

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITALS

GENERAL INSTRUCTIONS

1. Pursuant to SEC Res. No. 225, s. of 2017, hospitals may use Form 12-1 SRS for registration of its securities that are sold or offered for sale pursuant to Section 8 and 12 of the Code. The use of Form 12-1 SRS is without prejudice to the right of the Commission to require such other information or documents as if may prescribe, consistent with the interest of the general public and for the protection of investors.
2. Under Section 13.1(b) of the Securities Regulation Code (“SRC”), the Commission may reject Registration Statement which on its face is *incomplete*. Notwithstanding the said provision, Sec. 14.2 of the SRC states that an amendment filed prior to the effectivity date of the Registration Statement (“RS”) shall recommence the forty-five (45) day period within which the Commission shall act on a RS. Thus, should the company be amendable to extending the 45-day processing period (by executing a letter consenting to the processing time of the application to enable the company to amend its RS) the Market and Securities Regulation Department (“MSRD”) shall be constrained to elevate the application based on the existing RS on file, to enable MSRDR to comply with the said processing period mandated under Section 12.6 of the SRC.
3. Attention is directed under Section 68, As Amended on the Financial Statement requirements. Prior to preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations for Filing of SEC Forms with the Securities and Exchange Commission." Definitions contained in “Annex B” and SRC Rule 68, as amended, to the extent they are not defined herein, shall govern the meanings of similar terms used herein.
4. The registration statement shall be signed by the registrant’s chief executive officer, its chief operating officer, its chief financial officer, its controller, its chief accounting officer, its corporate secretary or persons performing similar functions.
5. The name of each person who signs the registration statement shall be typed or printed beneath his/her signature. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the registration statement. At least one (1) copy of the documents filed shall be manually signed and the unsigned copies shall be conformed.
6. Every amendment to a registration statement shall be signed by the persons specified in Section 12.4 of the Code or by any executive officer duly authorized by the Board of Directors. The final prospectus shall, however, be signed by all required signatories under Section 12.4 of the Code.
7. Three (3) copies of the complete Form 12-1 SRS shall be filed including exhibits and all other papers and documents filed as part thereof.
8. In case of withdrawal of a registration statement, fifty percent (50%) of the filing fee paid shall be *forfeited and not* be allowed for future application.

9. In the event that the registration statement is rejected pursuant to Section 13 of the Code, the filing fee paid thereon shall be *forfeited*.
10. Confidential Treatment of Information filed with the Commission –any request for confidentiality will be presented to Commission En Banc prior its application for registration or offering.
11. How to use this form: Put ✓ inside the box to mark a box.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITALS

1. SEC Registration Number CS201739437

2. Exact name of issuer as specified in its charter
..... ASIA PACIFIC MEDICAL CENTER (APMC) -AKLAN INC.
formerly Allied Care Experts (ACE) Medical Center- Aklan Inc.

3. Principal Business Address including postal code..... Judge Martelino Road, Brgy. Andagao,
Kalibo, Aklan 5600

4. Province, country of other jurisdiction of incorporation or organization..... Aklan, Philippines

5. BIR Tax Identification No. 009-900-845-000

6. Industry Group: Hospitals and Physicians

7. Telephone Number including area code: (036) 2682320

8. Official company's website... www.acemc-aklan.com

9. Fiscal Year (Day and Month) 31 December

COMPUTATION OF FILING FEE

Title of each class of securities to be registered	Shares to be registered	Proposed Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Founder (I)	600 shares	-	600,000.00	
Common (I)	203,400 shares		203,980,000.00	863,500.00
Common (I)	580 shares		14,500,000.00	
Common	1942 blocks	250,000	485,500,000.00	8,635.00
	1200blocks	300,000	360,000,000.00	
	400 blocks	350,000	140,000,000.00	
Total	240,000		P1,190,080,000.00	P872,135.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

1. Front of the Registration Statement and Outside Front Cover Page of Prospectus
2. Inside Front Cover and First Two or More Pages of Prospectus
3. Forward looking Statement
4. Definition of Terms
5. Executive Summary
6. Risk Factors
7. Business Information
8. Use of Proceeds
9. Description of Securities Offered
10. Plan of Distribution
11. Capitalization
12. Outstanding Securities and Principal Shareholders
13. Board of Directors
14. Management
15. Financial Information
16. Information on Independent Accountant and Other Related Matters
17. Independent Auditors and Counsels
18. Regulatory Framework
19. Corporate Governance and Board Committees
20. Other Material Factors

PART II - INFORMATION REQUIRED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS

21. Other Expenses of Issuance and Distribution

Give the itemized statement of all expenses of the offering other than the discounts and commission (if applicable). If any of the securities are registered for sale by security holders, state how much of the expenses the security holders will pay. If the amount of any items are not known, give estimates but identify them as such.

22. Exhibits

Description	Exhibit No.
1. Publication of Notice re: Filing	"A"
2. Articles of Incorporation and By-laws	"B", "B-1", "B-2"
3. Instruments defining the rights of security holders	"C"
4. Opinion re: Legality	"D"
5. Opinion re: Tax Matters	"D"

Description	Exhibit No.
6. Material Contracts	“E”
7. Audited Financial Statements/Audited Interim Financial Statements	“F”, “F-1”
8. Subsidiaries of the Issuer	N.A.
9. Consent of Experts and Independent Counsel	“D”& “F”
10. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors	“G”
11. Authorization re: Issuer’s Bank Account	“H”
12. Copy of Board Resolution approving the securities offering and authorizing the filing of Registration Statement	“I”
13. Duly verified resolution of the Issuer’s Board of Directors approving the disclosure contained in the registration statement and prospectus and assuming liability for the information contained therein	“I”
14. Manual on Corporate Governance	w/ undertaking
15. Additional Exhibits:	
Certification that all mandated government licenses, permits are secured and valid	“J”
Certification on No Pending Legal Proceeding filed against and by the Issuer	“K”
Certification that all AFS of all subsidiaries has been filed with the Commission (if applicable)	N.A.
Certification by selling shareholder as to the accuracy of any part of the registration statement contributed by such selling shareholders (if applicable)	N.A.
Certification from Project Engineer as to percentage of Hospital building constructed	“L”
Tax Compliance Report filed by the Issuer	“M”
Feasibility study prepared by qualified profession on the capacity of the Issuer to provide Medical Benefits	“N”
Memorandum of Agreement with other Hospitals (if applicable)	“O”
Permit to Construct Hospital issued by Bureau of Health Facilities and Services (BHFS) of the Department of Health (DOH)	“P”
Escrow/Custodian Agreement with a reputable bank	N.A.
Credit Line Agreement	N.A.
Copy of the Environmental Compliance Certificate	“Q”

Description	Exhibit No.
Certified True Copy of Transfer Certificate Title	"R"
List of Equipment to be Purchased	"S"
Schedule of Disbursement	"T"

23. Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on _____.


DR. SIMEON A. ARCE, JR.
 President
BONNIE VEE S. DELA TORRE
 Chief Accounting Officer


DR. MARSHA LOURDES P. CONANAN-MORATO
 Corporate Secretary


DR. JOANNE B. ABRIL
 Treasurer



DR. FERJENEL G. BIRON
 Chairman

28 JUN 2021

SUBSCRIBED AND SWORN to before me this _____ affiants exhibiting to me their competent proof of ID as follows:

Name	Type of Identification	PRC I.D. Number	Date/Place of Issue
Abril, Joanne B.	PRC	0110834	Manila/Aug. 29, 2007
Arce, Simeon Jr. A.	PRC	0068829	Manila/Mar. 6, 1990
Biron, Ferjenel G.	PRC	073365	Manila/ Apr. 8, 1991
Conanan-Morato, Marsha Lourdes P.	PRC	0114192	Manila/ Sept. 5, 2008
Dela Torre, Bonnie Vee S.	PRC	0118924	Manila/ Nov. 13, 2006

Page No. 88
 Doc. No. 19
 Book No. LVI
 Series of 2021.


NOTARY PUBLIC
ATTY. MARG ANTHONY M. GERALTA
 Notary Public
 Commission Expires on June 30, 2021
 As per Supreme Court Resolution dated December 1, 2020
 (B.M. No 3795 (Re: Request for Extension
 of Existing Notarial Commissions)
 Notarial Commission No. 19 (2019-2020), Aklan
 IBP Lifetime Member No. 010735/Aklan Chapter
 PTP No. 2336180/Aklan, 2021/Aklan
 Rol. No. 61144/March 27, 2012
 MCLC Compliance No. VI-0001748/Until 04-14-2022



ASIA PACIFIC MEDICAL CENTER (APMC) – AKLAN INC.
Formerly: ALLIED CARE EXPERTS (ACE) MEDICAL CENTER- AKLAN INC.

A Corporation existing and duly organized under the
Laws of the Republic of the Philippines withS
SEC Certificate of Registration No. CS201739437

This Final Prospectus relates to the registration of **204,580 issued and outstanding shares of ASIA PACIFIC MEDICAL CENTER (APMC) - AKLAN INC. (APMC-AI)** consisting of *600 Founders Shares* and *203,980 Common Shares* **plus 35,420 common shares equivalent to 3,542 blocks of APMC-AI (the Offer Shares)** for issuance to the public at an Offer Price ranging from Php250,000.00 up to a maximum amount of Php350,000.00 per block.

The securities will be traded Over-the-Counter through the Hospital's employee who will act as salesman¹.

DATE: June 24, 2021

Principal Office:

Judge Martelino Road
Brgy. Andagao, Kalibo
Aklan, 5600

Telephone Numbers:

(036) 268 2320

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

This Final Prospectus relates to the primary offer and sale of 35,420 common shares of Asia Pacific Medical Center – Aklan Inc. (the “Issuer”) equivalent to 3,542 blocks (consisting of 10 shares per block) at an offer price ranging from Php250,000.00 per block up to a maximum offer price of Php350,000.00 per block with an aggregate principal amount of **Nine Hundred Eighty-Five Million Five Hundred Thousand Pesos (Php985,500,000.00)**. The securities will be issued upon approval of the Securities and Exchange Commission. Assuming all Offer Shares are issued, **ASIA PACIFIC MEDICAL CENTER (APMC)- AKLAN INC. (APMC-AI)** will have a total of **240,000 issued and outstanding shares** consisting of *600 Founders Shares, 203,980 Common Shares* plus the *35,420 Offer shares*, all with a par value of P1,000.00 per share.

The 3,542 blocks will be offered in tranches, through a series of offerings at an offer price in progressive amounts. The first 1,942 blocks will be sold at the price of Php250,000.00 per block, the next 1,200 blocks at the price of Php300,000.00 per block, and remaining 400 blocks at

¹ Please refer to p.50, **Plan of Distribution**, for the details on the authorized salesmen.

Php350,000 per block. While the blocks of common shares that will be issued have the same features and privileges (except the privilege to practice, that is available only to Medical Practitioners), the staggered Offer Price per series of shares for sale to the public was arrived at by considering several factors including but not limited to: (i) the timing of purchase relative to the completion of the Hospital and its facilities, (ii) the number of applicants the Hospital could serve and accommodate, (iii) the total development costs based on cost assessments of the engineers, architects and other professionals hired for the project, (iv) comparable price of similarly situated structure with similar facilities, (v) market demand and (vi) risk undertaken by the original stockholders. As the hospital building rises, the lesser the risk of the investors.

The blocks will be sold on a first come, first served basis, subject to pre-qualification procedures. Once the maximum number of blocks per series are sold, the next series will be offered at an increased offer price. The offer shares will not be listed in the Exchange and will be issued over the counter only, the Issuer's employee/s who will act as salesman, but will not be receiving additional compensation for this, other than their usual salary.

APMC-AI expects to raise gross proceeds amounting up to Nine Hundred Eighty-Five Million Five Hundred Thousand Pesos (P985,500,000.00) and the net proceeds are estimated to be at least **Nine Hundred Eighty-Three Million, Twenty-Seven Thousand One Hundred Forty-Nine Pesos and Eighty Centavos (Php983,027,149.80)** after deducting fees and expenses relating to the issuance of the securities. The net proceeds of the Offer shall be used primarily by the Company for the construction, development and pre-operation of ASIA PACIFIC MEDICAL CENTER - AKLAN INC. (the "Hospital"). For further detailed information on the use of proceeds, see "Use of Proceeds" on page 32 of this Preliminary Prospectus.

Each investor must comply with all laws applicable to it and must obtain the necessary consent, approvals or permission for its purchase, offer or sale under the laws and regulation in force to which it is subject.

The company is organized under the Philippine Law. The Company is authorized to distribute dividends out of its surplus profit, in cash, properties of the Company, shares of stock. Dividends paid in the form of cash or property, are subject to approval of the Board of Directors of the Company. Dividends paid in the form of additional Common Shares are subject to the approval of the Board of Directors and stockholders who owns at least two-third (2/3) of the outstanding capital of the company. The Board may not declare dividends as determined by the Board, taking into consideration factors such as implementation of business plans, debt service requirements, operating expenses, budgets, funding of new investments and acquisitions and appropriate reserves and working capital. Refer to page 64 on Dividends and Dividend Policy of this Prospectus.

Unless otherwise indicated, all information in this Prospectus is as of the date of this Final Prospectus. Neither the delivery of this Preliminary Prospectus nor any sale made pursuant to this Prospectus shall, under any circumstances, create implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

No person has been authorized to give any information or to make any representation not contained in this Prospectus. If given or made, any such information or representation must not be relied upon as having been authorized by the Company. This Preliminary Prospectus does not constitute an offer of any securities, or any offer to sell or solicitation of any offer to buy any of the securities of the Company in any jurisdiction, to or from any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Before making an investment decision, investor must rely on their own examination of the Company and the terms of the Offer including the risks involved.

The Issuer has included in this Statement all of its representation about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Statement in making an investment decision. The Investors should be aware that risks and uncertainties might occur.

ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN IS TRUE AND CURRENT.

By:



SIMEON A. ARCE JR, M.D.

President

ASIA PACIFIC MEDICAL CENTER- AKLAN INC.

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Forward-looking Statements

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors which may cause actual results, performance or achievements of the Issuer, to be materially different from any future results; and
- performance or achievements expressed or implied by forward-looking statements.

Such forward-looking statements are based on assumptions regarding the present and future business strategies and the environment in which the registrant will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- the ability of the registrant to successfully implement its strategies;
- the ability of the registrant to anticipate and respond to healthcare trends;
- the ability of the registrant to successfully manage its growth;
- the condition and changes in the Philippines, Asian or global economies;
- any future political instability in the Philippines, Asia or other regions;
- changes in interest rates, inflation rates and the value of the Peso against the U.S. Dollar and other currencies;
- changes in government regulations, including tax laws, or licensing requirements in the Philippines, Asia or other regions; and
- competition in the healthcare industries in the Philippines and globally.

Additional factors that could cause actual results, performance or achievements of registrant to differ materially include, but are not limited to, those disclosed under “Risk Factors” and elsewhere in this Prospectus.

These forward-looking statements speak only as of the date of this Prospectus. The registrant expressly disclaim any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of the registrant with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based.

This Prospectus includes forward-looking statements, including statements regarding the expectations and projections of the Issuer for future operating performance and business prospects. The words “believe”, “expect”, “anticipate”, “estimate”, “project”, “may”, “plan”, “intend”, “will”, “shall”, “should”, “would” and similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in this Prospectus as to the opinions, beliefs and intentions of the Issuer accurately reflect in all material respects the opinions, beliefs and intentions of the management of the registrant as to such matters at the date of this Prospectus, although the Issuer can give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Prospectus discloses, under the section “Risk Factors” and elsewhere, important factors that could cause actual results to differ materially from the expectation of the Issuer. All subsequent written and oral forward-looking statements attributable to either the Issuer or persons acting on behalf of the Issuer are expressly qualified in their entirety by cautionary statements.

DEFINITION OF TERMS

As used in this Prospectus, the following terms shall have the meanings ascribed to them:

"Articles"	The Articles of Incorporation of the issuer
"APMC-AI"	ASIA PACIFIC MEDICAL CENTER (APMC) – AKLANINC.
"Board"	The Board of Directors of the issuer collectively referred to as one consisting of fifteen (15) members
"By-Laws"	The By-laws of the issuer
"Corporation"	Refers to ASIA PACIFIC MEDICAL CENTER (APMC)- AKLAN INC. <i>formerly Allied Care Experts (ACE) Medical Center- Aklan Inc.</i> unless otherwise specifically described in this document
"Director"	The individual membership of the incumbent Board of Directors of the Issuer
"DOH"	Department of Health
Environmental Compliance Certificate ("ECC")	Environmental Compliance Certificate is a document issued by the DENR/EMB after a positive review of an ECC application certifying that the proposed project will not cause significant negative environmental impact and the project proponent has complied with all the requirements of the Environmental Impact System, and has committed to implement its approved Environmental Management Plan
"Founder"	Refers to the individual holders of founder share
"Hospital"	ASIA PACIFIC MEDICAL CENTER- AKLAN, or the building referred hereto being built in the name of ASIA PACIFIC MEDICAL CENTER- AKLAN Inc.
"Internal Rules"	Refers to the rules and regulations concerning application procedures, availment, use and enjoyment of facilities and services, and all amendments thereto

“Issuer”	The same as ASIA PACIFIC MEDICAL CENTER- AKLAN INC.
"Offer Price"	The price at which the Offer Securities are being offered in tranches to the public as indicated in this Prospectus
“Offer Securities”	Refers to the 35,420 Common shares or 3,542 blocks (1 block is equivalent to 10 shares) of ASIA PACIFIC MEDICAL CENTER- AKLAN INC. to be offered for sale to the public, also interchangeably called “Offer Shares”
"Medical Specialist"	A doctor or medical practitioner who has successfully passed the screening process of ASIA PACIFIC MEDICAL CENTER- AKLAN Inc., in good standing and is admitted/accepted to practice his profession.
“Prospectus”	This document and any supplement or amendments thereto, pertaining to the issuance and sale of the Offer Securities.
“SEC”	Philippine Securities and Exchange Commission
“Stock Certificate”	The written or electronic evidence of ownership of share of stock of ASIA PACIFIC MEDICAL CENTER- AKLAN INC.
“Stockholder”	A registered holder of shares of stocks of ASIA PACIFIC MEDICAL CENTER- AKLAN INC. He may be a medical practitioner or a non-medical stockholder.

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and audited financial statements, including notes thereto, found in the appendices of this Prospectus.

Prospective investors should read this entire Prospectus fully and carefully, including the section on “Risk Factors”. In case of any inconsistency between this summary and the more detailed information in this Prospectus, then the more detailed portions, as the case may be, shall at all times prevail.

BRIEF BACKGROUND ON THE COMPANY

ASIA PACIFIC MEDICAL CENTER- AKLAN INC. is a stock corporation duly organized under the laws of the Republic of the Philippines on December 6, 2017. APMC-AI has an authorized capital stock of Two Hundred Forty Million Pesos (240,000,000.00) divided into Six Hundred (600) Founders’ Shares and Two Hundred Thirty-Nine Thousand Four Hundred (239,400) Common Shares both with a par value of One Thousand Pesos (P1,000.00) per share.

As of the date of this Final Prospectus, Two Hundred Four Thousand Five Hundred Eighty Shares (204,580) divided into Six Hundred (600) Founders Shares and Two Hundred Three Thousand Nine Hundred Eighty (203,980) Common Shares both with a par value of One Thousand Pesos (P1,000.00) per share have been subscribed, while paid up is One Hundred Seventy-eight Million Seven Hundred Fifty-six Thousand Pesos (P178,756,000.00).

CORE BUSINESS

APMC-AI was established to maintain, operate, own, and manage hospitals, medical and related healthcare facilities and businesses such as, but without restriction to clinical laboratories, diagnostic centers, ambulatory clinics, condo hospitals, scientific research and other allied undertakings and services which shall provide medical, surgical, nursing, therapeutic, paramedic, or similar care, provided that purely professional, medical or surgical services shall be performed by duly qualified physicians or surgeons who may or may not be connected with the hospitals and whose services shall be freely and individually contracted by the patients.

BUSINESS STRATEGIES

It is the mission of APMC-AI to set up a Level 2 Health Care facility with an organized, systematic, cost-effective, sympathetic and holistic approach to its goal in providing the best quality and justifiable medical services to its clients and stakeholders.

APMC-AI will accomplish its purpose by the acquisition of complete and world-class facilities, provide service through medical specialists who are competent and fully qualified in their line of work, and have equally efficient well motivated employees and management staff.

Asia Pacific Medical Center – Aklan Inc. will be a 7-storey, 216-bed capacity hospital with roof deck. A total of 192 available parking slots in a total floor area of 33,522.36 sq. m. constructed in a 9,656 sq. m. property located at Judge Martelino Road, Barangay Andagao, Kalibo, Aklan. It will provide services to residents of Kalibo, Aklan, nearby Barangays and Municipalities, and even to the neighboring provinces which are considered its catchment areas. APMC-AI will be a multidisciplinary specialty medical facility that will house medical specialists who are subscribers to the capital stock of the Corporation. The intended and considered markets for its shares are mostly medical specialists and individuals who are related to the medical specialists.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession and use the facilities of Asia Pacific Medical Center – Aklan Inc., although it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block or ten (10) shares of the capital stock, whether Founders or Common Shares, and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as indicated in the Articles of Incorporation, By-Laws and Internal Rules of the Hospital. After successfully passing this process, the applicant shall then be entitled to the privileges offered by the Hospital. The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as maybe imposed by Asia Pacific Medical Center – Aklan Inc. pursuant to its rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.

Asia Pacific Medical Center – Aklan Inc. will collect from each duly admitted medical specialist a one-time “privilege to practice” fee amounting to One Hundred Fifty Thousand Pesos (Php150,000.00) plus monthly fees for maintenance and utilities used for the Clinic.

Level 2 Hospital

Asia Pacific Medical Center –Aklan Inc. will be a Level 2 Hospital. Under the Rules and Regulations Governing the New Classification of Hospitals and Other Health Facilities in the Philippines (Effective: August 18, 2012), the following are the minimum requirements for Level 2 Hospitals:

A Level 2 Hospital shall have as minimum, all of Level 1 capacity², including, but not limited to, the following:

1. An organized staff of qualified and competent personnel with Chief of Hospital/Medical Director and appropriate board-certified Clinical Department Heads;
2. Departmentalized and equipped with the service capabilities needed to support board certified/eligible medical specialists and other licensed physicians rendering services in the specialties of Medicine, Pediatrics, Obstetrics and Gynecology, Surgery; their subspecialties and ancillary services;
3. Provision for Intensive Care Units-- Medical ICU, Surgical ICU and Coronary Care Unit for critically ill patients.
4. Provision for PICU (Pediatric Intensive Care Unit) and NICU (Neonatal Intensive Care Unit)
5. Provision for HRP (High Risk Pregnancy Unit)

²A Level 1 hospital shall have as minimum the services stipulated under Rule V. B. 1. b. 1. of the Order, including, but not limited to, the following: 1. A staff of qualified medical, allied medical and administrative personnel headed by a physician duly licensed by PRC; 2. Bed space for its authorized bed capacity in accordance with DOH Guidelines in the Planning and Design of Hospitals; 3. An operating room with standard equipment and provision for sterilization of equipment and supplies in accordance with: a. DOH Reference Plan in the Planning and Design of an Operating Room/Theater (Annex A); b. DOH Guidelines on Cleaning, Disinfection and Sterilization of Reusable Medical Devices in Hospital Facilities in the Philippines (Annex B); 4. A post-operative recovery room; 5. Maternity facilities, consisting of ward(s), room(s), a delivery room, exclusively for maternity patients and newborns; 6. Isolation facilities with proper procedures for the care and control of infectious and communicable diseases as well as for the prevention of cross infections; 7. A separate dental section/clinic; 8. Provision for blood station; 9. A DOH licensed secondary clinical laboratory with the services of a consulting pathologist; 10. A DOH licensed level 1 imaging facility with the services of a consulting radiologist; 11. A DOH licensed pharmacy.

- 6. Provision for respiratory therapy services;
- 7. A DOH licensed tertiary clinical laboratory;
- 8. A DOH licensed level 2 imaging facility with mobile x-ray inside the institution and with capability for contrast examinations.

RISK FACTORS

An investor should seek professional advice if he or she is uncertain of or has not understood any aspect of the securities to invest in or the nature of risks involved in buying of securities.

An investor deals in an investment of which may carry a different level of risks.

- 1. The following is a summary of all the risks that apply to the Issuer and/or this offering. You should carefully consider these risks prior to investing in this offering.

Operating History:

The Issuer has limited or no operating history because the Issuer may have operated for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.

Difficulty to collect from patients (select all that apply): Check Box

√	Existing law penalizes the refusal of hospitals and medical clinics to administer appropriate initial medical treatment and support in emergency or serious medical cases.
√	Hospital experience delay in payment from Health Insurance or Health Maintenance Organizations.

However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk through the accreditation of various Health Maintenance Organizations (HMO) to cover more patients and increase the probability of getting paid. With HMO covered patients, special rates are given. The Issuer will mitigate delays in payment from HMO's by investing in software programs that will efficiently monitor the Hospital's finances and receivables to ensure that its exposure to unpaid promissory notes is maintained at manageable levels.

Limited Resources/Losses (select all that apply):

√	The Issuer has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Issuer to continue to finance operations. The Issuer expects to continue to experience losses from operations and it cannot be predicted when or if the Issuer will become profitable. If the Issuer achieves profitability, it may not be sustainable.
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√	The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of the date of the most recent financial statements, the Issuer had an accumulated deficit of ₱28,830,560.00 as of December 31, 2020.
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However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk through the availability of the credit line facility with the Development Bank of the Philippines (DBP) amounting to Php1,000,000,000.00, (Php650,000,000.00 for construction cost of hospital facility; Php350,000,000.00 for hospital equipment). As of the date of this prospectus, the Hospital has not utilized any amount from its available loan facility for hospital construction.

Furthermore, holders of Founders' shares are likewise readily available to support and provide additional funding for the Hospital's operations.

Key Personnel

	The Issuer success depends substantially on the services of a small number of individuals
√	The Issuer may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements
√	The Issuer's officers, directors, managers and key persons will continue to have substantial ownership and control over the Issuer after the offering
√	The Issuer does not maintain key person life insurance on those individuals on whom the Issuer's success depends. The loss of any of these individuals could have a substantial negative impact on the Issuer and your investments.

However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk by maintaining a competitive compensation package and benefits for its Management and Key Officers. The Human Resources Department will likewise maintain a program that will enhance and develop the career path of key officers and employees to ensure continued stay and loyalty to the Company.

Inexperienced Management (select all that apply):

	None of the Issuer's officers, directors, and/or managers has managed a company in this industry. The Issuer's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
	None of the Issuer's officers, directors, and/or managers has experience in managing a development stage hospital

However, the Issuer can mitigate said risk by:

	Not Applicable
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Past Failures

	Prior to organizing the Issuer, one or more of the Issuer’s officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Issuer’s ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.
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However, the Issuer can mitigate said risk by:

	Not Applicable
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Government Regulations:

√	The Issuer must comply with local and national rules and regulations. If the Issuer fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be revoked or suspended. The Issuer may have to stop operation and you may lose your entire investment.
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Dilution(select all that apply):

√	The price of a share in this offering is significantly higher than the book value of the securities. By participating in this offering, you will incur immediate and substantial dilution of the book value of your investment.
	To the extent outstanding options or warrants to purchase securities are exercised, new Investors will incur further dilution of the book value of their investment
√	There are no limits in place to restrict the Issuer’s ability to issue securities in the future. If the Issuer issues additional securities, by participating in this offering you may experience further dilution of the value of your investment.

No Existing Market

√	Because there is no market for the Issuer’s securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.
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We can mitigate the risk by promoting the professional expertise of the medical practitioners of APMC Aklan and creating a good market for hospital services and the healthcare industry. If we package quality healthcare and investment, this can easily attract many investors.

Offering Price:

	The offering price of the Issuer’s securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Issuer.
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The hospital believes that this risk does not apply since the price was not arbitrarily set by the Issuer as discussed under Determination of Offer Price.

Best-effort Offering:

√	The Issuer is offering these securities on a “best-effort” basis. The Issuer has <u>not</u> contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of its securities and there is no assurance that it can sell all or any of the securities.
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APMC-AI will be the first, well-equipped hospital in Aklan, a prime tourist destination because of Boracay. Considering Aklan province has significant portion of its population working as overseas workers, on top of business owners (both local and visiting), the institution is optimistic that its shares will be saleable.

Lack of Investor Control (select if applicable):

√	The Issuer’s officers, directors, managers, and/or key persons will continue to have substantial control over the Issuer after the offering. As such, you may have little or no ability to influence the affairs of the Issuer.
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The hospital does not have mitigating measures for this risk because it is in the best interest of the corporation that it is run by professionals and experts in the medical field and hospital administration.

Restriction on the Transfer of Shares

√	As indicated in the Articles of Incorporation and By-Laws of the Issuer, the ownership of its securities is restricted and is subject to the conditions stated therein. Likewise, the ownership of the shares of Asia Pacific Medical Center – Aklan Inc. by individuals no matter how many, does not automatically entitle such holder the privilege to practice or use the facilities of Asia Pacific Medical Center -Aklan Hospital. The prospective medical practitioner or even the non-medical stockholder has to pass the evaluation and qualifications set forth by the Credentials Committee and the Board of Directors. He has to possess the minimum requirements in order to be allowed to practice and enjoy the privileges of the hospital, including the regular payment of dues. And even if one is already admitted, if he violates the by-laws, internal rules and duly promulgated resolutions of the board, such stockholder may not be allowed to further practice or enjoy the facilities of the Hospital. Of course, this will be implemented after observing the basic rule of due process.
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The Issuer offers no mitigating measures for this risk. Precisely, such restriction has been carefully considered and agreed upon by the Founders, as written in the By-laws. An investor that decides to purchase the shares is bound by such restrictions.

Political and Economic Factors

√	<p>In general, the profitability of the Company depends to a large extent on the overall level of business and economic activity in the country, which in turn is affected by political and economic factors. Any political instability in the future may have a negative effect on the industries proposed to be served by the Company.</p> <p>In the past, the Philippine economy and the securities of Philippine companies have been, to varying degrees, influenced by economic and market conditions in other countries, especially in Southeast Asia, as well as investors’ responses to those conditions. Although economic conditions are different in each country, investors’ reactions to adverse developments in one country may affect the market price of securities of companies in other countries, including the Philippines. For example, the recent economic crisis in the United States and Europe triggered market volatility in other countries’ markets, including the Philippines. Accordingly, adverse developments in the global economy could lead to a reduction in the demand for, and market price of the Offer Shares.</p>
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New Entrant Risk

√	<p>New Entrant Risk is low. Once our hospital is operational, it will be the biggest and most comprehensive facility in the treatment and management of diseases in the province of Aklan. To explain it further, listed below are the factors that enable APMC-AI to be the favored health facility in the province and a force in health care for many years to come.</p>
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The risk can be mitigated by:

1. Constant improvements and upgrading our facilities and accepting new techniques and technologies for use in the hospital and promoting continuous medical education and trainings of medical consultants and hospital staff.
2. Continuously improving the expertise and the number of our specialists of our already comprehensive roster of medical specialists covering a broad range of specialties.
3. Having a level II hospital with the most extensive diagnostic and treatment facility in Aklan. At APMC-AI, we will endeavor to have the most complete array of medical, diagnostic and treatment facilities in the province. Patient services like the MRI, Dexa scans, Cath-lab, Pain clinic, Lactation clinic, and even the Diabetes center are the first in the whole province and of course all of these shall be supervised by medical specialists. No hospital in the province right now has these capabilities.

4. Setting a goal to secure an international accreditation, specifically by the JCI organization³. The hospital is situated in Kalibo, Aklan, one of the gateways to the world- famous Boracay Island. Thus, our goal is to be internationally accredited.

Taxation

√	Existing tax rates may increase in the future or existing tax exemptions and deductions may likewise be revoked, adversely affecting the Company’s revenues. Similarly, such tax rates may decrease or new exemptions and deductions may be created, to the Company’s benefit.
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Healthcare Illness: Emerging/ Re-Emerging Infections

√	Outbreaks of emerging infectious diseases and re-emerging infections such as leptospirosis, dengue, meningococemia, tuberculosis, HIV, COVID-19 and other new pathogen will continue to emerge and spread across regions and will challenge public health as never before signifying grim repercussions and health burden. These may cause countless morbidities and mortalities, disrupting trade and negatively affect the economy.
√	Emerging and Re-emerging Infectious Diseases are unpredictable and create a gap between planning and concrete action.
√	The presence of a Pandemic can easily overwhelm any healthcare facility, not only its bed capacity, but the healthcare workers themselves can get infected, that will result to lack of manpower.

These can be mitigated by:

The current situation emphasizes the risks and highlights the need to improve preparedness at local, national and international levels for against future pandemics.

To address this gap, there is a need to come up with proactive systems that would ensure preparedness and response in anticipation to negative consequences that may result in pandemic proportions of diseases. Proactive and multi- disciplinary preparedness must be in place to reduce the impact of the public the health threats.

To have a health system that is resilient, capable to prevent, detect and respond to the public health threats caused by emerging and re-emerging infectious diseases and provide and strengthen an integrated, responsive, and collaborative health system on emerging and re-emerging infectious diseases towards a healthy and bio-secure country.

Strategies are:

³Joint Commission International (JCI) is an independent, not for profit organization which accredits and certifies health care organizations and programs across the globe. JCI accreditation and certification is recognized as a global leader for health care quality of care and patient safety.

- Policy Development
- Resource Management and Mobilization
- Coordinated Networks of Facilities
- Building Health Human Resource Capacity
- Establishment of Logistics Management System
- Managing Information to Enhance Disease Surveillance
- Improving Risk Communication and Advocacy

Technology

√	Healthcare institutions use new technology to implement into patient care, and facility management. But cyber threats also continue to evolve in order to circumnavigate the updates in our technology.
√	Hospital Information System hold sensitive personal information of patients, hospital staff and even medical practitioners. Cyber criminals can hack into the system and steal sensitive information and violate privacy of hospital data and patients' data.

These can be mitigated by:

1. Enforcing System awareness and proper training of hospital personnel and staff. The hospital will employ incident response plans to address specific problems involving the Hospital Information System.
2. Install anti-malware applications in the system to prevent hacking and employ well trained Information Technology team to constantly monitor threats to the System.

Other Risks

Risk relating to Hospital Business

- Licenses, permits
- Regulatory risks
- Emergencies/disaster risks
- Government discount programs/collection from Philippine Health Insurance Corporation
- Hazardous material events such as chemical/radiological exposure
- Physician litigation

Risks to purchasers associated with corporate actions including:

- Additional issuance of securities
- Issuer repurchases of securities
- A sale of the Issuer or of assets of the Issuers
- Transactions with related parties

In addition to the foregoing enumeration, there may be other risks (either unknown to the Company as of the date of this Prospectus or deemed immaterial) which may have an adverse effect on the investment to be made by the prospective buyer.

BUSINESS INFORMATION

1. Anticipated Business Plan of the Issuer

Asia Pacific Medical Center –Aklan Inc. will set up a Level 2 health care facility with an organized, systematic, cost-effective, sympathetic and holistic approach to its goal in providing the best quality and justifiable medical services to its clients and stakeholders. Asia Pacific Medical Center –Aklan Inc. will be a 7-storey with roof deck, 216-bed capacity hospital with one-level basement parking. A total 192 available parking slots with a helipad in a total floor area of 33,522.36sq.m. will be constructed in a 9,656 sq.m. property located at Judge Martelino Road, Barangay Andagao, Kalibo, Aklan. It will be a multidisciplinary specialty medical facility that will house medical specialists who are subscribers to the capital stock of the Corporation. The intended and considered markets for its shares are mostly medical specialists and individuals who are related to medical specialists.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession and use the facilities of Asia Pacific Medical Center – Aklan Inc., although it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block or ten (10) shares of the capital stock, whether Founders' or common shares, and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as indicated in the Articles of Incorporation, By-Laws and Internal Rules of the Hospital. After successfully passing this process, the applicant shall then be entitled to the privileges granted by the Hospital. The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as maybe imposed by Asia Pacific Medical Center – Aklan, Inc. pursuant to its rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.

Asia Pacific Medical Center – Aklan Inc. will collect from each duly admitted medical specialist a one-time “privilege to practice” fee amounting to One Hundred Fifty Thousand Pesos (Php150,000.00) plus monthly fees for maintenance and utilities used for the Clinic.

2. Operations

The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Has never conducted operations
<input checked="" type="checkbox"/>	Is in the construction development stage
<input type="checkbox"/>	Is currently conducting operations
<input type="checkbox"/>	Has shown a profit in the last fiscal year

Briefly describe

The Hospital is not yet operational as construction of the Hospital building and its facilities are still ongoing.

3. Jurisdiction: Is the Issuer an entity organized and doing business in the Philippines?

Yes No

4. **Date of Incorporation:**December6, 2017

5. **Fiscal Year End (Month and Day):**31 December

SUPPLIERS:

The Issuer (select all that apply):

<input type="checkbox"/>	Has major supply contracts
<input type="checkbox"/>	Is currently or expects to be dependent upon a limited number of suppliers
<input type="checkbox"/>	Has no suppliers

Sources and availability of raw materials and the names of principal suppliers; If the registrant is expected to be dependent upon one or a limited number of suppliers for essential raw materials, energy or other items, describe. Describe any major supply contracts.

APMC - AI has entered into a contract with TRASS Construction Co. Inc. as their General Contractor and with Interior Designer Ms. Kathleen Fritzie D. Grey for the hospital construction.

PROCUREMENT POLICY

State the procurement policy of the hospital.

A Purchasing Committee is created, the members were appointed by the President.

- The Committee meets regularly, on a weekly/monthly basis, to conduct bidding process depending on the urgency to procure a particular item.
- The Committee invites at least 3 prospective bidders. Suppliers are asked to submit a quotation on a particular item, through sealed bidding process. In the event that there is only 1 qualified bidder, the supply contract may be awarded to the lone bidder but only after comprehensive review and analysis of existing prices in the market.
- The Committee will witness the opening of bids, tabulate and analyze through an “apple to apple” comparison and making sure that the item offered is in conformity with the specification/s given.
- The Committee, prior to the awarding of the winning bid, consults first with the end-users to ensure that the item to be purchased will serve its intended purpose.
- The Committee will submit the canvassed items together with the bid analysis/tabulation of the offer to the Executive Committee for further scrutiny and subsequent endorsement to the Board for approval.
- Upon approval of the Board, the Purchasing Committee will prepare the Purchase Order (PO) to be issued to the winning bidder for delivery of the item.

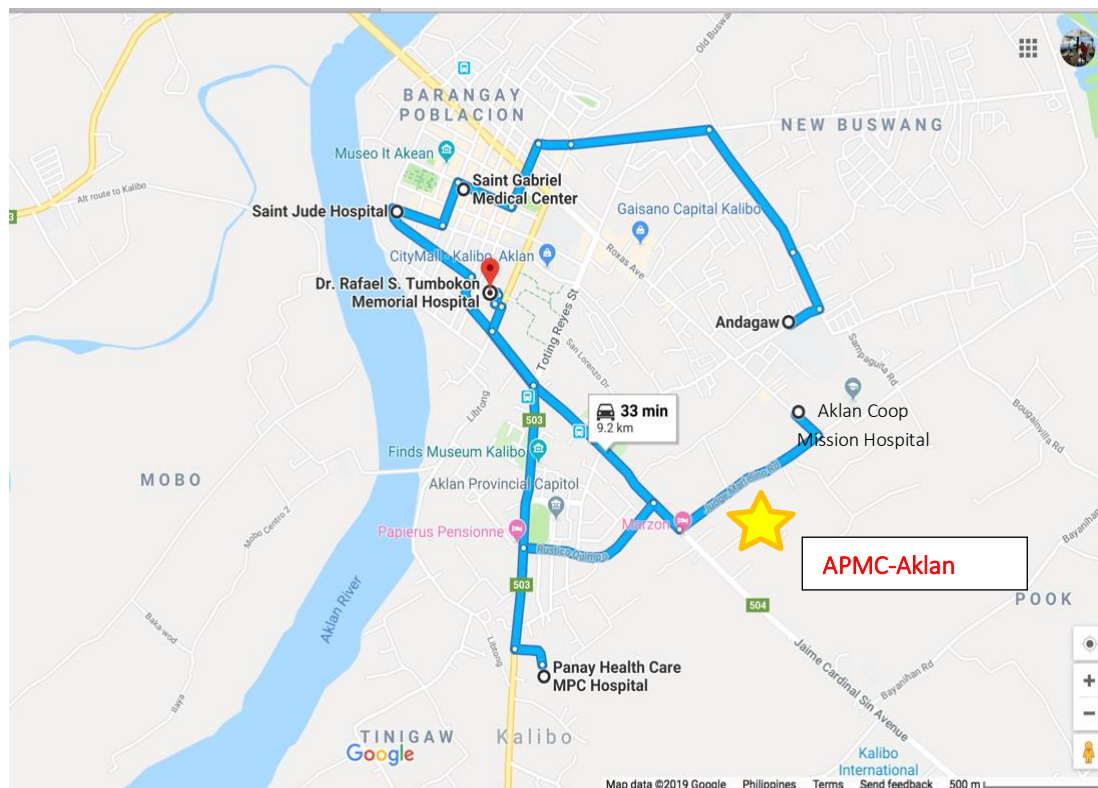
COMPETITION

Describe the competition that the Issuer faces, and how the Issuer intends to compete. If the Issuer offers what it considers to be unique good or services, discuss competition from companies that provide similar or substantial goods or services.

Name the Issuer’s principal competitors and indicate their relative size and financial market strengths. Describe the Issuer’s strategy, whether to compete by price, service, or some other basis.

The issuer belongs to the industry which caters to the need of the public and medical specialists for hospital facilities. There are no recognized trends within such industry. The geographic area of competition is in Kalibo, Aklan wherein the following Hospitals are operating:

Name of Hospital	Address	Bed Capacity	Category	Level of classification
Saint Gabriel Medical Center	GM Reyes Street, Kalibo, Aklan	120	Private	2
Saint Jude Hospital	F. Quimpo Street, Kalibo, Aklan	25	Private	1
Aklan Cooperative Mission Hospital	Andagaw, Kalibo Aklan	50	Private	1
Panay Health Care MPC Hospital	Estancia, Kalibo, Aklan	100	Private	2
Dr. Rafael S. Tumbokon Memorial Hospital	Mabini Street, Kalibo, Aklan	300	Public	2



The strategic⁴ location of Asia Pacific Medical Center-Aklan Inc. primarily influences the decision of the medical specialists to subscribe to the shares of stock in Asia Pacific Medical Center –Aklan Inc. Once the Doctor decides where to practice, price and quality of facility management come as the next factors. Good location, proximity to patients, reasonableness of the offer price and quality of the facilities enable Asia Pacific Medical Center-Aklan Inc. to effectively compete with its competitors within the area.

APMC-AI is primarily owned and managed by doctor specialists who have established medical practice in the locality. This unique set up is a strong strategic factor of the hospital since each doctor-owner has established patient following in their respective fields. Furthermore, the roster of local medical practitioners who have signified their commitment to the hospital is very significant.

The hospital will also offer both preventive and medical treatment packages at a very competitive cost, if not lesser than the nearby hospital facilities, without compromising the quality of healthcare service it delivers to its patients. The hospital will also make sure that by following the policies of the Credentialing and Privileging Committee, the medical staff of APMC-Aklan Inc. are clinically competent and certified specialists.

Aside from these, patients will find a better ambiance with Asia Pacific Medical Center-Aklan Inc. due to its carefully planned, designed, constructed hospital building. Its advantage is not simply its newly built structure, but it also boasts of new facilities and equipment, plus the competency of its Medical Specialists.

Asia Pacific Medical Center-Aklan Inc. will be a one-stop-shop with its latest technology, complete laboratory and imaging facilities such as:

- MRI
- CT Scan
- Mammogram
- Echocardiography
- Bone Densitometry

Specialized services such as the following will also be provided:

- Cardiac Catheter Laboratory
- Renal and Urology Center
- Endoscopy Center
- Oncology Center and Transfusion Unit
- Eye Center
- Nutrition and Dietetics
- Blood Bank
- Neuro-laboratory
- Operating room and Minimally Invasive Surgery

⁴*Strategic Location - where population demographics are high because it is near or within the business district, close proximity to transportation terminals, church and gas stations. The area is very convenient for patients and their relatives in terms of the proximity of health service with other services within the locality. With this, patients prefer to be admitted in APMC-AI. Being in the right location is a key ingredient in the success of a business. [Photo credits to google maps](#)*

- Physical & Occupational Therapy and Rehabilitation Facilities
- Sleep Center
- Metabolic Wellness and Aesthetic Center
- High Risk Pregnancy and Infertility
- Human Milk Bank and Lactation Center
- Research Center

MARKETING

Describe how the Issuer plans to market its products or services during the next 12 months, including who will perform these marketing activities.

Asia Pacific Medical Center-Aklan Inc. will market and offer its securities through its salaried employee/s who will act as salesman⁵. These organic employee/s are well aware of the mission and vision of the Hospital and are accustomed with Hospital operations. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, and the people behind the Hospital, are sufficient to entice medical specialists and prospective investors to consider the offer. APMC-AI will greatly rely on these organic salesmen and the satisfied patients to spread the word about the facilities the Hospital can offer.

Employees

The Issuer (select all that apply):

<input type="checkbox"/>	Has existing Labor Union in the company
<input type="checkbox"/>	Has existing Collective Bargaining Agreement
<input type="checkbox"/>	Has existing labor strike

Indicate whether or not any of them are subject to collective bargaining agreements (CBA) and the expiration dates of any CBA. If the registrant’s employees are on strike or have been in the past three (3) years, or are threatening to strike, describe the dispute. Indicate any supplemental benefits or incentive arrangements the registrant has or will have with its employees.

Since the hospital is under construction and we see that we will be operational by 2023, the Board has not decided yet on the supplemental benefits or incentive arrangements that will be given to its employees.

Type of Employees	Number of Current Employees	Expected within the Next 12 months
Medical Support Staff	-	
Administrative Staff	-	
Engineering and Maintenance		5

⁵Please see details under Plan of Distribution on p. 50

Outsourced	0	
Clerical	2	
Others	2	

Medical Specialists

Briefly describe the qualifications and criteria to qualify. Disclose the current number of medical specialists and its expected number within the next 12 months.

Medical Specialists are Doctors who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee and approved by the Board and Management of Asia Pacific Medical Center- Aklan Inc.

The admission to the Medical Staff roster of APMC-Aklan Inc. will be under the jurisdiction of the Credentialing and Privileging Committee.

The Credentialing and Privileging Committee requires that the medical specialists of APMC-Aklan Inc. have updated professional licenses as practicing physicians from the Professional Regulation Commission (PRC) and Philippine Health Insurance Corporation (PHIC).

They should have finished their training in the Accredited Specialty and Subspecialty Societies of their fields in the Philippines. Documentary requirements shall be submitted to the office of the Credentialing and Privileging Office upon application, and upon submission of the requirements, the committee will recommend to the Chief of Medical Services, the Executive Vice President, the Chief Executive Officer, and the BOD for final approval.

Medical specialists may have the option to apply for a Privilege to Practice and enjoy a clinic space and time at APMC- Aklan Inc., or practice as regular visiting medical staff. Policies and procedures for acceptance to the medical Staff is stated in the Manual of Policies and Procedures of the Credentialing and Privileging. Review of the medical staff credentials is annually, and privileges review is every two years.

Currently, Asia Pacific Medical Center- Aklan Inc. has a total of 40 Medical Specialists that will practice within the hospital. Within the next 12 months, it is expected that the Hospital will accept at least 50 more Medical Specialists.

No.	Medical Specialist	Specialization
1	Abayon, Romeo Abayon	General Surgery
2	Alfaro, Ma. Ester Lagon	Pediatrics
3	Abril, Joanne Bautista	Internal Medicine- Infectious Disease Specialist
4	Arce, Maribel Jardiolin	Pediatrics
5	Arce, Simeon Jr. Acevedo	Internal Medicine
6	Ardeña, Gregory Joseph Ryan Alvior	Internal Medicine- Endocrine, Diabetes & Metabolism
7	Balbastro, Ramel Ramon Maagma	Internal Medicine - Gastroenterology
8	Barrameda, Romulo	General Surgery- Transplant Surgery

9	Quintana-Bartolome, Delphine Joanne Carlos	Obstetrics-Gynecology
10	Bieren, Marianne Noelle Mesias	Pathology
11	Buenafior, Patrick Dexter Monroy	Internal Medicine- Pulmonology
12	Buenafior, Regina Ruiz	Obstetrics-Gynecology
13	Comuelo, Jerusha	Pediatrics- Neurology
14	Conanan-Morato, Marsha Lourdes Perez	Anesthesiology
15	Daulo-Lavilla, Meride	Pediatrics
16	De Jose, Johnna Gallardez	Internal Medicine
17	Debuque, Eileen May Balbastro	Internal Medicine
18	Dignadice, Marymil Billones	Internal Medicine- Nephrology
19	Escanillas, Roel Almendralejo	Orthopedics
20	Fernandez, Edmundo Jr. Betita	Urology
21	Francisco, Nikki James Callejo	Pediatrics
22	Icamina, Mary Karen Veronica Roldan	Obstetrics & Gynecology- Reproductive Endocrinology & Infertility
23	Ignacio, May Urbanozo	Internal Medicine- Neurology
24	Isidro, Jessore Ibabao	Internal Medicine- Interventional Cardiology
25	Lavalle, Amado Jr.	General Surgery
26	Magallanes, Josefa Roberta Acevedo	Anesthesiology
27	Minerva, Ike	Internal Medicine- Gastroenterology
28	Navarro, Harriet Reunir	Dentistry
29	Ortega, Jeanette Felipe	Psychiatry
30	Palec, Jay-ar	Internal Medicine- Oncology
31	Palma, Ester Fernandez	Obstetrics-Gynecology
32	Perez, Claire Bolivar	Internal Medicine- Cardiology
33	Quimpo, Raymundo Roldan	Orthopedics
34	Quindor, Darcy Advincula	ENT- Head & Neck Surgery
35	Ramirez, Ruben Burgonio	Radiology
36	Regozo, Danilo	Family Medicine
37	Samoro, Fredilyn	Obstetrics- Gynecology
38	San Jose, Michelle Gabriel	Rehabilitation Medicine
39	Torres, Peter Myron Jun Oliva	Internal Medicine- Gastroenterology
40	Villaflor, Agnes Jean	Internal Medicine- Nephrology

PROPERTIES

The Issuer (select all that apply):

Property	Own	Lease
Land/Building/Real Estate	√	
Equipment and other long term assets	√	
Intangible property such as patents, licenses, copyrights, trademarks, etc.	√	

Give the location and describe the condition of the principal properties (such as real estate, plant and equipment, mines, patents, etc.) that the registrant and its subsidiaries own. Disclose any mortgage, lien or encumbrance over the property and describe the limitations on ownership or usage over the same. Indicate also what properties it leases, the amount of lease payments, expiration dates and the terms of renewal options. Indicate what properties the registrant intends to acquire in the next twelve (12) months, the cost of such acquisitions, the mode of acquisition (i.e. by purchase, lease or otherwise) and the sources of financing it expects to use. If the property is being leased, indicate and describe the terms and conditions of the lease.

Asia Pacific Medical Center – Aklan Inc. hospital will be a 7-storey, 216 bed capacity hospital with one-level basement parking and a helipad. There is a total floor area of around 33,522.36sq.m. constructed in a 9,656 sq.m. property located at Judge Martelino Road, Barangay Andagao, Kalibo, Aklan. It will also serve as a Referral Center for Asia Pacific Medical Center (APMC) institutions in other parts of the country which APMC-Aklan Inc. has a Memorandum of Agreement with.

The property is covered by Transfer Certificate of Title Nos. 087-2018001229 and 087-2018001230 and Tax Declaration Nos. 17-01-002-07026 and 17-01-002-07025 registered in the name of Asia Pacific Medical Center (APMC) - Aklan Inc. Previous Tax Declaration numbers were cancelled as stated in the new Tax Declarations.

The Hospital will have the following facilities:

Basement Floor (3,655.65sq.m.)

General Services Office
Housekeeping and Laundry
Engineering Office
Building Management System
Mortuary
Potable and Fire Pump System
56 parking and service slots

Ground Floor (3,648.29sq.m.)

Emergency Department
Radiology Department with MRI, CT Scan and Mammography
Laboratory Department
Rehabilitation
Heart Station
Discharge Area
Security
Main Central Supply Room
Administration and Human Resource
Billing and Admitting
Guest Service Office
Main Pharmacy
Commercial Spaces
Budget and Purchasing
Social Service
TB DOTS
Animal Bites
Oxygen Storage

LPG Storage
Warehouse
STP
60 Parking and Service Slots

Second Floor (3,826.89sq.m)

Surgical-Obstetrical Suite Complex
Medical Intensive Care Unit
Surgical Intensive Care Unit
Coronary Care Unit
Pediatric Intensive Care Unit
Neonatal Intensive Care Unit
Dialysis Unit
Satellite Central Supply Room
Prayer room
Family Conference Room
Pain Clinic
Waiting areas

Third Floor (4,060 sq. m.)

50 Single Doctor's Out-Patient Clinics
3 Shared Clinics
Respiratory Unit
Children's Playroom
Commercial spaces for restaurant/coffee shop
Central Waiting Lounge
Treatment room (including nurse station)
Oncology Center
Dental Center
Lactation Center
Outdoor Roof deck
Hearing Center
Prayer room

Fourth Floor (3,943sq. m.)

2 Nurse stations with Treatment Rooms
32 Private rooms
20 Ward rooms (2 beds/room)
4 Isolation Rooms
Newborn Screening Center
Prayer room
Family Conference room
Lounges

Fifth floor (2,836 sq. m.)

2 Nurse stations with treatment Rooms
57 Private rooms
2 Isolation Private rooms

Neuro lab Center
2 Doctors quarters (2 beds/room)
2 Dormitory rooms (3 double deck beds/room)
Prayer room
Family conference room
Lounges

Sixth Floor (2,836 sq. m.)

2 Nurses stations with Treatment rooms
22 Private rooms
2 Isolation Private rooms
8 VIP Patient rooms
5 Premier Patient rooms
8 Guest rooms
Wellness center with Gym
Diabetes and Wound Care center
Prayer room
Family conference room
Lounges

Seventh Floor (3,161 sq. m.)

Executive offices section (including boardroom, meeting room, medical service committee, and marketing offices)
Nursing Service Office
Accounting department
HIMS and Library
Biomedical Department
Auditorium
Dietary unit
Bipartite Lecture hall
Skills lab room
Canteen (not counting outdoor dining area)

TOTAL FLOOR AREA: 33, 522.36sq.m.

LEGAL PROCEEDINGS OF COMPANY, ITS SUBSIDIARIES AND/OR AFFILIATES

Describe briefly any material pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities or any other entity.

THE ISSUER IS NOT A PARTY TO ANY LEGAL PROCEEDINGS, NEITHER IS ANY OF ITS PROPERTIES THE SUBJECT OF ANY PENDING LEGAL PROCEEDINGS.

Government Regulation (select all that apply):

√	The Issuer and/or its products/services are subject to material regulation by a government agency.
√	The Issuer is required to have a license or permit (other than organizational license) to conduct business.
√	The Issuer has obtained any required licenses or permits to conduct business.

Need for any government approval of principal products or services. If government approval is necessary and the registrant has not yet received that approval, discuss the status of the approval within the government approval process

Asia Pacific Medical Center - Aklan Inc. has secured the necessary permits to construct the Hospital. Building Permit, Civil/Structural, Architectural, Electrical, Sanitary, Mechanical and Electronics Permits were issued on July 2, 2019. Certificate of Zoning Compliance was issued on June 6, 2019. Fire Safety Evaluation Clearance was granted on June 26, 2019. CAAP Height Clearance Permit was issued on July 17, 2019. Other permits that may be required later for its operations shall be secured by the Company.

List of Permits	Date Granted
Securities & Exchange Commission	6 December 2017
Bureau of Internal Revenue	6 December 2017
Department of Health – Permit to Construct	7 December 2018
Civil Aviation Authority of the Philippines (CAAP) Clearance	17 July 2019
Environmental Compliance Certificate	17 July 2019
Certificate of Zoning Compliance	6 June 2019
Fire Safety Evaluation Clearance	26 June 2019
Excavation and Ground Preparation	30 October 2019
Building Permit	28 June 2019
Civil/ Structural Permit	2 July 2019
Architectural Permit	2 July 2019
Electrical Permit	2 July 2019
Sanitary/ Plumbing Permit	2 July 2019
Mechanical Permit	2 July 2019
Electronics Permit	2 July 2019
License to Operate	To be secured once Hospital building is complete
Occupancy Permit	To be secured once LTO is granted

In the course of its pre-operation stage, Asia Pacific Medical Center – Aklan Inc. will secure permits and licenses from national and local government entities particularly the License to Operate (LTO) from the DOH, Environmental Compliance Certificate and Hazardous Waste Permit from DENR. The Occupancy Permit to be issued by the Aklan, Office of the Building Official and Business Permit from BPLO of Aklan.

The LTO will be secured after the full construction of the Hospital and the necessary Occupancy Permit from the Building Official has been issued. The DOH will need to conduct ocular

inspection of the facilities of the Hospital, as well as the pre-operation procedures of Asia Pacific Medical Center –Aklan Inc. to ensure it is compliant with the standards of the Department prior to issuance of the LTO.

SERVICES AND DEPARTMENTS

Provide information on hospital departments and their functions. Include personnel overview per department and their functions.

DEPARTMENT OF INTERNAL MEDICINE

The Department of Internal Medicine, headed by **Dr. Eileen May B. Debuque**, includes physicians whose primary role is to provide medical care in the hospital. This team of providers includes physicians, resident physicians and nurse practitioners, who work closely with bedside nurses, social workers, physical therapists and other staff to provide thoughtful, safe, collaborative and effective medical care.

Objectives:

- a. To provide prompt, updated medical care for patients
- b. To maintain a high standard of ethical and professional service in the various field of Internal Medicine.
- c. To support the continuing medical education programs for the medical staff and paramedical personnel
- d. To develop a residency training program in Internal Medicine with the ultimate goal of accreditation by the Philippine College of Physicians (PCP).
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among medical staff

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physicians	:	2

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

The Department of Obstetrics and Gynecology, headed by **Dr. Mary Karen Veronica R. Icamina**, focuses in women’s health and wellness by providing high quality patient care, educating future leaders, and fulfilling innovative research within a highly collaborative environment. It is a leading institution in all aspects of women’s health with nationally recognized programs in obstetrics and gynecology, including high-risk pregnancy, reproduction genetics, gynecology, breast disease, infertility, contraception and cancer.

Objectives:

- a. To provide prompt, updated obstetrical and gynecologic care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of Obstetrics & Gynecology
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.

- d. To develop a residency training program in Obstetrics& Gynecology with the ultimate goal of accreditation by the Philippine Board of Obstetrics and Gynecology (PBOGS).
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among medical staff.

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physician	:	2

DEPARTMENT OF PEDIATRICS

The Department of Pediatrics, headed by **Dr. Maribel J. Arce**, promotes the health of children and adolescents with a balanced program that seeks new knowledge through research, provides outstanding educational opportunities, delivers high quality comprehensive clinical care and service, advocates vigorously for children and adolescents, and is responsive to the changing needs of our community and society.

Objectives:

- a. To provide optimum child health care for the community based on professional skills, knowledge, and experience.
- b. Develop camaraderie, understanding, and unity among consultant staff.
- c. Encourage each and every pediatrician to formulate and implement cost-effective therapeutic regimens
- d. Plan towards standardization of specific service units to meet the requirements of the PPS-Hospital Accreditation Board of Residency Training Program, through which we would be proficient enough to deliver the best medical services to our patients.

Manpower complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physician	:	2

DEPARTMENT SURGERY

The department of surgery, headed by **Dr. Raymundo R. Quimpo**, treats patients both in emergency situations and for scheduled procedures. Scopes of services of the departments are:

- Inpatient services to patients diagnosed with a disease that requires surgery.
- Provides outpatient treatment for patients in the outpatient surgery clinic.
- Providing subspecialty surgical services to patients in the clinic and beyond
- Subspecialty surgical procedure under general surgery department based on the time or even during an emergency.
- Perform outpatient surgical procedures.
- Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt, updated surgical care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of surgery.
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.
- d. To develop and maintain a residency-training program in General Surgery accredited by the Philippine College of Surgeons.
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among the medical staff.

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Resident Physician	:	2

CLINICAL PATHOLOGY DEPARTMENT

The Department headed by **Dr. Mariannette Noelle M. Bieren** performs pathologic examinations efficiently and accurately in the shortest possible time with the least use of materials and reagents for confirmation of clinical impression, screening, or detection of diseases, for prognosis and for therapeutic management, to aid the physicians in the management of their patients.

The Department caters to the needs of clinical or surgical services of the hospital. It also serves as training field for undergraduate medical students and paramedical personnel. CPD shall assess nosocomial environmental conditions in the hospital.

The Department of Pathology involves the study and diagnosis of diseases through examination of the surgically removed organ, tissues (biopsy samples), body fluids and in some cases the whole body (autopsy). It promotes understanding the basis of diseases, teaching knowledge to others and to apply understanding to improve medical diagnosis and treatment of patient leading to improve diagnosis, treatment and eventually, prevention.

Objectives:

- a. To provide prompt, updated, and accurate pathologic result.
- b. To maintain a high standard of ethical and professional service in the field of pathology.
- c. To support the continuing medical education program for the staff and personnel.
- d. To implement hospital policies from the Hospital board and administration.

Manpower Complement:

Chairman	:	1
Co-chair	:	1
Medical Staff	:	2

RADIOLOGY DEPARTMENT

The Department of Radiology, headed by **Dr. Ruben B. Ramirez**, uses medical imaging to diagnose and treat diseases such as radiography, ultrasound, computed tomography, and magnetic resonance imaging. It functions under the control of Radiologists and qualified technical staff.

The Department shall provide the hospital with high quality radiological services as required for Good Patient Care. These shall be achieved by the adherence to the following criteria:

- All procedures are to be done on a strict basis of clinical priority and confidentiality.
- All services are to be provided only upon the knowledge of the referring physician.
- Adherence to radiation safety shall conform with the guidelines provided by the Radiation Health Office.
- Assistance shall be provided to other hospital departments in the development of optimal clinical diagnosis and management and protocols.
- Prospective clinical research program will be developed.
- Continuing Education Program for all the staff shall be maintained.

The scope of services includes:

- a. Out-patient and in-patient diagnostic imaging.
- b. Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt and updated diagnostic procedures for patients
- b. To maintain a high standard of ethical and professional services
- c. To support continuing medical education for the medical and paramedical services
- d. To implement hospital policies in the scope of radiology
- e. To promote camaraderie among the medical staff.

Manpower Complement:

Chairman	:	1
Co-chair	:	1
Medical Staff	:	2
Radiology Staff	:	4

INFECTION CONTROL DEPARTMENT

The Infection Control Department headed by **Dr. Joanne B. Abril**, through its Chairperson or physician member, has the authority to institute any appropriate control measures or studies and to recommend corrective action within any department, when there is considered to be a danger to any patient or to personnel. The Infection Control Department has the ultimate authority, in the event that there is a question or disagreement in relation to infection control policy or procedure. To facilitate early and complete reporting, the Infection Control Department, Infection Practitioner or the Registered Nurse on the patient care unit has the authority to initiate culture and sensitivity testing and institute any appropriate isolation procedures. When any of these actions are taken, the physician responsible for the patient will be noticed.

The Department's Objectives are:

- To establish a functional surveillance system for control of nosocomial infections.
- To identify, through the surveillance system, any specific problem areas in need of administrative or professional resolution and report to the medical staff of the hospital.

Manpower Complement:

Chair	:	1
Co-chair	:	1
Medical Staff	:	1
Infection Control Nurse	:	1

EMERGENCY DEPARTMENT

The Emergency Room department, headed by **Dr. Simeon A. Arce, Jr.**, is a vital part of the hospital as it is the first to receive patients needing immediate medical attention, either because of the life-threatening condition, multiple injuries or severity of symptoms. It is especially equipped with the life-saving devices and trained personnel to handle emergency cases.

The Department's Objectives are:

- Providing competent emergency care at all times by a team of qualified and experienced Emergency Room personnel.
- Providing prompt, lifesaving treatment without discrimination.
- Maintaining the highest standards of emergency care facility.

Manpower Complement:

ER Head	:	1
Staff Nurse	:	10
Orderlies	:	2
Ambulance Driver	:	2

REHABILITATION MEDICINE AND PHYSICAL THERAPY

The Rehabilitation Department, headed by **Dr. Michelle G. San Jose** caters to individuals who have impairments, functional limitations, disabilities, or changes in physical function and health status resulting from injury, disease or other causes. By designing and implementing therapeutic interventions that may include, but not limited to pharmacologic management, therapeutic exercises, functional training in self-care and home management, manual therapy techniques, prescription and fabrication of assistive and orthotic devices, electrotherapeutic modalities, physical agents and medical modalities, the Rehabilitation Medicine and Physical Therapy Center alleviates impairment and functional limitations. Cases handled vary from neurological, musculoskeletal, cardiopulmonary and pediatric among others. The patient load will consist of in-patients, out-patients and those who will need domiciliary services

The Department's main objectives are:

- Establishing a comprehensive treatment plan to restore the patient to his highest functional mobility, activities of daily living, community reintegration, workplace requirements and recreation.
- Provision of patient and family education which is a cornerstone to all clinical programs.
- Planning of individualized exercises to increase of daily activities, increase musculoskeletal strength, maximize cardiovascular fitness.

Manpower Complement:

Chair	:	1
Rehabilitation Doctor or Physiatrist	:	1
Physical Therapist	:	4

PULMONARY DEPARTMENT

The Department headed by **Dr. Patrick Dexter M. Buenaflor**, provides immediate cardio-pulmonary management, as requested by the Physician, that will help lead in the accurate diagnosis of an illness for proper administration of therapeutic procedure.

The Department's Objectives include:

- To deliver official results of the procedures within 24 hours.
- To respond during Code Blue.
- To provide ventilatory support to intubated patient.
- To gradually remove mechanically intubated patient from ventilator.
- To provide accurate pulmonary diagnostic procedure:
 - a. Blood Gas Analysis (ABG)
 - b. Pulmonary Function Test (PFT)
 - c. Peak Expiratory Flow Measurement (PEFR)
- To provide effective pulmonary therapeutic procedures:
 - a. Aerosol Therapy (Nebulization)
 - b. Intermittent Positive Pressure Breathing Therapy (IPPB)

Manpower Complement:

Chair	:	1
Supervisor, RT	:	1
Respiratory Therapist	:	2
Medical Staff	:	2

OUT-PATIENT DEPARTMENT

This is a combination of several departments headed by **Dr. Johnna G. De Jose**. It is a miniature version of the hospital except that the patient is ambulatory. Physicians with different specializations provide services. Individual patients come to consult or receive treatment, others go back to the physician to assess their progress following discharge from hospital.

Department's Objectives include:

- To be the channel of our foremost goal which is to provide "Quality Service" to our clientele. Their satisfaction is our top most priority.
- To ensure that all patients for consultation are given proper assessment before they are decked to the concerned doctor.
- To ensure that all necessary documents are properly prepared, kept and organized.
- To enhance secretaries' knowledge in handling patients.

Manpower Complement

Department Head	:	1
OPD Supervisor	:	1
OPD Clerk	:	3

ADMINISTRATIVE DEPARTMENT

This Department accommodated complaints of patients and their relatives and other hospital problems/issues headed by **Dr. Pauleen M. Sazon**. Proper approach is needed in dealing with patient's relatives and hospital staff.

Objectives:

- To man the department with qualified and competent staff able to handle and meet the needs & satisfaction of patients being admitted in the hospital.

- To ensure that the staffs' responsibilities & obligations are being observed with quality output and at the same time given job descriptions are properly followed.
- Ensure that the existing policies & regulation of the hospitals pertaining to professional fees, discounts, promissory notes & discharge of patients are properly observed.
- Make sure that less patients will be seeking for social service assistance instead convince & encourage them to settle their bills and or issue collateral prior to discharge.
- To be able to meet all the required assignments of the department within the allowable or least time with quality output.

Manpower Complement:

Admin Officer	:	1
Asst. to the Admin Officer	:	1
Messenger/Liaison Officer	:	1

BILLING SECTION

The Billing Section is one of the major components of hospital operation. This unit is working based on the revenue of the different departments of the hospital. A proper coordination and communication with the Doctors and staff are very vital in this unit.

Objectives:

- To provide efficient, accurate computation and fastest service to patient, in accordance with the implementing guidelines and hospital policy.
- To provide good service and customer total satisfaction.
- To improve service to patients in order to shorten the processing of their bills or minimize if not eliminate occurrence of "late bills".

Manpower Complement:

Billing Supervisor	:	1
Billing Clerk	:	4

PHARMACY

This Department serves as the vital link in the chain of health professionals dedicated to patient care. The Pharmacist will provide at all times an adequate supply of safe effective and good quality drugs in appropriate dosage forms consistent with the needs of the patients and to rationalize drug utilization in collaboration with the medical staff.

Objectives:

- To properly utilize the Pharmacy Service to the maximum geared toward the actual dynamics of better patient care.
- To provide at all times, medications of the highest standard in appropriate dosage forms consistent with needs of the patients in collaboration with the medical staff.
- To rationalize drug utilization and procurement in collaboration with the Pharmacy and Therapeutics Committee.
- To render effective and efficient professional service to in and out patients of all economic levels.
- To maintain an adequate system of stock and inventory control and must have the ability to control operational cost without comprising services.

Manpower Complement:

Chair	:	1
Chief Pharmacist	:	1
Staff Pharmacist	:	4

CENTRAL SUPPLIES DEPARTMENT

The CS Department has the following personnel: the department head, the assistant head and four (4) clerks. The department is open twenty-four (24) hours servicing all sectors of the hospitals. CSR personnel work forty-eight (48) hours a week and rotate on three (3) shifts-morning, afternoon and night.

The CS department will serve as essential link in the chain of hospital health service dedicated to patient care. The department will provide at all times an adequate supply of safe, effective and quality products for the need of the patients.

Objectives:

- To improve patient care by providing the necessary sterile and un-sterile supplies, articles and equipment in the nursing units and other department of the hospital.
- To provide and maintain products and emergency equipment made safe for patient use.
- To ensure proper sterilization of supplies relevant to hospital procedure.

Manpower Complement:

Department Head	:	1
Assistant Head	:	1
CSR Clerk	:	4

PSYCHIATRY DEPARTMENT

The Department of Psychiatry and Behavioral Services headed by **Dr. Jeanette F. Ortega**, include physicians whose primary role is to provide comprehensive mental health and counseling services. This team of providers includes physicians who work closely with nurses and other staff to provide expert and effective psychiatric care.

Objectives:

- a. To provide advanced, evidenced-based individualized treatment care plan based on latest research;
- b. To maintain a high standard of ethical and professional service in mental health and counseling services
- c. To support the continuing medical education program for the staff and personnel
- d. To implement hospital policies emanating from the Board of Directors, Hospital Administrators, Medical Director and Chief of clinics
- e. To promote camaraderie among the staff

Manpower Complement:

Chair	:	1
Co-chair	:	1
Medical Staff	:	3

Transactions with and/or dependence on related parties

The Company, in the normal course of business, has entered into transactions with related parties principally consisting of:

Advances from Shareholders

This account represents advances made by its shareholders in support of the Company's building construction requirements. These advances are non-interest bearing and to be paid subject to availability of funds and/or the Board may decide to convert said advances to equity in the distant future. Advances from shareholders amounted to P121,331,718 as of December 31, 2020.

USE OF PROCEEDS

Where less than all of the securities to be offered may be sold and more than one use is listed for the proceeds, the registrant shall indicate the order of priority of such purposes and discuss its plans if substantially less than the maximum proceeds are obtained.

If any material amounts of other funds are necessary to accomplish the specified purpose(s) for which the offering is made, the registrant shall state the amounts and sources of such other funds needed.

The figures herein are only estimates and are made under the assumptions that allow a significant portion of the Offer Securities will be sold setting aside fortuitous events or acts of men beyond the control of the management of the Issuer.

In the event all the Offer Securities are sold, it will generate maximum gross proceeds of approximately Php985,500,000.00. The gross proceeds, less transaction expenses, taxes, professional and registration fees, etc. will yield **Php983,027,149.80** which shall be used to complete the construction, development and operation of the Hospital. An estimate of the net proceeds, assuming the best case and complete sell out of the Offer Securities as currently priced is as follows:

Anticipated Gross Proceeds	Php985,500,000.00
Less:	
Registration/Filing Fees	868,650.20
Taxes	354,200.00
Legal and Audit Fees	700,000.00
Other Incidental Expenses	550,000.00
Total	2,472,850.20
	Php 983,027,149.80

In the event that the actual expenses relating to the Offer differ from the above estimates, the net proceeds to the Company from the Offer may be higher or lower than the expected net proceeds set forth above. Any increase or decrease in the net proceeds to the Company shall be addressed by making a corresponding increase or decrease, as the case may be, to the proposed use pro-rata.

In the event the maximum net proceeds of **P983,027,149.80** is realized, it will be applied to the purposes mentioned below, in the **estimated** amounts, based on the % to the total proceeds that will be raised as follows:(*enumerated in descending order of priority*)

PROPOSED USE	AMOUNT REQUIRED ⁶	TO BE DERIVED FROM PROCEEDS	TO BE FINANCED THRU BANK LOAN	EST. PERIOD OF DISBURSEMENT
Building & Construction	713,729,320.65	349,944,074.90	363,785,245.75	3 rd Q 2021- 2 nd Q 2023
Medical Equipment	461,532,000.00	171,961,425.10	289,570,574.90	1 st Q 2023
Architects and other PFs	49,366,250.00	37,680,000.00	11,686,250.00	3 rd Q 2021 – 2 nd Q 2023
Loan interest payment	80,000,000.00	80,000,000.00	0.00	3 rd Q 2021 – 2 nd Q 2023
Hospital/Office Furniture & Fixtures	15,000,000.00	15,000,000.00	0.00	1 st Q 2023
Pre-operating expenses	179,614,500.00	179,614,500.00	0.00	1 st Q 2023– 3 rd Q 2023
Working Capital	148,827,149.80	148,827,149.80	0.00	2024

Primary use of proceeds will be for construction expenses. Total construction cost estimate of the project is at Php713M. This will be partially financed by the proceeds of the public offering, as only 35.6% of the proceeds is allotted for this. The balance will be financed by existing loan facility with the Development Bank of the Philippines.

Another intended use of the proceeds is for procurement of medical equipment. 17.49% of the proceeds is allotted for purchase of medical equipment such as CT Scan, X-ray machines, MRI, Anesthesia Machine, Patient Monitors, Defibrillators, etc. The list of equipment to be purchased is provided under Exhibit “T”.

Another use will be for payment of professional fees to Architects and Engineers contracted by the Hospital which is 3.83% of the proceeds.

The company will avail of the loan facility from the Development Bank of the Philippines amounting to 1,000,000,000.00, an interest-bearing loan with 5% interest rate per annum in support of the construction of the company’s hospital building and purchase of medical equipment. Of which, Php 650,000,000.00 will be allotted for the construction of the building and Php350,000,000.00 for the purchase of medical equipment. The 650,000,000.00 will be availed before the start of 2nd quarter of 2021 and the Php350,000,000.00 will be availed 6 months before the completion of the project. Interest payment will be computed using simple interest formula, which is Principal Amount multiplied by the Interest Rate, multiplied by Time Duration. The interest due on the loan from 2nd quarter of 2021 up to the 2nd quarter of 2023, which is approximately 80,000,000.00, will be paid from the proceeds of the Offer.

Pre-operating expenses will cover the salaries/allowances of the staff as well as the daily operational expenses of the Hospital immediately prior to the grant of the LTO and the first few months of operation.

Working Capital will cover operating expenses after completion of the project which is 15.14% of the proceeds.

Pre-operating expenses pertains to expenses for procurement of supplies (pharmacy, laboratory and central supply), training/seminar of staff and all those expenses which are all required prior to the grant of the LTO. These expenses also cover other unforeseen expenses that may be incurred due to

⁶ Schedule of Disbursement is provided under Exhibit “T”

delays in the grant of LTO brought about by the pandemic. While working capital requirements will cover the salaries/allowances of the staff as well as the daily operational expenses of the Hospital during the first few months of operation. Below is a summary of these expenses:

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	TOTAL
Payroll	3,000,000.00	3,000,000.00	4,000,000.00	4,000,000.00	8,000,000.00	8,000,000.00	8,000,000.00	38,000,000.00
*Pharmacy			3,000,000.00	3,000,000.00	6,000,000.00	6,000,000.00	6,000,000.00	24,000,000.00
*Laboratory			1,000,000.00	1,000,000.00	4,000,000.00	4,000,000.00	4,000,000.00	14,000,000.00
*CSR	2,000,000.00	3,000,000.00	5,000,000.00	5,000,000.00	7,000,000.00	8,000,000.00	8,000,000.00	38,000,000.00
Office supplies	250,000.00	250,000.00	250,000.00	250,000.00	250,000.00	682,250.00	682,250.00	2,614,500.00
Other supplies	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	7,000,000.00
Reader's Fee/Professional Fee	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	14,000,000.00
Utilities	2,500,000.00	2,500,000.00	2,500,000.00	2,500,000.00	2,500,000.00	2,500,000.00	2,500,000.00	17,500,000.00
Training and Seminars	500,000.00	500,000.00	500,000.00	500,000.00	500,000.00	500,000.00	500,000.00	3,500,000.00
Unforeseen expenses	3,000,000.00	3,000,000.00	3,000,000.00	3,000,000.00	3,000,000.00	3,000,000.00	3,000,000.00	21,000,000.00
Estimated expenses	₱14,250,000.00	₱15,250,000.00	₱22,250,000.00	₱22,250,000.00	₱34,250,000.00	₱35,682,250.00	₱35,682,250.00	₱ 179,614,500.00

A small amount is allocated for hospital furniture and fixtures of the different offices such as the Admission Department, Administration, Billing Section, Doctors clinics, Laboratory, etc.

The project has approximately 3.5 years construction timeline from November 22, 2019. The construction team already started its works on the upper ground structural framing. Civil and structural works phase is composed of excavation, dewatering, rebar installation, and concrete pouring activities for the building foundation. Current expenses for construction were financed by paid up subscriptions and advances from Founders.

The whole project is 10.85% complete as of May 31, 2021. Breakdown of the finished works includes Structural works (44.83%), Plumbing works (5.62%), Fire Protection works (0.4%) and Electrical works at 1.57%. Completion of the Hospital Building is targeted on the 2nd quarter of 2023, with building inauguration expected to be anytime during the 3rd quarter of 2023.

The facilities to be constructed within the Hospital include the doctors/dentists' clinics, office area for the HMO, administration office, parking lots, commercial area for coffee shop, restaurants, elevators, comfort rooms and waiting areas for patients.

No amount from the proceeds are to be used to reimburse any officer, director, employee or shareholder for service rendered, assets previously transferred, money loaned or advanced or otherwise.

As the offer will be made in tranches on a best effort basis, the estimate gross proceeds may not be realized at the same time or within a fixed period.

In any event that the projected proceeds are not realized, the Hospital's available credit facility from DBP will be utilized to finance the construction of the Hospital Building. In addition to this, the Founders' resources may also be tapped to finance the project as the need arise.

The figures in the **Use of Proceeds** are estimates based on current pricing of the equipment, development costs and operational expenses of the Company. As such, adjustments and/or deviations in the disclosed uses may be made. To the extent that the net proceeds from the Offer are not immediately applied to the above purposes, the Company will invest the net proceeds in short term demand deposits and/or money market instruments. In any event there will be material adjustments or deviations, the company undertakes to inform the Commission within 30 days prior to its implementation.

If the proceeds will be used to pay-off existing debt, disclose the following: _____ Not Applicable

Name of Debtor	Amount of Debt	Interest	Maturity Date
Development Bank of the Philippines	Php 650,000,000.00	5.0% p.a. reviewable every end of the year	12 years
Development Bank of the Philippines	Php 350,000,000.00	5.0% p.a. reviewable every end of the year	10 years
TOTAL	Php 1,000,000,000.00		

Asia Pacific Medical Center-Aklan Inc. initially secured a loan from Development Bank of the Philippines on August 19, 2020, for the principal amount of Php650,000,000.00 for the hospital building and Php 350,000,000.00 for the medical equipment with initial interest at 5.0% per annum, reviewable at the end of every year and rate shall not be lower than the original interest rate. TL-1 shall have a term of 12 years to be reckoned from initial drawdown date, inclusive of 3 years grace period on the principal. TL-2 shall have a term of 10 years, inclusive of 1 year grace period on the principal repayment reckoned from date of initial drawdown.

Is the debtor related to the Issuer or any of its Directors or Officers? ___ Yes ___ No

If the answer to any of the above is “yes”, disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with

If the proceeds will be used to purchase real estate property? ___ Yes ___ No ___ Not Applicable

(Provide information on each property acquired)

Description of Property	
Name of Seller	
Acquisition Cost	
Terms of Payment	

If the answer to any of the above is “yes”, disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with.

If any material amount of the proceeds is to be used to acquire assets or finance the acquisitions of other businesses, describe the assets or businesses and identify the persons from whom they will be bought. State the cost of the assets and, where such assets are to be acquired from affiliates of the registrant or their associates, give the names of the persons from whom they are to be acquired and set forth the principle followed in determining the cost to the registrant.

If the proceeds will be used for the construction of the hospital, provide the following:

Project Name	Asia Pacific Medical Center (APMC) –Aklan Inc.
Project Cost (Estimate)	1,300,000,000.00
Schedule of Disbursement	3rd quarter of 2021 to 2 nd quarter of 2023
Target Completion Date	2 nd quarter 2023
Percentage Completed	Whole project is 10.85% complete with structural works at 44.83%, Plumbing works at 5.62%, Fire Protection work at 0.40%, electrical works at 1.57% as of May 31, 2021

9. If proceeds to this offering is not sufficient to fund the intended use, where will the company source the additional funding? _____ Not Applicable

Asia Pacific Medical Center - Aklan Inc. will avail of the loan facility from the Development Bank of the Philippines for the principal amount of Php1,000,000,000.00.As of the date of this prospectus, the Hospital has not utilized any portion of such facility.

DESCRIPTION OF SECURITIES OFFERED

SECURITIES OF THE REGISTRANT

10. The securities being offered are (select all that apply):

	Founder’s Shares
√	Common Shares
	Preferred Shares
	Others (specify):

- (a) State the amount of capital stock of each class issued or included in the shares of stock to be offered:
- (b) If the registrant is offering common equity, describe any dividend, voting and preemption rights.
- (c) If the registrant is offering preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Asia Pacific Medical Center – Aklan Inc. is registering the following shares: **600** Founders' Shares, **203,980** Common Shares (all issued and outstanding) and **35,420** common shares equivalent to **3,542** blocks (10 shares per block) which will be offered for sale to the public by way of primary offering.

The 3,542 blocks will be offered in tranches, through a series of offerings at an offer price in progressive amounts. The first 1,942 blocks will be sold at the price of Php250,000.00 per block, the next 1,200 blocks at the price of Php300,000.00 per block, and the remaining 400 blocks at the price of Php350,000.00 per block. The blocks will be sold on a first come, first served basis, subject to pre-qualification procedures. Once the maximum number of blocks per series are sold, the next series will be offered at an increased offer price. The offer shares will not be listed in the Exchange and will be issued over the counter only, through its organic employees who will act as salesmen.

The 3,542 blocks will be offered to the public, and sold primarily to Medical Specialists who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee and approved by the Board and Management of Asia Pacific Medical Center - Aklan Inc. Other purchasers may be non-medical specialists who are related to medical specialists and those who intend to purchase the shares purely for investment purposes.

The common shares/blocks that will be offered will qualify the medical shareholder to practice at the Hospital, subject to pre-qualification procedures, aside from earning dividends as may be declared by the Board.

RIGHTS AND RESTRICTIONS

The ownership of the Offer Securities is subject to the following rights and restrictive conditions

1. The transfer, or otherwise disposal of shares shall observe the following priorities:
 - a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the corporation.
 - b. Second Priority- to the holders of Founder's Shares, who must exercise the option within the same period of thirty (30) days from date of receipt of the written offer by the Secretary of the corporation.
 - c. Third Priority- to holders of Common shares who must likewise exercise the option within a period of thirty (30) days from date of receipt of the written offer by the Secretary of the corporation.

- d. Fourth Priority- to outsiders who must likewise exercise the option within a period of thirty (30) days from the date of receipt of the written offer by the Secretary of the corporation.

The foregoing restrictions shall not apply to the dispositions by the stockholder by will, donation, inheritance, bequest and related transfer of said shares.

Any transfer of a share of the capital stock in violation of the foregoing provisions shall be null and void and shall not be transferrable in the books of the Corporation.

11. These securities have (select all that apply):

√	Cumulative voting rights
√	Pre-emptive rights to purchase any new issue of securities
	Preference as to dividends or interest
	Restrictions on dividends or other distributions
	Preference over liquidation
	Anti-dilution
	Conversion rights
	Other special voting rights
	Other special rights or preference (specify):

- (a) Describe any other material rights of common or preferred stockholders.
 (b) Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

Cumulative Voting. Common shareholders are entitled to vote during the Annual Meeting. Each Shareholder shall have the right to vote in person or by proxy the number of shares registered in his name in the stock transfer book of the Hospital for as many persons as there are directors to be elected. Each shareholder shall have the right to cumulate said shares and give one (1) nominee 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 cumulative voting principle among as many nominees as he shall see fit; provided, that the number of votes cast by a shareholder shall not exceed the number of his shares multiplied by the number of directors to be elected.

Pre-emptive Right. The right of a shareholder in a corporation to have the first opportunity to purchase a new issue of stock of that corporation in proportion to the amount of stock already owned by the shareholder.

All holders of common shares shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings.

12. Source of the aforementioned shares offered for sale (select all that apply):

√	Primary (from the unissued portion of the Authorized Capital Stock)
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Secondary Selling Shareholders

SECONDARY OFFERING

13. If any of the securities to be registered are to be offered for the account of shareholder, name each such security holder, indicating the following: ___√___ Not Applicable

Name of Selling Shareholder	Class of Securities Offered	No. of Shares Offered for Sale	Offer Price	Issue Value

14. The selling shareholder/s (select all that apply):

<input type="checkbox"/>	Certifies as to the accuracy of any part of the registration statement contributed to
<input type="checkbox"/>	Certifies that he/she are the legitimate beneficial owner of the securities.

15. Are these securities to be registered under a delay or continuous offering?

___√___ Yes _____ No

RECENT SALE OF UNREGISTERED OR EXEMPT SECURITIES

Furnish the following information as to all securities of the registrant sold by it within the past three (3) years which were not registered under the Code. Include sales of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities, and new securities resulting from the modification of outstanding securities. Indicate whether the issuer received written confirmation from the Commission under SRC Rule 10.1 that such exemptive relief from registration was available and, if so, the date such confirmation was issued:

Class of Securities Sold	Purchasers	Consideration	Exemption from Registration Claimed
common shares	Existing shareholders	Cash	Yes
common shares	Not more than 19 new subscribers	Cash	Yes

APMC-AI issued Eighty-Four Thousand (84,000) common shares to existing shareholders. On April 29, 2019, APMC-AI requested for confirmation of exempt transaction from the SEC, pursuant to SRC Rule 10.1(e) and relief from registration was granted by the Commission on May 21, 2019.

On December 11, 2019 APMC-AI applied for another exemption pursuant to SRC Rule 10.1 (k) for the proposed issuance of Fifty-Eight Blocks of Shares composed of Ten (10) shares per block, priced at Two Hundred Fifty Thousand Pesos (Php250,000.00) per block to not more than 19 new subscribers. APMC-AI received written confirmation from the SEC of the exemption granted on March 5, 2020.

DETERMINATION OF THE OFFER PRICE

Discuss the various factors considered in determining the offering price of the securities for registration.

The following factors may be relevant to the price at which the securities are being offered: after-tax earnings, price/earnings multiple, net tangible book value per share.

The staggered Offer Price per series of shares for sale to the public was arrived at by considering several factors including but not limited to: the timing of purchase relative to the completion of the Hospital and its facilities, the number of applicants the Hospital could serve and accommodate, the total development costs based on cost assessments of the engineers, architects and other professionals hired for the project, comparable price of similarly situated structure with similar facilities, market demand, risk undertaken by the original stockholders, the exclusive and premium nature of the Hospital and its intended patients and the acceptability of the pricing strategy to the current market.

The breakdown of the Offer Price is presented as follows:

<u>Series</u>	<u>Number of Blocks of Common Shares</u>	<u>Maximum Proposed Selling Price per block</u>
1 st	1,942 blocks	Php 250,000 per block
2 nd	1,200 blocks	Php 300,000 per block
3 rd	400 blocks	Php 350,000 per block

DILUTION

Where common equity securities are being registered and there is a substantial disparity between the public offering price and the effective cash cost to officers, directors, promoters and affiliated persons of common equity acquired by them in transactions during the past five (5) years, or which they have the right to acquire, and the registrant is not subject to the reporting requirements of Section 17 of the Code immediately prior to filing of the registration statement, there shall be included a comparison of the public contribution under the proposed public offering and the effective cash contribution of such persons. In such cases, and where common equity securities are being registered by a registrant that has had losses in each of its last three fiscal years, or from inception if shorter, and there is a material dilution of the purchasers' equity interest, the following shall be disclosed:

- (1) The net tangible book value per share before and after the distribution. For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research

and development costs, pre-operating costs, and similar intangible assets) minus total liabilities.

- (2) The amount of the increase in such net tangible book value per share attributable to the cash payments made by purchasers of the shares being offered; and
- (3) The amount of the immediate dilution from the public offering price which will be absorbed by such purchasers.

The net tangible book value of the Company as of December 31, 2020 was ₱163,845,440 or ₱800.89 per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱983,027,149.80, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be ₱1,146,872,589.80 or ₱4,778.64 per share. This represents an increase of ₱ 3,977.75 per share to the existing shareholders and an average dilution of ₱23,044.63 per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second,		Third	
	20,458 blocks	204,580 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share
Net tangible book value per share, December 31, 2020 (₱163,845,440/204,580 shares)	₱8,008.87 per block	₱800.89 per share	-	-	-	-	-	-
Net tangible book value per share, after Offer (₱1,146,872,589.80/240,000 shares)	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share	₱47,786.36 per block	₱4,778.64 per share
Increase (dilution)	₱39,777.49 per block	₱3,977.75 per share	(₱202,213.64) per share	(₱20,221.36) per block	(₱252,213.64) per share	(₱25,221.36) per share	(₱302,213.64) per block	(₱30,221.36) per share

The net tangible book value of the Company as of December 31, 2019 was ₱154,196,366 or ₱753.72 per share, which represents the amount of the Company's total assets (excluding intangible assets) less its total liabilities. The Company's net tangible book value per share represents the net tangible book value divided by the number of Common Shares outstanding.

After giving effect to the increase in the Company's total assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱983,027,149.80, and the addition of 35,420 new Common Shares subject of the Offer, the Company's adjusted net tangible book value would be

₱1,137,223,515.80 or ₱4,738.43 per share. This represents an increase of ₱ 3,984.71 per share to the existing shareholders and an average dilution of ₱23,084.83 per share to the investors participating in the Offer.

The dilution in the book value per share represents the estimated difference between the Offer Price and the approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per block and per share basis based on the Series of Offer Prices, where one (1) block consists of ten (10) shares:

	Existing Stockholders		First		Second,		Third	
	20,458 blocks	204,580 shares	1,942 blocks	19,420 shares	1,200 blocks	12,000 shares	400 blocks	4,000 shares
Offer Price	₱10,000.00 per block	₱1,000.00 per share	₱250,000.00 per block	₱25,000.00 per share	₱300,000.00 per block	₱30,000.00 per share	₱350,000.00 per block	₱35,000.00 per share
Net tangible book value per share, December 31, 2019 (₱154,196,366/ 204,580 shares)	₱7,537.22 per block	₱753.72 per share	-	-	-	-	-	-
Net tangible book value per share, after Offer (₱1,137,223,515.80/ 240,000 shares)	₱47,384.31 per block	₱4,738.43 per share	₱47,384.31 per block	₱4,738.43 per share	₱47,384.31 per block	₱4,738.43 per share	₱47,384.31 per block	₱4,738.43 per share
Increase (dilution)	₱39,847.10 per block	₱3,984.71 per share	(₱202,615.69) per share	(₱20,261.57) per block	(₱252,615.69) per share	(₱25,261.57) per share	(₱302,615.69) per block	(₱30,261.57) per share

The dilution in the book value per share represents the estimated difference between the offer price and the approximate adjusted tangible book value per share immediately following the completion of the offer.

Stockholder	Before the Offer			After the Offer		
	Class	Number of Shares	Percentage	Class	Number of Shares	Percentage
Abril, Joanne B.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Arce, Simeon Jr. A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Ardeña, Gregory Joseph Ryan A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Biron, Ferjenel G.	Founder	100	14.96 %	Founder	100	12.75%
	Common	30,500		Common	30,500	
	Total	30,600		Total	30,600	
Buenaflor, Patrick Dexter M.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	

	Total	3,400		Total	3,400	
Conanan-Morato, Marsha Lourdes P.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Daulo-Lavilla, Meride	Founder	10	3.32%	Founder	10	2.83%
	Common	6,790		Common	6,790	
	Total	6,800		Total	6,800	
Debuque, Eileen May B.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Francisco, Nikki James C.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Icamina, Mary Karen Veronica R.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Perez, Claire B.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Quimpo, Raymundo R.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Quindor, Darcy A.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Regozo, Danilo C.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Torres, Peter Myron Jun O.	Founder	10	1.66%	Founder	10	1.42%
	Common	3,390		Common	3,390	
	Total	3,400		Total	3,400	
Other Stockholders (49)	Founder	370	62.26%	Founder	370	53.08%
	Common	127,010		Common	127,010	
	Total	127,380		Total	127,380	
Public	Founder	–	0%	Founder	–	14.76%
	Common	–		Common	35,420	
	Total	–		Total	35,420	

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.

TERMS AND CONDITIONS OF THE OFFER

Issue Size	P985,500,000.00
Offer Shares	35,420 shares for a minimum subscription of 10 shares/block
Offer Period	From approval until fully subscribed
Terms and Manner of Payment	Cash/installment
Eligible Applicant	Medical specialists, relatives of medical specialists, the public
Restriction on Ownership	none
Documentary Requirements:	
Corporate Applicants	N. A
Institutional Applicants	N. A
Right to Accept, Reject and Scale Down Applications	The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession, use the facilities and enjoy the privileges of a stockholder of Asia Pacific Medical Center-Aklan Inc., although it is a prerequisite. Physicians who are subscribers to at least one (1) block or ten (10) shares of the capital stock and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as may be determined by the Hospital. After successfully passing this process, the applicant shall then be entitled to the privilege to practice in Asia Pacific Medical Center –Aklan Inc., subject to restrictions, limitations, and obligations as may be imposed by the Hospital pursuant to its rules and duly approved resolutions. Medical specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.
Refunds	In the event the project for which the securities of Asia Pacific Medical Center- Aklan Inc. are sold, is for any reason, not completed within the periods stated in the prospectus, It shall refund the amount of investments of purchasers within ten (10) business days from receipt of written demand.

<p>Issuance and Transfer Taxes</p>	<p>Revenue Regulations No. 9-2018 signed by Finance Secretary Carlos G. Dominguez III and Internal Revenue Commissioner Caesar R. Dulay contained the guidelines implementing the increase in stock transfer tax provided in Section 39 of Republic Act No. 10963 or the TRAIN Law. There shall be levied, assessed and collected on every sale, barter, exchange, or other disposition of shares of stock listed and traded through the local stock exchange other than the sale by a dealer in securities, a tax at the rate of six-tenths of 1 percent [0.6 percent] of the gross selling price or gross value in money of the shares of stock sold, bartered, exchanged or otherwise disposed which shall be paid by the seller or transferor. Documentary Stamp Tax (DST). Upon the original issuance of the Asia Pacific Medical Center – Aklan Inc. shares, DST will be imposed at a rate of P2.00 for every P200 or a fractional part of the par value of the shares to be issued. In case of no par value, it shall be based on the actual consideration or in case of stock dividends based on the actual value of each share. DST is payable on or before the 5th day of the month following the corporation's acceptance of the stock subscription. The secondary transfer of Asia Pacific Medical Center – Aklan Inc. shares is subject to documentary stamp tax at a rate of P1.50 on each P200 or fractional part thereof of the par value of the share transferred. In case of no par value, 50% of the DST paid upon original issuance thereof.</p> <p>Dividend income of an individual citizen and a resident alien received from domestic corporations is subject to 10% final withholding tax. Dividends received by domestic and resident foreign corporations from another domestic corporation are exempt from income tax. Tax on Interest Income. Interest income earned and received by Asia Pacific Medical Center – Aklan Inc. from peso savings accounts/time deposits is subject to 20% final withholding tax. Interest on certain time deposits of individuals with a term of at least five years may be exempt from final tax. On the other hand, interest on foreign currency deposits of resident individuals and domestic corporations is subject to 15% final withholding tax, as recently amended by the TRAIN Law. Interest income on foreign currency deposits of resident foreign corporations remains subject to 7.5% final withholding tax. Interest income from bonds considered deposit substitutes are also subject to 20% final withholding tax.</p>
<p>Restriction on the Issuance and Disposal of Shares</p>	<p>The transfer, or otherwise disposition of shares of stocks of the corporation shall likewise be subject to the following priorities: a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by</p>

	the Secretary of the Corporation; b. Second Priority- to the holders of Founder’s Shares, who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; c. Third Priority- to holders of common shares who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; d. To outsiders who must likewise exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation.
Trading of Securities	The shares will be traded over the counter
Others	none

BENEFITS AND/OR PRIVILEGES

16. Does the company provide benefits and/or privileges to its medical and non-medical stockholders?

Disclose in detail the benefits and/or privileges

The Company only provides the following Management Discounts –

I. MANAGEMENT DISCOUNTS

A. STOCKHOLDERS AND SPOUSES

1. Free board and lodging in a standard private room, for 45 days per annum to be shared by the stockholder and the spouse. They may upgrade to a Suite or VIP room and pay the corresponding difference in room rates.
2. Guaranteed a minimum of 10% discount on the professional fees of medical stockholders during confinement and OPD consultation.
3. Free operating room fee for one standard minor operation, and one standard major operation; and free delivery room fee – ONCE A YEAR. In the event that an OB case in the Delivery Room is transferred to a major OR for Caesarian Section, she is considered to have availed of both the free DR and OR fee. Free Emergency room fee every admission.
4. Thirty percent (30%) discount on the following:
 - A. X-ray, CT Scan, MRI, UTZ, Mammography
 - B. Laboratory Procedures
 - C. EEG, ECG, Tread Mill, 2D Echocardiography
 - D. Physical Therapy

Note: This discount is inclusive of Senior/PWD discount.

5. Ten percent (10%) discount from hospital pharmacy and CSR. For senior citizens or PWD, the 20% discount will be applied.
6. Dental services
 - A. Free consultation
 - B. Ten percent (10%) discount on Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching.
 - C. Ten percent (10%) discount on Prosthodontics procedures.

B. MEDICAL STOCKHOLDERS

1. May hold clinic within the hospital, subject to the approval of Credentialing & Privileging Committee, for a maximum of 4 hours/day, 6 days a week, paying only the maintenance, telephone, water & electric bills.
2. May be included in the decking/rotation of house cases and walk-in cases subject to the following conditions:
 - a. Approved application from the Credentialing & Privileging Committee
 - b. Full payment of one (1) block or ten (10) common shares, and 150,000 pesos for decking privileges.
 - c. The stockholder must be a graduate of an accredited residency training program, and a member of good standing in an accredited specialty society.
 - d. Agree to provide discounts on professional fees to Stockholders as mentioned in the Benefits of Stockholders.

C. STOCKHOLDER'S NATURAL PARENTS AND DEPENDENTS

1. Fifty percent (50%) discount on board and lodging for 45 days per annum in a standard private room to be shared by all the dependents of the shareholder. This is upgradable to suite room accommodation but with corresponding fees. This discount is inclusive of senior or PWD discount.
2. Guaranteed a minimum of 10% discount on professional fees of medical stockholders during confinement and OPD consultation.
3. Fifty percent (50%) discount in operating room fees (one major and one minor) and delivery room fee ONCE A YEAR, and 50% discount on emergency room fee per admission.

Note: This discount is inclusive of Senior/PWD discount.

4. Fifteen percent (15%) discount on the following:
 1. X-ray, CT Scan, MRI, UTZ, Mammography
 2. Laboratory Procedures
 3. EEG, ECG, Tread Mill, 2D Echocardiography
 4. Physical Therapy

Note: For Senior Citizens/PWD, 20% discount will apply

5. Five percent (5%) discount on Pharmacy and CSR.
Note: For Senior Citizens/PWD, 20 % discount will apply.

6. Dental Services

- A. Fifty percent (50%) discount on consultation
- B. Thirty percent (10%) discount on Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching
- C. Ten percent (10%) discount on Prosthodontics procedures

D. PORTABILITY (EXTENDED BENEFITS)

1. These benefits, using the **schedule of discounts given to dependents, (see letter C)** may be availed of by the Principal investor, his/her spouse, dependents and natural parents in medical facilities affiliated with Asia Pacific Medical Center – Aklan Inc., subject to a Memorandum of agreement. However, such availment shall depend on the internal policy of the affiliate hospital concerned, and provided that the granting of such discount shall not jeopardize the financial position of such hospital.
2. Medical stockholders may have the Privilege to Practice, subject to pertinent credentialing policies/requirements, to admit and/or manage patients in other hospitals affiliated with APMC- Aklan Inc.

II. DIVIDENDS

Long term when the hospital has attained positive retained earnings.

III. DEFINITIONS OF TERMS

For purposes of this binding document, the following words shall mean:

1. **APMCAI**
Asia Pacific Medical Center – Aklan Inc.
2. **Base Hospital**
APMC hospital to which one is a stockholder
3. **Stockholder**
A person who owns at least one (1) block of shares in APMCAI(1 block = 10 common shares).
4. **Medical Stockholder**
A stockholder who is a licensed physician and who is granted the privilege to practice as defined by the medical shareholders guidelines
5. **Dependents**
 - A. Legitimate or legally adopted single children under 21 years of age
 - B. Acknowledged illegitimate single children under 21 years of age
 - C. Children of any age-legitimate, legally adopted or acknowledged illegitimate-with disability (PWD)

D. Natural parents of stockholder

6. **House Cases**

These are service cases, that enjoy certain benefits deemed appropriate by the hospital social health worker. These may include indigent or charity cases.

7. **Walk-in Cases**

These are patients who seek consultation or admission with no identified attending physician.

IV. DURATION

These discounted confinements, which shall be enjoyed in the base hospital or in any of the affiliated hospitals, is non-cumulative (no carry-over to the next year) and non-transferable.

V. EFFECTIVITY

The above privileges shall commence only upon full payment of shares of stocks subscribed, certified and verified by the Corporate Secretary or his/her duly authorized staff. These can be availed of at APMC – Aklan once it is operational or at any affiliate hospitals, subject to a Memorandum of agreement.

VI. LIMITATIONS

- A. Management discounts shall be limited to the stockholder, his/her spouse and dependents whom he/she has identified and/or recognized through the following supporting documents:
 - A. Marriage certificate (for married stockholders)
 - B. Birth certificate and such pertinent documents as may be required
- B. Health insurance benefits, of whatever kind or nature, whenever applicable, shall be deducted first before determining the amount subject to discounts under the above schedule of benefits.
- C. The management discounts mentioned above are not cumulative and cannot be enjoyed together with other discounts. In case the Stockholder/Dependent is entitled to discounts granted by law, the Stockholder/Dependent shall choose the discount that he/she wants to avail himself of. Thus, the discount privilege on Rooms, Pharmacy and CSR mentioned above cannot be subjected to additional discounts available to senior citizens and disabled persons and other beneficiaries under the law. Should the senior citizen or disabled person choose the discount granted by law, he/she is no longer entitled to the discount granted to a stockholder and the discounts granted by law shall be computed on the basis of the regular prices at which the medicines and supplies are sold to the general public.

VII. PRICE

Price of stocks and the corresponding benefits and privileges for the acquisition of such stocks are subject to change without prior notice. ***Any such change, to the extent allowed by the financial position of the hospital*** shall be effected without prejudice to

previous buyers and shall, therefore, not affect the privileges and benefits they are already enjoying.

INVESTOR RESTRICTIONS

The aggregate amount of securities purchased from one or more Issuers offering or selling securities under the registration statement during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to the Investor:

17. Is the offering subject to any other Investor restrictions? Yes No

18. Are the securities subject to any other resale restrictions by the Issuer? Yes No

Please see Rights and Restrictions on page 37.

PLAN OF DISTRIBUTION

19. List the persons or companies who will offer and sell the securities on behalf of the Issuer:

Name	Relationship to Issuer	Address	Tel. No.	Compensation received for selling securities
Dr. Johnna G. De Jose	Employee	Kalibo, Aklan	036-2682320	N/A
Dr. Ester F. Palma	Employee	Kalibo, Aklan	036-2682320	N/A

Outline briefly the plan of distribution of any securities to be registered.

Asia Pacific Medical Center –Aklan Inc. will market and offer the securities through its organic employee/s, mentioned above, who will act as salesmen. These employee/s are well versed with the Hospital’s operations and are the best persons to market the Company’s securities. These employee/s will not receive additional compensation for the marketing/selling services rendered. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, are sufficient to entice medical/dental specialists and prospective investors to consider the offer. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, are sufficient to entice medical/dental specialists and prospective investors to consider the offer. Asia Pacific Medical Center –Aklan Inc. will greatly rely on these salesmen to spread the word about the facilities the Hospital can offer.

The subscription payments made by the public will be utilized to fund the development costs, finish the hospital up to its pre-operational stage.

Purchasers may avail of different terms in acquiring the Offer Securities. They may pay it in spot cash or deferred payment plan. The following payment terms may be extended to the prospective buyers as follows:

STOCKS PAYMENT SCHEDULE

I. **Non-Medical:** For one block of shares -----Php 250,000.00/ 300,000.00/ 350,000.00

Payment Options for One (1) Block of Shares (10 common shares):

- For Php 250,000.00 per block
Minimum initial payment of 20,000.00 with succeeding equal monthly installments.
- For Php 300,000.00 per block
Minimum initial payment of 40,000.00 with succeeding equal monthly installments.
- For Php 350,000.00 per block
Minimum initial payment of 50,000.00 with succeeding equal monthly installments.

II. **Medical:** For one block of shares ----- Php 250,000.00/ 300,000.00/ 350,000.00

Payment Options for One (1) Block of Shares (10 common shares):

- For Php 250,000.00 per block
Minimum initial payment of 20,000.00 with succeeding equal monthly installments.
- For Php 300,000.00 per block
Minimum initial payment of 40,000.00 with succeeding equal monthly installments.
- For Php 350,000.00 per block
Minimum initial payment of 50,000.00 with succeeding equal monthly installments.

Note: Additional Php 150,000.00 for the Right to Practice

Note: Other payment terms may be accepted upon request of the investor.

CAPITALIZATION

CAPITAL STOCK

ACS	Par Value	No. of Shares Subscribed		Amount Paid - Up	
		<i>Founder</i>	<i>Common</i>	<i>Founder</i>	<i>Common</i>
240,000,000.00	1,000.00	600	203,980	600,000.00	159,400,000.00
P240,000,000.00		600	203,980	P600,000.00	*P178,756,000.00

*As of December 31, 2020

OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

OUTSTANDING SECURITIES

20. For each class of the Issuer's securities, indicate the total number of outstanding securities and the total number of securities of the Issuer is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Securities Outstanding	Securities the Issuer is Authorized to Issue
Founder	600	0
Common	203,980	35,420
TOTAL	204,580	35,420

Description of Securities

Founder's Share – the holders of the Founder's shares shall have the exclusive right to vote and be voted upon in the election of Directors for a limited period not to exceed five (5) years. The five-year period shall commence from the date of registration with the Securities and Exchange Commission.

Common Share – the holders of Common shares have cumulative voting right.

Stockholders

Original Stockholders

21. Provide the names of the original stockholders, class of securities, number of shares held, and percentage of total shares held over outstanding shares.

No	Name	Class of Securities	Shares Held	%
1	Abayon, Romeo A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
2	Abril, Joanne B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
3	Alfaro, Ma. Ester L.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
4	Arce, Maribel J.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	

5	Arce, Simeon Jr. A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
6	Ardeña, Gregory Joseph Ryan A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
7	Balbastro, Ramel Ramon M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
8	Barrameda, Romulo S.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
9	Biron, Ferjenel G.	Founder	90	15%
		Common	17,910	
		Total	18,000	
10	Quintana- Bartolome, Delphine Joanne C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
11	Buenaflor, Patrick Dexter M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
12	Buenaflor, Regina R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
13	Carlos, Fernando P.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
14	Cerna-Lopez, Geanie A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
15	Comuelo, Jerusha A.	Founder	10	1.67%

		Common	1,990	
		Total	2,000	
16	Conanan-Morato, Marsha Lourdes P.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
17	Daulo-Lavilla, Meride	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
18	De Jose, Johnna G.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
19	Debuque, Eileen May B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
20	Dignadice, Marymil B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
21	Enriquez, Amado Manuel Jr. C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
		Founder	10	1.67%
22	Enriquez, Marilyn R.	Common	1,990	
		Total	2,000	
		Founder	30	5%
23	Enriquez, Michael Edward R.	Common	5,970	
		Total	6,000	
24	Enriquez, Miguel Antonio R.	Founder	30	5%
		Common	5,970	
		Total	6,000	
25	Escanillas, Roel A.	Founder	10	1.67%

		Common	1,990	
		Total	2,000	
26	Fernandez, Edmundo Jr. B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
27	Fernandez, Lemuel T.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
28	Francisco, Nikki James C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
29	Gomez, Lusyl M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
30	Icamina, Mary Karen Veronica R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
31	Ignacio, May U.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
32	Isidro, Jessore I.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
33	Lavalle, Amado Jr. M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
34	Magallanes, Josefa Roberta A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
35	Minerva, Ike T.	Founder	10	1.67%
		Common	1,990	

		Total	2,000	
36	Navarro, Harriet R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
37	Orillaza, Generoso M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
38	Palma, Ester F.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
39	Perez, Claire B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
40	Quimpo, Raymundo R.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
41	Quindor, Darcy A.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
42	Ramirez, Ruben B.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
43	Regozo, Danilo C.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
44	Samoro, Fredilyn G.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
45	Samoy, Marietta T.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	

46	Sazon, Pauleen M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
47	Torres, Peter Myron Jun O.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
48	Villaflor, Agnes Jean M.	Founder	10	1.67%
		Common	1,990	
		Total	2,000	
	TOTAL	<i>Founder</i>	<i>600</i>	100%
		<i>Common</i>	<i>119,400</i>	
		Total	120,000	

Current Stockholders

22. Provide the names of the current stockholders, class of securities, number of shares held, and percentage of total shares held over outstanding shares. ____ Same as Above

No	Name	Class of Securities	Shares Held	%
1	Abayon, Romeo A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
2	Abril, Joanne B.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
3	Alfaro, Ma. Ester L.	Founder	20	3.32%
		Common	6,780	
		Total	6,800	
4	Alo, Zaida L.	Founder	0	0.005%
		Common	10	
		Total	10	
5	Amboboyog, Nilo M.	Founder	0	0.005%

No	Name	Class of Securities	Shares Held	%
			Common	
		Total	10	
6	Arce, Maribel J.	Founder	20	3.32%
		Common	6,780	
		Total	6,800	
7	Arce, Simeon Jr. A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
8	Ardeña, Gregory Joseph Ryan A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
9	Balastro, Ramel Ramon M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
10	Barrameda, Romulo S.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
11	Biron, Ferjenel G.	Founder	100	14.96%
		Common	30,500	
		Total	30,600	
12	Quintana- Bartolome, Delphine Joanne C.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
13	Bautista, James Carlo C.	Founder	0	0.005%
		Common	10	
		Total	10	
14	Buenaflor, Patrick Dexter M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	

No	Name	Class of Securities	Shares Held	%
15	Buenaflor, Regina R.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
16	Candelario, Jose I.	Founder	0	0.005%
		Common	10	
		Total	10	
17	Cipriano, Maribel D.	Founder	0	0.005%
		Common	10	
		Total	10	
18	Comuelo, Jerusha A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
19	Conanan-Morato, Marsha Lourdes P.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
20	Cordero, Armenio C.	Founder	0	0.005%
		Common	10	
		Total	10	
21	Cordero, Steven C.	Founder	0	0.005%
		Common	10	
		Total	10	
22	Cortes, Kim P.	Founder	0	0.005%
		Common	10	
		Total	10	
23	Daulo – Lavilla, Meride	Founder	10	3.32%
		Common	6790	
		Total	6,800	
24	De Jose, Johnna G.	Founder	10	1.66%
		Common	3,390	

No	Name	Class of Securities	Shares Held	%
			Total	
25	Debuque, Eileen May B.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
26	Dignadice, Marymil B.	Founder	20	3.32%
		Common	6,780	
		Total	6,800	
27	*Enriquez, Amado Manuel Jr. C.	Founder	10	1.66%
		Common	3390	
		Total	3400	
28	*Enriquez, Michael Edward R.	Founder	30	4.99%
		Common	10,170	
		Total	10,200	
		Founder	30	
29	*Enriquez, Miguel Antonio R.	Common	10,170	4.99%
		Total	10,200	
30	Escanillas, Roel A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
31	Espra, Ma. Victoria P.	Founder	0	0.005%
		Common	10	
		Total	10	
32	Evangelista, Nemma N.	Founder	0	0.005%
		Common	10	
		Total	10	
33	Fernandez, Edmundo Jr. B.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	

No	Name	Class of Securities	Shares Held	%
34	Fernandez, Lemuel T.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
35	Francisco, Nikki James C.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
36	*Gomez, Lusyl M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
37	Ibit, Rogelio B.	Founder	0	0.005%
		Common	10	
		Total	10	
38	Icamina, Mary Karen Veronica R.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
39	Ignacio, May U.	Founder	10	1.66
		Common	3,390	
		Total	3,400	
40	Inocencio, Dennis A.	Founder	0	0.005%
		Common	10	
		Total	10	
41	Isidro, Jessore I.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
42	Lavalle, Amado Jr. M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
43	Magallanes, Josefa Roberta A.	Founder	10	1.66%
		Common	3,390	

No	Name	Class of Securities	Shares Held	%
			Total	
44	Malbas, Elma S.	Founder	0	0.005%
		Common	10	
		Total	10	
45	Minerva, Ike T.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
46	Navarro, Harriet R.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
47	Neron, Neal R.	Founder	0	0.005%
		Common	10	
		Total	10	
48	*Orillaza, Generoso M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
49	Palma, Ester F.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
50	Peralta, Jeanette M.	Founder	0	0.005%
		Common	10	
		Total	10	
51	Perez, Claire B.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
52	Quimpo, Gabrielle C.	Founder	0	0.2%
		Common	400	
		Total	400	
53	Quimpo, Raymundo R.	Founder	10	1.66%

No	Name	Class of Securities	Shares Held	%
		Common	3,390	
		Total	3,400	
54	Quindor, Darcy A.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
55	Ramirez, Ruben B.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
56	Rasco, Lolly Joy B.	Founder		0.005%
		Common	10	
		Total	10	
57	Regozo, Danilo C.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
58	Samoro, Fredilyn G.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
59	Sazon, Pauleen M.	Founder	10	1.67%
		Common	3,390	
		Total	3,400	
60	Torres, Peter Myron Jun O.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
61	Villaflor, Agnes Jean M.	Founder	10	1.66%
		Common	3,390	
		Total	3,400	
62	Villanueva, Galilei Rachel G.	Founder	0	0.005%
		Common	10	
		Total	10	

No	Name	Class of Securities	Shares Held	%
63	Zonio, Michelle I.	Founder	0	0.005%
		Common	10	
		Total	10	
	TOTAL	<i>Founder</i>	<i>600</i>	100%
		<i>Common</i>	<i>119,400</i>	
		Total	204,580	

*Note: *Shares have been sold and CAR is currently on process and transfer of shares will be effected upon release of CAR.*

⁷Top 20 Stockholders

23. Provide the names of the Top Twenty (20) principal shareholders who beneficially owns at least 10% interest of each class of securities in the Issuer.

No	Name	Class of Securities	Number of Share Held	%
1	Biron, Ferjenel G.	Founder/ Common	30,600	14.96%
2				
3				
4				
5				
	TOTAL			

Dividends and Dividend Policy

24. Dividends and Dividend Policy

Asia Pacific Medical Center – Aklan Inc.’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 Asia Pacific Medical Center – Aklan Inc.’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.

BOARD OF DIRECTORS

DIRECTORS

25. The table below sets forth each member of the Board of Directors of the Issuer as of the date of the Prospectus:

No	Name	Age	Position	Citizenship	Year Appointed
1	Abril, Joanne B.	40	Director/Treasurer	Filipino	2018
2	Arce, Simeon Jr. A.	57	President	Filipino	2017
3	Ardeña, Gregory Joseph Ryan A.	44	Director	Filipino	2018
4	Biron, Ferjenel G.	55	Chairman	Filipino	2017
5	Buenafior, Patrick Dexter M.	39	Director	Filipino	2020
6	Conanan-Morato, Marsha Lourdes P.	37	Director/Corporate Secretary	Filipino	2017
7	Daulo-Lavilla, Meride	57	Vice President	Filipino	2017
8	Debuque, Eileen May B.	52	Vice Chairman	Filipino	2017
9	Perez, Claire B.	48	Director/Asst. Treasurer	Filipino	2017
10	Quimpo, Raymundo R.	46	Director	Filipino	2018
11	Regozo, Danilo C.	57	Director	Filipino	2017
12	Torres, Peter Myron Jun O.	44	Director	Filipino	2017
13	Quintana-Bartolome, Delphine Joanne C.	39	Independent Director	Filipino	2021

No	Name	Age	Position	Citizenship	Year Appointed
14	Francisco, Nikki James C.	35	Independent Director	Filipino	2020
15	Quindor, Darcy A.	42	Independent Director	Filipino	2020

BUSINESS AND WORK EXPERIENCE

26. Provide information on the business and working experience of the above-named Directors for the past five (5) years:

Name	Business and Professional Work Experience
Biron, Ferjanel G.	Founding President/Past CEO – Phil Pharmawealth, Inc. Member, House of Representatives 13 th – 15 th Congress, 17 th Congress (representing 4 th District of Iloilo) Past CEO – Endure Medical Inc. Chairman– ACEMC-Aklan; ACEMC-Iloilo, ACEMC - Bacolod Director – ACEMC -Butuan, Tagum Global Medical Center, ACEMC- General Santos, ACEMC-CDO; President AestheticaManila; President- Smartlab Diagnostics
Debuque, Eileen May B.	Vice Chairman ACEMC-AKLAN Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Dr. Rafael S. Tumbokon Memorial Hospital
Arce, Simeon Jr. A.	Visiting Consultant- Saint Gabriel Medical Center; Medical Officer 4 DRSTMH Dept. of Medicine 1990-1996 Visiting Consultant St Jude’s Hospital 2002-2017 Visiting Consultant DRSTMH 2002 –present Visiting Consultant- Aklan Mission Hospital, 1996-2019 Chairman of the Board – Village Marketing-Kalibo Corp. 2003-present; Board of Director S&D Agro-industrial Corp 2006-present Treasurer – ACEMC Aklan Inc. 2018 -2019 President – ACEMC Aklan Inc. 2020
Daulo-Lavilla, Meride	Clinical Practitioner in Pediatrics-Lavilla Medical Clinic (1994-present) Professorial Lecturer/Clinical Preceptor-WVSU-COLLEGE of Medicine (1994-present); Visiting Consultant – West Visayas State University Medical Center, Iloilo Mission Hospital, St. Paul’s Hospital, Medicus Medical Center, St. Therese Hospital, Qualimed Medical Center (1994-present)

Name	Business and Professional Work Experience
	<p>Medical Retainer – Vitarich Corporation (Vismin) (1999-present), Medical Retainer - Angelina Bakeshop (Iloilo) (2008-present), Executive Vice President-ACEMC-Aklan (2018 - 2020),Treasurer-ACEMC- Bacolod (2017-2018), Director – ACEMC-Cagayan De Oro (2016-present), Founding Member- ACEMC Gen San, ACEMC- Butuan, Director-HealthlinkAklan, Inc. (2014-present)</p>
<p>Conanan-Morato, Marsha Lourdes P.</p>	<p>Chief Resident- Dept. of Anesthesiology- West Visayas State University Medical Center (2009-2012); Medical Specialist I- Ibajay District Hospital (2012-2016);Chairman-Dept.of Anesthesiology- Saint Gabriel Medical Center (2016-present); Visiting Consultant- Saint Gabriel Medical Center (2012-present); Chairman-Dept. of Anesthesiology(2014-2018) and Visiting Consultant- Panay Health Care MPC Hospital; Visiting Consultant-Aklan Mission Cooperative Hospital, Visiting Consultant- Dr. Rafael S. Tumbokon Memorial Hospital; Chairman-Dept. of Anesthesiology(2014-2018) and Visiting Consultant- Aklan Baptist Hospital (2013-present); Visiting Consultant- St. Jude’s Hospital; Auditor/ Member-Aklan Medical Society (2014-2016/ 2013-present) Board of Director & Corporate Secretary- ACEMC- Aklan Inc. (2017- present)</p>
<p>Regozo, Danilo C.</p>	<p>Director- ACEMC-Aklan; Director /Chairman of Construction Committee - ACEMC-Iloilo, Exec Vice President- ACEMC Bacolod,; Director -ACEMC GenSan, ACEMC Butuan, Founder- Tagum Global Medical Center, ACEMC CDO; Visiting Consultant- Iloilo Doctor’s Hospital, Iloilo Mission Hospital, The Medical City Iloilo, Medicus Medical Center, St. Therese MTCC Hospital; Phil. Academy of Family Physician(PAFP) Iloilo Chapter-Treasurer (2001-2003), Vice President (2003- 2004); Iloilo Medical Society- Asst. Secretary (2014-2016), Vice President (2016- 2018); Philippine College of Occupational Medicine- Associate Member- 1994- Present; Fellow, Life, PAFP</p>
<p>Perez, Claire B.</p>	<p>Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital PCP Capiz-Aklan Chapter Secretary – 2015 PCP Capiz-Aklan Chapter Asst. Secretary/Treasurer – 2016 PCP Vice President, Capiz-Aklan Chapter (2018-2019) PCP President, Capiz-Aklan Chapter 2019 Director – ACEMC Aklan Inc 2018 – 2019</p>

Name	Business and Professional Work Experience
	Director/Assistant treasurer ACEMC Aklan 2020
Ardeña, Gregory Joseph Ryan A.	Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital Past President (2017-2018): PCP Capiz-Aklan Chapter Chairman: Dept. of Medicine Panay Health Care Hospital 2013- present Director – ACEMC Aklan Inc
Quimpo, Raymundo R.	Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Medical Specialist -Dr. Rafael S. Tumbokon Memorial Hospital; Head Dept of Orthopedics 2007 – present, Chairman USWAG Dev’t Foundation President, USWAG Employees Cooperative BOD, Northwestern Visayas Colleges BOD, Philippine Orthopedic Association- Western Visayas Chapter Director/Chairman- Construction Com.- ACEMC Aklan Inc.
Abril, Joanne B.	Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital Chairman- Infection Prevention and Control- Panay Health Care Chairman- Antimicrobial Stewardship Committee- Panay Health Care BOD- PCP Capiz-Aklan 2018-2019 Treasurer-PCP Capiz-Aklan 2019-2020 Director/ Treasurer ACEMC Aklan Inc 2020
Buenafior, Patrick Dexter M.	Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital Board of Director - PCP Capiz-Aklan 2018-2020; Board of Director ACEMC Aklan Inc. 2020
Torres, Peter Myron Jun O.	Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital; Director – ACEMC Aklan Inc

27. Other Directorship of Independent Directors

Name of Independent Director	Reporting Company	Year Appointed
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Name of Independent Director	Reporting Company	Year Appointed
Francisco, Nikki James C.	None	2020
Quintana-Bartolome, Delphine Joanne C.	None	2021
Quindor, Darcy A.	None	2020

SECURITY OWNERSHIP OF DIRECTORS

The following table shows the security ownership of directors in the common shares of the Company as of date of the Prospectus.

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
Debuque, Eileen May B.	3,400,000		Filipino	3,400	1.66%
Biron, Ferjenel G.	30,600,000		Filipino	30,600	14.96%
Daulo-Lavilla, Meride	3,400,000		Filipino	3,400	1.66%
Conanan-Morato, Marsha Lourdes P.	3,400,000		Filipino	3,400	1.66%
Arce, Simeon Jr. A.	3,400,000	6,800,000	Filipino	10,200	4.99%
Regozo, Danilo C.	3,400,000		Filipino	3,400	1.66%
Perez, Claire B.	3,400,000		Filipino	3,400	1.66%
Torres, Peter Myron Jun O.	3,400,000		Filipino	3,400	1.66%
Ardeña, Gregory Joseph Ryan A.	3,400,000		Filipino	3,400	1.66%
Quimpo, Raymundo R.	3,400,000		Filipino	3,400	1.66%
Abril, Joanne B.	3,400,000		Filipino	3,400	1.66%

Buenaflor, Patrick Dexter M.	3,400,000	3,400,000	Filipino	6,800	3.32%
Quintana-Bartolome, Delphine Joanne C.	3,400,000		Filipino	3,400	1.66%
Francisco, Nikki James C.	3,400,000		Filipino	3,400	1.66%
Quindor, Darcy A.	3,400,000		Filipino	3,400	1.66%

MANAGEMENT

OFFICER, MANAGER AND KEY PERSON

28. Provide background information for each Officer, Manager and Key Person. The term “Key Person” means a person who makes significant contribution to the business of the Issuer.

Name	Dr. Ferjenel G. Biron
Age	57
Title	Chairman
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 63
Education	College: B.S. Biological Science, West Visayas State University (Magna Cum Laude) Medical school: West Visayas State University- College of Medicine Masteral: Manufacturing and Finance Course for Senior Executives (Asian Institute of Management, 1999) Further Studies/ Training: Master in Hospital Management, Cebu Doctors College, 2015-2017 (for Thesis Completion) Strategic Business Economic Planning, University of Asia and the Pacific, 2014

Name	Dr. Simeon A. Arce, Jr.
Age	57
Title	President
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 63
Education	Course: Bachelor of Science in Biological Science- West Visayas State University (1984)

	<p>Medical School: West Visayas State University (1988) Residency: Internal Medicine-Veterans Memorial Medical Center (1999-2002) Master of Management, Maj. In Hospital Administration: Phil. Christian University, June 2019 Further Studies: BS Pharmacy-Saint Gabriel College</p>
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Name	Dr. Eileen May B. Debuque
Age	52
Title	Vice Chairman
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 63
Education	<p>Course: Bachelor of Science in Biological Science- West Visayas State University Medical School: West Visayas State University (1993) Residency: Internal Medicine – St. Paul's Hospital 1995-1997 Master of Management, Major in Hosp. Admin: Phil. Christian University, Philippine Christian University, June 2019</p>

Name	Dr. MerideDaulo-Lavilla
Age	57
Title	Executive Vice-President
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p.64
Education	<p>College: Bachelor Science in Biological Sciences- West Visayas State University (1980-1984), Cum Laude Medical School: West Visayas State University – 1988 Residency: Pediatrics-West Visayas Medical Center Further Studies/Training: Bachelor of Science in Nursing, West Negros College Masteral: Masters in Hospital Administration, Cebu Doctors University (on going)</p>

Name	Dr. Marsha Lourdes P. Conanan - Morato
Age	37
Title	Corporate Secretary
Time spent on Issuer's business	Full Time

Hospital affiliation – 5 years	See Business and Professional Work Experience on p.64
Education	College: Bachelor of Science in Biochemistry-University of Sto. Tomas (2003) Medical School: West Visayas State University-College of Medicine (2007) Residency: Department of Anesthesiology-West Visayas State University Medical Center (2009-2012) Master of Management, Major in Hosp. Admin: Phil. Christian University – (on-going)

Name	Dr. Joanne B. Abril
Age	40
Title	Treasurer
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 65
Education	Course: Bachelor of Science in Medical Technology – FEU – NRMF (2000) Medical School: FEU-NRMF Institute of Medicine (2006) Residency: Internal Medicine – Rizal Medical Center – Pasig 2008 to 2011 Fellowship Training in Infectious Disease and Tropical Medicine San Lazaro Hospital 2011-2014 Masteral: Master of Management, Maj. In Hospital Administration: Phil. Christian University, 2019

Name	Dr. Claire B. Perez
Age	48
Title	Assistant Treasurer
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on p. 65
Education	Course: Bachelor of Science in Medical Technology – University of San Agustin (1992) Medical School: West Visayas State University (1997) Residency: Internal Medicine – St. Paul’s Hospital 1999-2001 Fellowship Training in Cardiology: St. Luke’s Medical Center Master of Management, Major in Hosp. Admin: Phil. Christian University – (on-going)

SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the security ownership of management in the common shares of the Company as of date of prospectus.

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
Ferjenel G. Biron	30,600,000		Filipino	30,600	14.96%
Simeon A. Arce, Jr.	3,400,000	6,800,000	Filipino	10,200	4.99%
Eileen May B. Debuque	3,400,000		Filipino	3,400	1.66%
MerideDaulo-Lavilla	3,400,000		Filipino	3,400	1.66%
Marsha Lourdes P. Conanan-Morato	3,400,000		Filipino	3,400	1.66%
Joanne B. Abril	3,400,000		Filipino	3,400	1.66%
Claire B. Perez	3,400,000		Filipino	3,400	1.66%

COMPENSATION

29. List the compensation paid by the Issuer to the Chief Executive Officers and four (4) most highly compensated officers other than the CEO, all of whom shall be individually named during the last fiscal year:

SUMMARY COMPENSATION TABLE

Annual Compensation

Name and Principal position		Year	Salary/month (PhP)	Bonus (PhP)	Other Annual Compensation
Chairman	Ferjenel G. Biron	2020	40,000.00	none	120,000 per diem
President	Simeon A. Arce, Jr.	2020	40,000.00	none	120,000 per diem
Vice Chairman	Eileen May B. Debuque	2020	30,000.00	none	120,000 per diem
Vice President	MerideDaulo-Lavilla	2020	30,000.00	none	120,000 per diem
Secretary	Marsha Lourdes P. Conanan-Morato	2020	35,000.00	none	120,000 per diem
Treasurer	Joanne B. Abril	2020	35,000.00	none	120,000 per diem

Assistant Treasurer	Claire B. Perez	2020	25,000.00	none	120,000 per diem
	All other officers and directors as a group unnamed	2020			560,000 per diem of 8 directors

* The Board of Officers started to receive salary only after June 2020 and per diem was paid depending upon available petty cash. The Officers waive their right to receive 13th month bonus.

30. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Expects compensation to change in the next year
<input type="checkbox"/>	Owes compensation for prior years

ARRANGEMENTS WITH OFFICERS, DIRECTORS, MANAGERS AND KEY PERSONS

31. The Issuer (select all that apply):

<input type="checkbox"/>	Has entered into employment or non-compete agreements with any Officer, Manager, Director or Key Person.
<input type="checkbox"/>	Plans to enter into employment or non-compete agreements with any Officer, Manager, Director or Key Person

INSOLVENCY LEGAL PROCEEDINGS OF MANAGEMENT AND KEY PERSONNEL

32. An Officer, Manager, Director, Key Person of the Issuer (Put in column if applicable and x otherwise):

Name	Position: D = Director ID – Independent Director O - Officer	Civil	Criminal	Administrative	Bankruptcy	Case Details
Debuque, Eileen May B.	D/O	x	x	x	x	
Biron, Ferjanel G.	D/O	x	x	x	x	
Daulo-Lavilla, Meride	D/O	x	x	x	x	
Conanan-Morato, Marsha Lourdes P.	D/O	x	x	x	x	

Arce, Simeon Jr. A.	D/O	x	x	x	x	
Regozo, Danilo C.	D	x	x	x	x	
Perez, Claire B.	D/O	x	x	x	x	
Torres, Peter Myron Jun O.	D	x	x	x	x	
Ardeña, Gregory Joseph Ryan A.	D	x	x	x	x	
Quimpo, Raymundo R.	D	x	x	x	x	
Abril, Joanne B.	D/O	x	x	x	x	
Francisco, Nikki James C.	ID	x	x	x	x	
Quintana-Bartolome, Delphine Joanne C.	ID	x	x	x	x	
Buenaflor, Patrick Dexter M.	D	x	x	x	x	
Quindor, Darcy A.	ID	x	x	x	x	

CERTAIN LEGAL PROCEEDINGS

This section applies to:

- The issuer, its subsidiaries and affiliates
- All Directors and Officers of the Issuer
- All Beneficial Owners of 10% or more of the Issuer's outstanding voting equity and
- All Promoters of the Issuers

33. Have any of the above-listed persons filed or subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive either at the time of the bankruptcy or within two (2) years prior to that time. [] Yes [] No

34. Have any of the above-listed persons been named as the subject of a pending felony or misdemeanor criminal proceeding excluding traffic violations or other minor offenses not related to fraud or a financial crime? [] Yes [] No

35. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction or administrative findings imposed by any government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last five (5) years related to his

or her involvement in any type of business, securities, insurance, or banking activity? Yes No

36. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity? Yes No

37. Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance or banking activity? Yes No

LITIGATION

38. The Issuer (select all that apply):

	Has been involved in litigation or subject to administrative action in the last five (5) years that has had a material effect upon the Issuer’s business, financial condition or operations
	Has pending litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
	Is currently threatened by litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
<input checked="" type="checkbox"/>	None of the above

FAMILY RELATIONSHIP

39. Describe any family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become directors or executive officers.

There are no family relationships existing among the Board of Directors or Executive Officers.

CERTAIN RELATIONSHIP AND RELATED PARTY TRANSACTIONS

40. The Issuer (select all that apply):

	Has made loans to an Officer, Manager, Director or Principal Stockholders within the last two (2) years
	Has one or more outstanding loans with an Officer, Manager, Director or Principal Stockholder in the future.
	Has done other business not associated with this offer with current Officer, Manager, Director, or Principal Stockholder within the last two (2) years

	Plans to do other business not associated with this offering with a current Officer, Manager, Director, or Principal Stockholder in the future
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FINANCIAL INFORMATION

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) OR PLAN OF OPERATION

Results of Operations (December 31, 2020 vs. December 31, 2019)

	For the year ended		Horizontal Analysis		Vertical Analysis	
	December 31, 2020	December 31, 2019	Inc (Dec)	%	2020	2019
Revenues	P-	P-	P-	-	n/a	n/a
Direct costs	-	-	-	-	n/a	n/a
Gross profit	-	-	-	-	n/a	n/a
Other income	130,873	1,037,529	(906,656)	(87%)	n/a	n/a
Gross income	130,873	1,037,529	(906,656)	(87%)	n/a	n/a
General and administrative expenses	(10,637,799)	(8,993,670)	1,644,129	18%	n/a	n/a
Loss from operations	(10,506,926)	(7,956,141)	(2,550,785)	32%	n/a	n/a
Income tax expense	-	-	-	-	n/a	n/a
Net loss for the year	(10,506,926)	(7,956,141)	(2,550,785)	32%	n/a	n/a
Add (deduct) comp income (loss)	-	-	-	-	n/a	n/a
Net comprehensive loss for the year	(10,506,926)	P(7,956,141)	P(2,550,785)	32%	n/a	n/a

Other income

Other income during December 31, 2020 is lower than December 31, 2019 at 87%. The decrease is due to the termination of time deposit in January 2020.

General and Administrative Expenses

General and administrative expenses during December 31, 2020 are higher than December 31, 2019 by 18%. This is due to honorarium expenses and increase in salaries and wages.

Finance Cost

No finance cost was incurred for the period December 31, 2020. All loans payable was settled on August 2, 2019.

Loss for the year

Loss for as of December 31, 2020 is higher than in the same period December 31, 2019 by 32%. This is due to the non-operational status of the Company. There is still no income to sustain the expenses.

Financial Condition (December 31, 2020 vs. December 31, 2019)

	As at December		Horizontal Analysis		Vertical Analysis	
	31, 2020	31, 2019	Inc (Dec)	%	2020	2019
ASSETS						
Current Assets						
Cash and cash equivalents	P52,858,801	P40,385,161	12,473,640	31%	18%	26%
Receivables	6,034,328	-	6,034,328	n/a	2%	-
Prepaid tax	64,270	-	64,270	n/a	-	-
	58,957,399	40,385,161	18,572,238	46%	20%	26%
Noncurrent Assets						
Property and equipment (net)	232,897,812	113,811,387	119,086,425	105%	80%	74%
	232,897,812	113,811,387	119,086,425	105%	80%	74%
TOTAL ASSETS	P291,855,211	P154,196,548	73,953,542	48%	100%	100%
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts and other payables	P6,678,053	P182	6,677,871	36691 60%	2%	-
Advances from shareholders	121,331,718	-	121,331,718	n/a	42%	-
TOTAL LIABILITIES	128,009,771	182	128,009,589	70334 939%	44%	-
Equity						
Share capital	178,756,000	158,600,000	20,156,000	13%	61%	103%
Additional paid-in capital	13,920,000	13,920,000	-	-	5%	9%
Deficit	(28,830,560)	(18,323,634)	(10,506,926)	57%	(10%)	(12%)
	163,845,440	154,196,366	9,649,074	6%	56%	100%
TOTAL LIABILITIES AND EQUITY	P291,855,211	P154,196,548	137,658,663	89%	100%	100%

Total Assets

Total assets increased from P291.9 million to P154.2 million 48% increase from December 31, 2019 to December 31, 2020. The increase was primarily due to increase in Property and Equipment because of the on-going construction of the hospital.

Cash and cash equivalents

Cash and cash equivalents increased by P12.5 million(31%), as a result of additional collection of subscription receivable from capital stock.

Receivables

The receivables amounting to P6.0 million as of December 31, 2020 consists mainly of advances to contactors.

Property and equipment

Property and equipment amounted to P232.9 million as of December 31, 2020, which consists mainly of the land and construction in progress of the hospital building.

Total Liabilities

Total liabilities increased by P128.0 million from December 31, 2019 to December 31, 2020. The increase was primarily due to retention payable and advances from stockholders to finance the construction of the hospital building.

Current Liabilities

The increase in current liabilities by P128.0 million was mainly due to retention payable and advances from stockholders to finance the construction of the hospital building.

Equity

The 6% increase in the total equity is due from collections of subscription receivables during the period. The Company is still non-operational and mostly of the expenses incurred is in line with planning and construction.

Results of Operations (December 31, 2019 vs. December 31, 2018)

	For the year ended		Horizontal Analysis		Vertical Analysis	
	December 31, 2019	December 31, 2018	Inc (Dec)	%	2020	2019
Revenues	P -	P -	P -	-	n/a	n/a
Direct costs	-	-	-	-	n/a	n/a
Gross profit	-	-	-	-	n/a	n/a
Other income	1,037,529	120,525	917,004	761%	n/a	n/a
Gross income	1,037,529	120,525	917,004	761%	n/a	n/a
General and administrative expenses	(8,993,670)	(9,305,417)	(311,747)	(3%)	n/a	n/a
Loss from operations	(7,956,141)	(9,184,892)	(1,228,751)	(13%)	n/a	n/a
Income tax expense	-	-	-	-	n/a	n/a
Net loss for the year	(7,956,141)	(9,184,892)	(1,228,751)	(13%)	n/a	n/a
Add (deduct) comp income (loss)	-	-	-	-	n/a	n/a
Net comprehensive loss for the period	P(7,956,141)	P(9,184,892)	(1,228,751)	(13%)	n/a	n/a

Other income

Other income in 2020 is higher than in 2019 at 761%. The increase was due to interest income time deposit account.

General and Administrative Expenses

General and administrative expenses in 2020 are slightly lower than in 2019 by 3%.

Finance Cost

Finance cost in 2020 is lower than in 2019 due to settlement of loans payable in August 2019.

Loss for the year

Loss for as of 2020 is lower than in 2019 by 13%. This due to the non-operational status of the Company. There is still no income to sustain the expenses.

Financial Condition (December 31, 2019 vs. December 31, 2018)

	As of December	As of December	Horizontal Analysis		Vertical Analysis	
	31, 2019	31, 2018	Inc (Dec)	%	2019	2018
ASSETS						
Current Assets						
Cash and cash equivalents	P40,385,161	P47,037,092	(6,651,931)	(14%)	26%	33%
Nontrade receivables	-	1,207,000	(1,207,000)	(100%)	-	0.8%
	40,385,161	48,244,092	(7,858,931)	(16%)	26%	34%
Noncurrent Assets						
Property and equipment (net)	113,811,387	94,361,291	19,450,096	21%	74%	66%
	113,811,387	94,361,291	19,450,096	21%	74%	66%
TOTAL ASSETS	P154,196,548	P142,605,383	P11,591,165	8%	100%	100%
LIABILITIES AND EQUITY						
Current Liabilities						
Nontrade and other payables	P182	P11,412,876	(11,412,694)	(100%)	-	8%
Loans payable – current	-	5,000,000	(5,000,000)	(100%)	-	4%
	182	16,412,876	(16,412,694)	(100%)	-	12%
Loans payable – noncurrent	-	15,000,000	(15,000,000)	(100%)	-	10%
Advances from officers	-	21,000,000	(21,000,000)	(100%)	-	15%
Advances from	-	70,500,000	(70,500,000)	(100%)	-	49%

stockholders							
	-	106,500,000	(106,500,000)	(100%)	-	74%	
Total Liabilities	182	122,912,876	(122,912,694)	(100%)	-	86%	
Equity							
Share capital	158,600,000	30,060,000	128,540,000	428%	103%	21%	
Additional paid-in capital	13,920,000	-	13,920,000	n/a	9%	-	
Deficit	(18,323,634)	(10,367,493)	(7,956,141)	77%	(12%)	(7%)	
	154,196,366	19,692,507	134,503,859	683%	100%	14%	
TOTAL LIABILITIES AND EQUITY	P154,196,548	P142,605,383	P11,591,165	8%	100%	100%	

Total Assets

Total assets increased from P142.6 million to P154.2 million, 8% increase from December 31, 2018 to December 31, 2019. The increase was primarily due to increase in Property and Equipment because of the on-going construction of the hospital building.

Cash and cash equivalents

Cash and cash equivalents decreased by P6.7 million (14%), as a result of payment of expenses and on-going construction of hospital building.

Property and equipment

Property and equipment amounted to P113.8 million as of December 31, 2019, which consists mainly of the land and construction in progress of the hospital building.

Total Liabilities

In 2019, nontrade and other payables, loans payable and advances from stockholders were paid. Advances from officers were converted to equity.

Current Liabilities

In 2019, nontrade and other payables, loans payable and advances from stockholders were paid.

Noncurrent Liabilities

In 2019, loans payable and advances from stockholders were paid. Advances from officers were converted to equity.

Equity

In 2019, increase in equity was due to proceeds from subscription of share capital and conversion of advances from officers. The Company is still non-operational and mostly of the expenses incurred is in line with planning and construction.

SUMMARY FINANCIAL INFORMATION

Prospective purchasers of the Offer should read the summary financial data below together with the financial statements, including the notes thereto, included in this Prospectus and “Management’s Discussion and Analysis of Results of Operations and Financial Condition”. The summary financial data for the years ended December 31, 2020 and 2019 are derived from the audited financial statements of Asia Pacific Medical Center – Aklan Inc., including the notes thereto.

The summary of financial and operating information of Asia Pacific Medical Center – Aklan Inc. presented below as of and for the years ended December 31, 2020 and 2019 were derived from the financial statements of Asia Pacific Medical Center – Aklan Inc., as audited by Mendoza Querido & Co., and have been prepared in compliance with the Philippine Financial Reporting Standards (“PFRS”).

The information below should be read in conjunction with the financial statements of Asia Pacific Medical Center – Aklan Inc. and the related notes thereto, which are included in Exhibit “G” and “G-1” of this Preliminary Prospectus. The historical financial condition, results of operations and cash flows of Asia Pacific Medical Center – Aklan Inc. are not a guarantee of its future operating and financial performance.

Statements of Income Data

	For the year ended	
	December 31, 2020	December 31, 2019
Revenues	P-	P-
Direct costs	-	-
Gross profit	-	-
Other income	130,873	1,037,529
Gross income	130,873	1,037,529
General and administrative expenses	(10,637,799)	(8,993,670)
Loss from operations	(10,506,926)	(7,956,141)
Finance cost	-	-
Loss before income tax	(10,506,926)	(7,956,141)
Income tax expense	-	-
Net loss for the year	(10,506,926)	(7,956,141)
Add (deduct) comp income (loss)	-	-
Net comprehensive loss for the year	(10,506,926)	(7,956,141)

Statements of Financial Position Data

	As at	
	December 31, 2020	December 31, 2019
ASSETS		
Current Assets		
Cash and cash equivalents	P52,858,801	P40,385,161
Receivables	6,034,328	-
Prepaid tax	64,270	-
	58,957,399	40,385,161

Noncurrent Assets		
Property and equipment (net)	232,897,812	113,811,387
	232,897,812	113,811,387
TOTAL ASSETS	P291,855,211	P154,196,548
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables	P6,678,053	P182
Advances from shareholders	121,331,718	-
TOTAL LIABILITIES	128,009,771	182
Equity		
Share capital	178,756,000	158,600,000
Additional paid-in capital	13,920,000	13,920,000
Deficit	(28,830,560)	(18,323,634)
	163,845,440	154,196,366
TOTAL LIABILITIES AND EQUITY	P291,855,211	P154,196,548

Statements of Cash Flows Data

	As at	
	December 31, 2020	December 31, 2019
<i>CASH FLOWS FROM OPERATING ACTIVITIES</i>		
Loss before tax	(P10,506,926)	(P7,956,141)
Adjustments to reconcile net receipts to net cash used in operating activities:		
Interest income	(130,873)	(1,037,529)
Depreciation	146,150	99,907
Operating cash flows before changes in working capital	(10,491,649)	(8,893,763)
Increase in receivables	(6,034,328)	-
Increase in prepaid tax	(64,270)	-
Increase (decrease) in accounts and other payables	6,677,871	(11,412,694)
Net cash used in operations	(9,912,376)	(20,306,457)
Interest received	130,873	1,037,529
<i>Net cash used in operating activities</i>	(9,781,503)	(19,268,928)
<i>CASH FLOWS FROM INVESTING ACTIVITIES</i>		
Additions to property and equipment	(119,232,575)	(18,343,003)
<i>Cash used in investing activities</i>	(119,232,575)	(18,343,003)
<i>CASH FLOWS FROM FINANCING ACTIVITIES</i>		
Proceeds from advances from stockholders	121,331,718	-
Proceeds from subscription of share capital	20,156,000	121,460,000

Payments of advances from stockholders	-	(70,500,000)
Payments of loans payable	-	(20,000,000)
Net cash provided by financing activities	141,487,718	30,960,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	12,473,640	(6,651,931)
CASH AND CASH EQUIVALENTS, beginning of year	40,385,161	47,037,092
CASH AND CASH EQUIVALENTS, end of year	P52,858,801	P40,385,161

Information on Independent Accountant and other Related Matters

EXTERNAL AUDIT FEES AND SERVICES

41. The External Auditor has rendered (select all that apply):

✓	audit of the registrant's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years
	Other assurance and related services that are reasonable related to the performance of the audit or review of the registrant's financial statements.
✓	The audit committee has approved the abovementioned services

42. 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, 2020 and 2019 amounts to ₱100,000.00, exclusive of 10% out-of-pocket expenses (OPEs) and 12% value-added tax (VAT).

Year	December 31, 2020	December 31, 2019
Audit Fees	₱200,000.00	₱100,000.00
Tax Fees	-	-
All Other Fees	-	-

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

43. The Issuer has no disagreement with its external auditor on any matter regarding (select all that apply):

✓	Accounting principles or practices
✓	Financial statement disclosures

✓	Auditing scope or procedure
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There were no disagreements with Mendoza Querido & Co. for the periods 2020 and 2019 on any matter relating to accounting principles or practices, disclosure of financial statements, auditing scope and procedures.

Note 3, *Transition to the PFRS*, to the financial statements provide discussion on the change in the financial reporting framework, pursuant to the Securities Regulation Code Rule 68, as Amended (2011), including adjustments made on prior period correction of errors in classification of accounts.

44. Describe any material tax consequences to Investors in this Offering:

TAXATION

This is just a summary of the material discussion on the taxation under the National Internal Revenue Code (NIRC), as amended by the TRAIN law, as a consequence of an investment in the Offer Securities. The discussion does not deal with all possible tax, consequences relating to an investment in common stocks and does not purport to deal with the tax consequences applicable to all categories, some of which may be subject to special rules.

As a general rule, all incomes derived from the Philippines are subject to income tax laws, except for some instances as specifically provided for by the National Internal Revenue Code and the TRAIN Law. Such income may be subject to a fixed rate or staggered rate as the case may be.

Net capital gains realized from selling of securities other than those traded in the stock exchange is subject to tax of 15% on the net capital gain. An exception of this would be those provisions of tax treaties. Also, value added tax is imposed on every sale or other disposition, in the course of trade or business, of tangible or intangible property based on the gross selling price or gross value in money of the goods or properties sold. If the seller of shares is a dealer of securities, this sale is subject to such value added tax.

Documentary Stamp Tax (DST). Upon the original issuance of Asia Pacific Medical Center-Aklan Inc. shares, DST will be imposed at a rate of P2.00 for every P200 or a fractional part of the par value of the shares to be issued. DST is payable on or before the 5th day of the month following the corporation's acceptance of the stock subscription. The secondary transfer of Asia Pacific Medical Center-Aklan Inc.'s shares is subject to documentary stamp tax at a rate of P1.50 on each P200 or fractional part thereof of the par value of the share transferred.

Tax on Capital Gains on the subsequent sale of the Asia Pacific Medical Center - Aklan Inc. shares is subject to Capital Gains Tax. The law provides that a 15% final tax is imposed upon the net capital gains realized during the taxable year from the sale, barter, exchange or other disposition of shares of stock in a domestic corporation, except shares sold or disposed of through the stock exchange [Sec. 28 (6) (5) (c) NIRC as amended]

Tax on Interest Income. Interest income earned and received by Asia Pacific Medical Center - Aklan Inc. from time deposits on excess cash is subject to a final withholding tax rate of 20% [Sec. 27 (D) (1),

NIRC as amended).

Tax on Dividend. The NIRC imposes a final tax of 10% upon the cash and/or property dividends actually or constructively receives by the individual from domestic corporation (Sec. 24 (B) (2). However, if the recipient of the dividend is a domestic corporation, the dividend received shall not be subject to tax [Sec. 27 (D) (4)].

Value Added Taxes. Sec. 105 of RA 8424 enumerates those liable to the Value Added Tax, they are: (1) those who in the course of trade or business, sells, barter, exchanges, leases goods or properties, renders services; and (2) any person who imports goods

INDEPENDENT AUDITORS AND COUNSELS

INDEPENDENT AUDITORS

Mendoza Querido & Co. was engaged by the Hospital to audit the Company's financial statements for the years ended December 31, 2020 and 2019. Their responsibility is to express an opinion on these financial statements based on their audits conducted in accordance with Philippine Standards on Auditing.

Mendoza Querido & Co. has neither shareholding in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Hospital. These independent public accountants will not receive any direct or indirect interest in the Hospital and in any securities thereof (including options, warrants, or rights thereto). The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The Audit Committee of the Company, reviews and monitors, among others, the integrity of all financial reports and ensures compliance with both internal financial management manual and pertinent accounting standards, including regulatory requirements

There is no arrangement that experts and independent counsels will receive a direct or indirect interest in the Issuer or was a promoter, underwriter, voting trustee, director, officer, or employee of the Issuer.

LEGAL MATTERS

All legal opinions/matters in connection with the issuance of each Offer will be passed upon by Atty. Ronald Renitz V. Ilas for the Company. Atty. Ilas has no direct interest in the Company.

Atty. Ilas may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that it does not conflict with other services he provides to his other clients.

OTHER MATERIAL FACTORS

Describe any other material factors that will or could affect the Issuer or its business or which are necessary to make any other information in this Statement not misleading or incomplete.