

Manila Standard

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I, Mario R. Policarpio Jr., Chief Accountant of Manila Standard, with office address at 6th Floor Universal Re Building, 106 Paseo de Roxas, Makati City, hereby depose and state that:

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a Notice:

**ASIA PACIFIC MEDICAL CENTER (APMC)-
AKLAN INC.**

**RE: NOTICE AND AGENDA OF THE 2023
ANNUAL MEETING OF STOCKHOLDERS**

IN WITNESS WHEREOF, I hereby affix my signature this 15TH day of AUGUST 2023 in Makati City.

MARIO R. POLICARPIO JR.
Authorized Signatory

SUBSCRIBED AND SWORN to before me this 15TH day of AUGUST, 2023 in Makati City, affiant exhibiting to me his SSS No. 33-0476897-7.

ATTY. SHERLOCK JUN C. VILLEGAS

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ASIA PACIFIC MEDICAL CENTER (APMC)-AKLAN INC.
(Formerly Allied Care Experts (ACE) Medical Center-Aklan Inc.)

NOTICE AND AGENDA OF THE 2023 ANNUAL MEETING OF STOCKHOLDERS

NOTICE is hereby given that the Annual Meeting of Stockholders of Asia Pacific Medical Center (APMC)-Aklan Inc. (the "Company") will be held on **31 August 2023, Thursday, 9AM**. The meeting will be conducted virtually and can be accessed at the link provided in the Company's website at <http://www.asiapacificmedicalcenteraklan.com/ASM2023/>.

The Agenda* of the meeting is as follows:

- Call to Order
- Proof of Notice of Meeting and Declaration of Quorum
- Reading and Approval of the Minutes of the Previous Stockholders' Meeting
- Presentation of the President's Report
- Presentation and Approval of the 2022 Annual Report and Financial Statements
- Election of the Members of the Board of Directors
- Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 2022 up to August 31, 2023.
- Appointment of External Auditor
- Construction and Interior Design Update
- Other Matters
- Adjournment

Only stockholders on record as of **August 11, 2023**, will be entitled to receive the notice and to vote at this meeting.

The Company will once again conduct a virtual annual stockholders' meeting to be able to accommodate shareholders from other areas especially the ones working abroad who will not be able to attend personally. The conduct of the Annual Stockholders' Meeting will be thru Zoom Teleconference on **August 31, 2023** and stockholders may attend by registering by **August 11, 2023** until **August 15, 2023**. Participants may send in questions or remarks via Company's email compliance@apmcaklan.com.

If you wish to cast your votes as a stockholder, you may vote remotely or in absentia, or through proxy. Voting by remote communication or in absentia may be done using the **online voting portal**. **Online voting is available starting on 15 August 2023, 0900H** until **25 August 2023, 1700H** to stockholders who register through the portal. The procedures for attendance and voting during the 2023 ASM will be sent to your email after successful registration and posted in Company's website.

Stockholders may send their duly accomplished proxies on or before **1700H of 24 August 2023** to the Corporate Secretary through email at compliance@apmcaklan.com and hard copies at the Asia Pacific Medical Center - Aklan at the Office of the Company located in 2nd Floor Aklan Polyclinic & Drugstore, Goding Ramos Street, Kalibo, Aklan. Validation of proxies will be on **24 August 2023** at the Office of the Corporate Secretary.

Marsha L. Torres P. Conanan-Morato, MD
Corporate Secretary

ANNEX "A"
EXPLANATION OF AGENDA ITEMS
(Including Agenda Items requiring Stockholders' Approval)

ITEM NO. 1: The Chairman will formally open the meeting at approximately 9AM.
ITEM NO. 2: Proof of Notice of Meeting and Determination of Quorum
RATIONALE: To inform the stockholders that notice requirements for the 2023 Annual Stockholders' Meeting (ASM) have been complied with in accordance with the Company's By-Laws and the Revised Corporation Code of the Philippines, and that quorum exists for the transaction of business.

The Corporate Secretary will certify the date when notices for the 2023 ASM were sent out to the stockholders of record. The Corporate Secretary will also certify the existence of a quorum, as verified and confirmed by the Board of Election Inspectors.

Voting shall be through proxy or remote communication or in absentia. Pursuant to Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or in absentia, stockholders may access APMC-Aklan's online web address at www.asiapacificmedicalcenteraklan.com, in order to register and vote on the matters at the meeting in absentia. A stockholder voting in absentia shall be deemed present for purposes of quorum.

The requirements and procedure for voting and participation in the 2023 ASM will be posted in the Company's website

- To access the online voting portal, stockholders are required the following information to the Office of the Corporate Secretary via email with subject "2023 ASM ONLINE REGISTRATION" at compliance@apmcaklan.com for the registration on 11 August 2023 until 15 August 2023:
 - Complete Name
 - Email Address (active and primary)
 - Mobile Contact Number (active and primary)
 - Birthdate
 - Tax Identification Number

NOTA BENS: Incomplete or inconsistent information may result in an unsuccessful registration. As a result, Stockholders will not be allowed to vote electronically in absentia but may still vote through the Chairman of the meeting as proxy, by submitting a duly accomplished proxy form, on or before 1700H of 24 August 2023.

- Only stockholders who registered and voted before the cut off time will be counted for quorum purposes.
- The conduct of the ASM will be thru Zoom Teleconference and stockholders may participate in the proceedings by logging in at the Zoom Teleconference with the Meeting Room ID and Password that will be sent by the Corporate Secretary thru registered email of the stockholders.
- The Corporate Secretary shall confirm and note the presence of each attendee and certify the existence of quorum.
- Stockholders who wish to make a remark, please press the icon "raise hand" for the Chairman to identify the person who would like to speak. Remarks shall first identify himself/herself and proceed after being acknowledged by the Chairman. He shall limit his remarks to the relevant agenda item under consideration. Typed-in remarks or questions sent through the portal shall be read out by the ASM moderator.
- Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
- All votes received within the cut-off shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by DT Auditing and Accounting Services, an independent third party canvasser which has been appointed as the Board of Election Inspectors.
- The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes casted for all items for approval under the agenda will be flashed on the screen.

ITEM NO. 3: Reading and Approval of the Minutes of the Previous Stockholders' Meeting
RATIONALE: To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.

Copies of the minutes of the meeting held on September 15, 2022 will be distributed upon successful registration to the 2023 ASM and posted on the Company's website. A resolution approving the minutes of the 2022 ASM will be presented to the stockholders for approval.

ITEM NO. 4: Presentation of the President's Report
RATIONALE: To appraise the stockholders of the Company's operating performance, financial condition and outlook.

The President, Dr. Simon A. Arce Jr., shall deliver a report to the stockholders on the 2022 operating and financial performance of the Company, as well as its outlook for 2023-2024.

ITEM NO. 5: Presentation and Approval of the 2021 Annual Report and Financial Statements
RATIONALE: To present to the stockholders the results of the Company's operations in 2022, in accordance with Section 74 of the Revised Corporation Code.

The Company's audited financial statements as of December 31, 2022 will be integrated and made part of the Company's Information Sheet that will be sent thru electronic mail to the stockholders at least 7 business days prior to the ASM. A resolution approving the 2022 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

ITEM NO. 6: Election of the Members of the Board of Directors
RATIONALE: To allow stockholders to elect the Company's Board of Directors in accordance with Section 24 of the Revised Corporation Code and the Company's By-Laws.

A stockholder may submit his/her nominee to the Company's Board of Directors in accordance with the deadlines set forth in the Company's By-Laws. The stockholders who nominated the independent and other directors are disclosed in the Information Statement. The Nominations and Election Committee assesses and evaluates the nominees before submitting the final list of qualified nominees to the stockholders for approval. The profiles of all the nominees are included in the Information Statement sent to the electronic mail of stockholders for their perusal.

Each common share of APMC-Aklan Inc. (Formerly ACEMC - Aklan Inc.) owned by a shareholder as of 11 August 2023 is entitled to at least one (1) Voting Share/s except in the election of directors where one share is entitled to as many votes as there are Directors to be elected.

There will be twelve (12) Regular Directors and three (3) Independent Directors to be elected. A shareholder owning 1 block of 10 shares have a total cumulative vote of 150 votes. A stockholder has the option to vote his shares for all nominees, not vote for any nominee, or vote for some nominees only, in such number of shares as the stockholder prefers, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholder is allowed to cast, based on the number of shares the stockholder owns.

The fifteen nominees receiving the highest number of votes will be declared as Directors of the Company.

ITEM NO. 7: Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management in 2022 until 31 August 2023.
RATIONALE: The acts and resolutions of the Board of Directors, Corporate Officers and Management adopted since the ASM last 15 September 2022 until 31 August 2023. A summary of these acts and resolutions are enumerated in the Information Statement. The Company regularly discloses material transactions approved by the Board of Directors. A resolution ratifying the acts and proceedings of the Board of Directors, Corporate Officers and Management will be presented to the stockholders for approval.

ITEM NO. 8: Appointment of External Auditor
RATIONALE: To appoint an auditing firm which can provide the assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Board of Audit Committee and the Board of Directors will endorse an external auditor for 2023 for the shareholders to appoint.

ITEM NO. 10: Other Matters and Adjournment
RATIONALE: The Chairman of the Meeting will open the floor for comments or queries by the shareholders. Stockholders may raise matters which may be properly taken up during the 2023 ASM.

(MS-AUG 9 & 10, 2023)