino	2017 to present
3. Espinosa, Wendell Z.	45	Filipino	New Nominee
4. Gebusion, Anthony C.	56	Filipino	New Nominee

5. Lavilla, Meride D.	59	Filipino	2017 to present
6. Magallanes, Bel Manuel G.	52	Filipino	2019-2021 (I.D.); 2021 to present
7. Magbanua, Ma. Leila M.	59	Filipino	2017 to present
8. Malata, Ma. Ivy V.	57	Filipino	2017 to present
9. Pabicon, Olga H.	58	Filipino	2020 to present
10. Pacete, Jimmy B.	61	Filipino	2019-2021 (I.D.); 2021 to present
11. Regozo, Danilo C.	59	Filipino	2017 to present
12. Tad-y, May Claire R.	60	Filipino	2017 to present
INDEPENDENT DIRECTORS			
1. Abad, Alben Teodoro T.	39	Filipino	2021 to present
2. Encarnacion, Joseline C.	64	Filipino	2021 to present
3. Martyr, John Clifton U.	54	Filipino	2020 to 2021; 2021 to present (I.D.)

The nominees were formally nominated by the shareholders of the Company as shown in the attached Final List of Candidates attached as Annex C. Alben Teodoro T. Abad, Joseline C. Encarnacion, and John Clifton U. Martyr are nominated as independent directors. Rhona T. Balinas, Ferjenel G. Biron, Meride D. Lavilla, Bel Manuel G. Magallanes, Ma. Leila M. Magbanua, Ma. Ivy V. Malata, Olga H. Pabicon, Jimmy B. Pacete, Danilo C. Regozo, May Claire R. Tad-y are incumbent directors of the company. Wendell Z. Espinosa and Anthony C. Gebusion has been nominated as regular director for the first time. 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.

(c) The following are the names, ages, citizenship of the Company's executive officers in addition to its executive officers and directors listed above as of 30 June 2022.

Name	Position	Age	Citizenship	Period during which individual has served as such
1. Maylene B. Villanueva	Compliance Officer	41	Filipino	April 2022 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 D2.

TERM OF OFFICE

Article III Section 2 of the Company's By-Laws provides:

Section 2 - 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 AND ELECTION COMMITTEE	CORPORATE GOVERNANCE COMMITTEE	BOARD OF CANVASSERS	INSPECTION OF BALLOTS AND PROXY
Alben Teodoro T. Abad		MEMBER	CHAIRMAN	MEMBER		
Rhona T. Balinas			MEMBER			
Kathryn Kristy P. Bautista						MEMBER
Joseline C. Encarnacion	CHAIRMAN					
Anthony G. Gebusion					CHAIRMAN	
Rodolfo E. Germinal Jr.					MEMBER	
Ma. Ivy V. Malata				MEMBER		
Bel Manuel G. Magallanes		MEMBER		MEMBER		
Ma. Leila M. Magbanua		MEMBER				
John Clifton U. Martyr	MEMBER	CHAIRMAN		CHAIRMAN		
Jimmy B. Pacete	MEMBER					
David G. Pedroza		MEMBER				
Sherwin Lowe B. Rodrigo				MEMBER		
Jalea U. Ruel					MEMBER	
May Claire R. Tad-y			MEMBER			
Maria Teresa D. Villanueva						CHAIRMAN
Jose Joel B. Yap						MEMBER

DIRECTORSHIP IN REPORTING COMPANIES

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

DIRECTORS	REPORTING COMPANIES
1. Biron, Ferjenel G.	Allied Care Experts Medical Center - General Santos Asia-Pacific Medical Center - Aklan Asia-Pacific Medical Center - Iloilo Allied Care Experts Medical Center - Butuan Allied Care Experts Medical Center - Cagayan De Oro
2. Magallanes, Bel Manuel G.	NONE
3. Regozo, Danilo C.	Asia-Pacific Medical Center - Iloilo Allied Care Experts Medical Center - Butuan Allied Care Experts Medical Center - Cagayan De Oro Allied Care Experts Medical Center - General Santos Asia-Pacific Medical Center - Aklan
4. Malata, Ma. Ivy V.	NONE
5. Lavilla, Meride D.	Allied Care Experts Medical Center - Cagayan De Oro Allied Care Experts Medical Center - General Santos Allied Care Experts Medical Center - Butuan Asia-Pacific Medical Center - Iloilo Asia-Pacific Medical Center - Aklan
6. Magbanua, Ma. Leila M.	NONE
7. Balinas, Rhona T.	NONE
8. Pabicon, Olga H.	NONE
9. Pacete, Jimmy B.	NONE
10. Pedroza, David G.	NONE
11. Rodrigo, Sherwin Lowe B.	NONE
12. Tad-y, May Claire R.	NONE
INDEPENDENT DIRECTORS	
1. Abad, Alben Teodoro T.	NONE
2. Encarnacion, Joseline C.	NONE
3. Martyr, John Clifton U.	NONE

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.

FAMILY RELATIONSHIPS

There are no family relationships either by consanguinity or affinity up to the fourth civil degree between and among directors and executive officers, persons nominated or chosen by the Company to become Directors or executive officers, any security holder of certain record, beneficial owner or management.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

As of 30 June 2022, to the knowledge and information of the Company, none of the Company's other Directors or Executive Officers have been involved in the following events during the last five (5) years that are material to an evaluation of their ability or integrity to act as such:

1. Bankruptcy petition filed by or against any business of which they are a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.
2. Conviction by final judgment including the nature of offense in a criminal proceeding, domestic or foreign.
3. Order, judgment or decree not reversed or vacated by a domestic or foreign court which limits involvement in any type of business, securities, commodities or banking activities.
4. Being found by a domestic or foreign court in civil action, the SEC or comparable foreign body or domestic or foreign exchange to have violated a securities or commodities law or regulation which judgment has not been reversed, suspended or vacated.

RESIGNATION OF DIRECTORS

No director has resigned or declined to stand for re-election to the Board since the date of the 2017 Annual Meeting of stockholders 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. (Note 14, page 31 of the 2021 Audited Financial Statements)

i. Advances from shareholders

Advances from shareholders are payable upon demand. However, the Company is in the status of financing the construction of its hospital building, thus, settlement of advances is not the priority of the Company.

ii. Loans Payable to Related Party

Loans payable from an individual who is a close member of a shareholder's family was paid in January 2020 amounting to P24,250,000. Interest accrued from prior years was reversed in 2019 following the conditions stipulated in the contract.

iii. Advances to related parties

The Company also has a receivable from APMC - Iloilo amounting to P164,867 and P35,000 in 2021 and 2020, respectively, which pertains to the reimbursement of expenses incurred by the latter but paid by the Company. (Note 6, page 26 of the 2021 Audited Financial Statements)

The Company has advances to Asia Pacific Medical Center (APMC) - Aklan Inc. (APMC - Aklan) amounting to P40,000,000 which is unsecured and bears an interest of five percent (5%) per annum and payable on demand.

iv. Key Management Personnel Compensation

Compensation of the key management personnel of the Company consists only of directors' fees amounting to P666,000 in 2021 and nil in 2020. (Note 12, page 30 of the 2021 Audited Financial Statement)

Item 6. Compensation of Directors and Executive Officers

(a) Summary of Compensation of Executive Officers

SUMMARY COMPENSATION TABLE
ANNUAL COMPENSATION FOR THE YEAR 2022

(a) Name of Officer and Principal Position	(b) Year	(c) Salary*	(d) Bonus	(e) Other compensation (professional fees, per diem and other allowances)**
Dr. Ferjanel G. Biron Chairman and President				
Danilo C. Regozo Executive Vice President				
Bel Manuel G. Magallanes Vice Chairman				
Ma. Ivy V. Malata Corporate Secretary				
Ma. Leila M. Magbanua Corporate Treasurer				
All executive officers as a group		3,120,000.00		812,500.00
All other officers and directors as a group named	2022		0.00	1,350,000.00

**Deferred compensation is included*

*** Deferred per diems are included*

SUMMARY COMPENSATION TABLE
ANNUAL COMPENSATION FOR THE YEAR 2021

(a) Name of Officer and Principal Position	(b) Year	(c) Salary*	(d) Bonus	(e) Other compensation (professional fees, per diem and other allowances)**
Dr. Ferjanel G. Biron Chairman and President				
Danilo C. Regozo Executive Vice President				
Bel Manuel G. Magallanes Vice Chairman				
Ma. Ivy V. Malata Corporate Secretary				
Ma. Leila M. Magbanua Corporate Treasurer				
All executive officers as a group		5,520,000.00		0.00
All other officers and directors as a group named	2021	0.00	0.00	1,596,000.00

**Deferred compensation is included*

SUMMARY COMPENSATION TABLE
ANNUAL COMPENSATION FOR THE YEAR 2020

(a) Name of Officer and Principal Position	(b) Year	(c) Salary*	(d) Bonus	(e) Other compensation (professional fees, per diem and other allowances)
Dr. Ferjanel G. Biron Chairman and President				
Danilo C. Regozo Executive Vice				

President				
Bel Manuel G. Magallanes Vice Chairman				
Ma. Ivy V. Malata Corporate Secretary				
Ma. Leila M. Magbanua Corporate Treasurer				
All above-named as a group		1,200,000.00		576,000.00
All other officers and directors as a group named	2020	0.00	0.00	355,000.00

**Deferred compensation is included*

The bonuses for the directors in 2020 and 2021 were waived to allocate the financial resources of the company to the ongoing construction expenses.

(b) Compensation of Directors

1. Standard Arrangements

During its August 15, 2020 meeting, the BOD approved the following monthly salaries of its Executive Officers, some of which are Directors which took effect on January 2021:

Position	Salary
Chairman	One Hundred Thousand Pesos (Php 100,000.00)
President	One Hundred Thousand Pesos (Php 100,000.00)
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	Forty Thousand Pesos (Php 40,000.00)
Corporate Treasurer	Eighty Thousand Pesos (Php 80,000.00)
Assistant Corporate Treasurer	Forty Thousand Pesos (Php 40,000.00)

In addition, the Board of Directors will be accorded a per diem of Php 10,000.00 for every regular and special board meeting and Php 5,000.00 per construction meeting. However, the construction is in full swing and resources were reserved for this. The per diems of founders in 2021 were waived.

2. Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated or is to be compensated in 2021 for any service provided as a director other than a reasonable per diem as previously approved by the Board.

(c) EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENT

The Company did not enter into any employment contract with any of its executive officers with terms and conditions other than those normally provided by law. Neither did the company enter into any compensatory plan or arrangement, including payments to be received by any executive officer from the company if the plan or arrangement results or will result to the resignation, retirement or any other termination of such executive officer's employment with the Company and its subsidiaries or a change in control of the Company or change in the executive officer's responsibilities following a change of control where the amount involved, including all periodic payments or installments will exceed Two Million Five Hundred Thousand Pesos (PhP 2,500,000.00).

3. Warrants or Options held by Directors and/or Officers; Repricing

The Company has not awarded any warrants or options to any person hence there is no repricing.

Item 7. Independent Public Accountants

(a) The auditing firm of Mendoza Querido & Co. (MQC) is being recommended for election as external auditor for the current year upon the recommendation of the Audit Committee, namely, Joseline C. Encarnacion as its Chairman, John Clifton U. Martyr and Jimmy B. Pacete as its members, for a fee of Four Hundred Forty-Eight Thousand Pesos (Php 448,000.00) VAT inclusive, and exclusive of out-of-pocket expenses. Its profile is attached to this Information Statement as Annex E1.

(b) Mendoza Querido and Co. (MQC) CPAs represented by its engagement partner, Mr. Richard Querido is the external auditor of the company for the most recently completed year 2021. Pursuant to the 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. Richard Querido for more than 5 years.

(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 2021, 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.

(e) Audit and Audit Related Fees

The 2021 Audited Financial Statements of the Company with the External Auditors' PTR, Name of the Certifying partner and Address and Statement of Manager's Responsibility are attached hereto as Annex E2.

THE AGGREGATE FEES BILLED ARE SHOWN BELOW:

Fees approved in connection with the assurance rendered by Mendoza Querido Co. pursuant to the regulatory and statutory requirements for the years ended, December 31, 2021 amount to Php 336,000.00 inclusive of 12% VAT, December 31, 2020 amount to Php 336,000.00 inclusive of 12% VAT, and December

31, 2019 amount to Php 342,900.00 inclusive of 12% VAT and out-of-pocket expenses amount to 6,900.00. These expenses includes printing, and travel allowances for auditors.

Year	2021	2020	2019
Audit Fees	300,000.00	300,000.00	300,000.00
Tax Fees	36,000.00	36,000.00	36,000.00
All other fees			6,900.00

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 24 July 2021 (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 including the Chairman's Message and 2021 Audited Financial Reports

While the Annual Report which includes the Management Report as of 30 June 2022 (Annex G) shall only be noted, the 2021 Audited Financial Report shall be approved by the stockholders attending the meeting.

Item 16. Matters Not Required to be Submitted

The Update on the Construction of the Hospital (see Annex H) will not require the approval of the stockholders as it is a mere presentation. However, the same shall be noted by the attendees as a confirmation/ acknowledgment that they have been properly notified. A negative vote on the matter by the security holders will not have any effect on business hence the same will also be noted and the reason for such.

Item 17. Amendment of Charter, Bylaws or Other Documents

1) Amendment to Article III of the Articles of Incorporation to change the principal place of business from Room 4, Ground Floor, MC Metroplex Building, BS Aquino Drive, Bacolod City 6100 to Lacson St., Barangay Bata, Bacolod City 6100. The Company is changing its principal office address to the location of its hospital.

2) Amendment to Article II, Section 7 Manner of Voting of the By-Laws specifically on the deadline of submission of proxies from seven (7) days to fourteen (14) days and Second Saturday of April to Third Saturday of March. All proxies must be in the hands of the Secretary as stated not later than seven (7) calendar days before the scheduled meeting. The schedule of the regular annual meeting falls on the first Sunday of April.

3) Amendment to Article VI, Office Section 1 of the By-Laws to change the office address from Room 4, Ground Floor, MC Metroplex Building, BS Aquino Drive, Bacolod City 6100 to Lacson St., Barangay Bata, Bacolod City 6100. The Company is changing its principal office address to the location of its hospital.

Item 18. Other Proposed Action

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

1. Approval on the retention of all officers with the exception for the position of Assistant Corporate Secretary who shall be Dr. Lavilla, Meride D. and Assistant Corporate Treasurer who shall be Dr. Balinas, Rhona T.
2. Election of Officers for 2021-2022.
3. Approval of the two (2) signatories for DBP's Secretary Certificate on Loan Authorization will be Dr. Ferjenel G. Biron and Dr. Bel Manuel G. Magallanes.
4. Approval to send representatives to attend conferences, seminars and trainings by the Center for Global Best Practices for the Board of Directors.
5. Approval of the 13-year Term Loan from DBP in the principal amount of one billion one hundred eighty-eight million eight hundred thousand pesos (₱1,188,800,000.00) to partially finance construction of Main Hospital Building and Foundation.
6. Approval of the 5-year term loan in the principal amount of one hundred forty-six million pesos (₱146,000,000.00) to finance acquisition of medical instruments, furniture and appliances.
7. Approval of the Omnibus Facility from DBP available via 10-year term with sub-limit of three hundred fifty-four million pesos (₱354,000,000.00) and import and/or Domestic Letter of Credit via Sight for Usance via the Term Loan.
8. Approval to authorize Villanueva and Trasporto and Partners through its Managing Partner, Maylene B. Villanueva being the Company's retained counsel to issue the Opinion required by DBP.

9. Approval on the authorization of Dr. Jimmy B. Pacete, the construction committee Chairman to represent the company in the process of securing the licenses and permits for the construction of the hospital.
10. Approval on the acceptance of the report of the Construction Committee Chairman.
11. Approval that the BODs will ratify, confirm, approve and render effective and of full force and effect the loan under the terms and conditions of the Loan Agreements, the Omnibus Loan and Security Agreement and the covering collaterals and other documents executed in relation thereto for a loan with the Development Bank of the Philippines (DBP), in the total amount not exceeding One Billion Six Hundred Eighty- Eight Million, Eight Hundred Thousand Pesos (₱ 1,688,800,000.00).
12. Approved to authorize Mr. Ariel S. Malata to process Tax Declaration and Tax Clearance from the City Assessor's Office on behalf of the company for the hospital property.
13. Approval to revise the pre-release condition of DBP Loan Amendment to post release condition to be submitted within sixty (60) days from final loan release: Proof of water service connection or service contract with the local water district.
14. Approval on the appointment of Mr. Ariel S. Malata and Ms. Chleo Dominique P. Espera to be designated as the salespersons to market the selling of shares of the Corporation for the SEC Prospectus without compensation.
15. Approval of the change of account name in The Development Bank of the Philippines (Lacson St. Branch) From Allied Care Experts Medical Center - Bacolod Inc. (ACEMC- Bacolod Inc.) to Asia-Pacific Medical Center Bacolod, Inc. (APMC Bacolod, Inc.).
16. Approval to authorize Ms. Rosanna Bejemino to process and update the BIR Certificate of Registration.
17. Approval of the Audited Financial Statements for the 9-month period, ended September 30, 2021 and September 30, 2020 respectively.
18. Approval to authorize the Corporate Governance Committee and the Corporate Secretary, Dr. Ma. Ivy V. Malata to identify and recommend training/s for the Directors.
19. Approval of the Audited Financial Statements for the 9-month period, ended September 30, 2021 and September 30, 2020, respectively.
20. Approval to purchase Synology NAS system for the office data, documents and files with a budget of ₱ 60,000.00.
21. Approval of the plan arrangement and location of the following:
 - a. Domestic Water Tank
 - b. Pandemic Readiness
 - c. Molecular Laboratory
 - d. Warehouse
 - e. Generator Set
22. Approval to use bare concrete as the surface material for the driveway and ramp.
23. Approval to form committees that will be tasked to formulate drafts of policies that will be subject to Board approval, the scope of which covers the following departments: executive, management, medical, nursing, ancillary and finance.
24. Approval on the creation of a Management Committee effective January 15, 2022 until the 2022 Annual Stockholders Meeting, with the following Board of Directors as members:
 - a. Dr. Rhona T. Balinas
 - b. Dr. Ma. Leila M. Magbanua
 - c. Dr. Jimmy B. Pacete
 - d. Dr. Bel Manuel G. Magallanes
 - e. Dr. Danilo C. Regozo
25. Approval of the attendance of the Board of Directors on the seminars and training conducted by the Center for Global Best Practices 2022 on "Financial and Operational Budgeting" to be attended by Dr. Ma. Leila M. Magbanua and Dr. Olga H. Pabicon and on "Digital Record Governance and Management" to be attended by the Data Privacy Officer, office I.T Specialist and Dr. Bel Manuel G. Magallanes
26. Approval of the AFS for the year ended December 31, 2021 without prejudice to final review by Atty. Maylene B. Villanueva

27. Approval on the engagement of Mendoza Querido and Company to review our quarterly accounts and balances in support of the SEC Form 17-Q.
28. Approval of the Governance Charter including the mission statement, vision statement and core values of APMC Bacolod, Inc.
29. Approval of the attendance of the Corporate Secretary on the online course “Corporate Secretary as Corporate Governance Professional” to be conducted by Institute of Corporate Directors on June 16 and 17, 2022 at 1:00 to 5:00 PM.
30. Approval to defer the discussion of other agenda items in the meeting dated April 2, 2022.
31. Authorization of the Construction Committee Chairman, Dr. Jimmy B. Pacete to sign the complaint-affidavits against the suspects in the theft incident within the premises of the Construction Project
32. Approval of the postponement of the Annual Stockholders Meeting at a later date to give the Company ample time to prepare the documents necessary for the Annual Stockholders Meeting.
33. Approval on the Omnibus motion for the following:
 1. Appointment of Compliance Officer
 2. Hiring of Compliance Assistant
 3. Appointment of Chief Financial Officer
34. Appointment of Atty. Maylene B. Villanueva as Compliance Officer of APMC Bacolod, Inc. effective immediately and with a rank and salary rate of a Vice- President.
35. Creation of the Data Privacy Committee.
36. Approval of the attendance of the MANCOM to attend the ICD online course on Risk Management on April 28, 2022 at 8:00 AM to 12:00 NN.
37. Approval of the termination of the design services of DND Atelier excluding the architectural interior design service agreement.
38. Approval to lay on the table the discussion on the Annual Stockholders’ Meeting (ASM) for 2022.
39. Ratification of the Board Resolution No. 2021-07-04.
40. Approval of the amendment of the previous agreement and to extend the civil works completion date of UCDC from eighty (80) days to the number of days to be determined by the PMT, Bureau Veritas.
41. Approval of the SEC Form 17-Q Report for the first quarter without prejudice to final review and comments before filing.
42. Approval of the amendment to the Prospectus without prejudice to final review by Atty. Maylene B. Villanueva
43. Approval of the opening of a passbook savings account purposely for the loan hold-out.
44. Approval of the CARI policy for the MEPFS subject for final negotiation.
45. Approval of the engagement with Mendoza Querido and Company to audit the financial statements for the month ended June 30 and year ended December 31 and review only the quarterly report for the month ended September 30, 2022.
46. Approval of the amendment to Article III of Articles of Incorporation stating the principal office of the corporation from Room 4, Ground Floor, MC Metroplex Building, B.S Aquino Drive, Bacolod City, 6100 to Lacson St., Brgy. Bata, Bacolod City, 6100.
47. Approval of the amendments to Article II, Section 7 Manner of Voting of the By-Laws specifically on the deadline of submission of proxies from seven (7) days to fourteen (14) days and Second Saturday of April to Third Saturday of March.
48. Approval of the amendment to Article VI of the By-Laws stating the principal office of the corporation from Room 4, Ground Floor, MC Metroplex Building, B.S Aquino Drive, Bacolod City, 6100 to Lacson St., Brgy. Bata, Bacolod City, 6100.
49. Approval of the appointment of Vice Chairman Dr. Bel Manuel G. Magallanes to sign the subscription agreement.
50. Approval of the request for time extension of additional Two Hundred Fifty-Nine (259) days of UCDC for the completion of the hospital construction as recommended by Bureau Veritas.
51. Authorization of Dr. Bel Manuel G. Magallanes to sign the contracts of the new consultants for the MEPFS.

52. Approval of the change of bank signatories for the Account in Development Bank of the Philippines, Metrobank, EastWest, Security Bank, and Chinabank, as follows:

Set A:

1. Dr. Ferjanel G. Biron
2. Dr. Bel Manuel G. Magallanes
3. Dr. Ma. Leila M. Magbanua

Set B:

1. Dr. Rhona T. Balinas
2. Dr. Olga H. Pabicon
3. Dr. Salve Regina S. Jesena

For transactions less than One Million Pesos (P1,000,000.00), any two (2) from Set B to sign jointly.

For transaction One Million Pesos (P1,000,000.00) and above, any one (1) from Set A and any two (2) from Set B.

53. Approval of the adoption of the APMC Iloilo Procedure for Issuance of Lost/Destroyed Certificates.

54. Approval of the salary increase of the following office personnel:

1. Mr. Ariel S. Malata to increase by P6,000.00 per month.
2. Ms. Chleo Dominique P. Espera to increase by P5,000.00 per month.

And the mandatory increase to the three (3) employees without prejudice to review of the increase in salary of other employees

- (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.

Item 19. Voting Procedures

- (a) Voting Requirement

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

The Amendment of the Articles of Incorporation shall be approved by stockholders representing two-thirds ($\frac{2}{3}$) of the outstanding capital stock.

The Amendment of the By-laws shall be approved by stockholders representing the majority of the outstanding capital stock.

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

- (b) 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 shall be provided. 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 on each item or proposal in the Agenda. 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 notarized (unless there is notice to the contrary) and filed by the stockholders, in the form provided in the Information Statement and shall be received by the Corporate Secretary via email at acemcbacolod@gmail.com on or before 5:00 PM, 07 August 2021. Proxy votes will be counted and tabulated by the Inspection of Proxies and Ballots Committee.

Item 20. Participation of Shareholders by Remote Communication

To ensure the safety and welfare of APMC Bacolod stockholders because of the prevailing threat of COVID-19 infection, 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 acemcbacolod@gmail.com on or before 01 August 2022 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: acemcbacolod@gmail.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 Regular Meeting held last 24 July 2021 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 I)
- C. Construction Report as of 30 June 2022 (Annex H)
- D. 2021 Audited Financial Statement (Annex E)
- E. 2021-2022 Directors and Executive Profile (Annex B)
- F. Board Attendance Report (Annex J)
- G. Board Appraisal/Performance Report (Annex K)
- H. Board Compensation Report (Annex L)
- I. Final List of Candidates Profile (Annex C1)

In lieu of a detailed, descriptive, balanced and comprehensible assessment of the corporation's performance, the Company is submitting the Construction Report as of 30 June 2022. The company is not yet operational and the commencement of the operations will depend on the completion of the hospital and the granting of the necessary licenses.

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 the Company'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 as dividends.

No dividends were issued this year because the hospital is not yet operational hence there is no unrestricted retained earnings.

ATTENDANCE OF DIRECTORS DURING THE 2021 ASM

The attendance of the Directors during the 2021 ASM is disclosed in the Minutes of the previous meeting.

RELATED PARTY TRANSACTIONS

The related party transactions are disclosed in the Information Statement.

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 was signed in the City of Bacolod on July 20, 2022.

By:

Asia-Pacific Medical Center Bacolod, Inc.
(Formerly known as Allied Care Experts Medical Center - Bacolod Inc.)
Issuer



MA. IVY V. MALATA, MD
Corporate Secretary