



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.asiapacificmedicalcenter-aklan.com/ASM2023/>.

The Agenda* of the meeting is as follows:


- I. Call to Order
- II. Proof of Notice of Meeting and Declaration of Quorum
- III. Reading and Approval of the Minutes of the Previous Stockholders' Meeting
- IV. Presentation of the President's Report
- V. Presentation and Approval of the 2022 Annual Report and Financial Statements
- VI. Election of the Members of the Board of Directors
- VII. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 2022 up to August 31, 2023.
- VIII. Appointment of External Auditor
- IX. Construction and Interior Design Update
- X. Other Matters
- XI. 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 16 August 2023, 0800H 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 Lourdes P. Conanán-Morato, MD
Corporate Secretary

**The rationale for each Agenda item is explained in the attached Annex "A".*



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 to 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.asiapacificmedicalcenter-aklan.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

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

NOTA BENE: 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**.

- ii. Only stockholders who registered and voted before the cut off time will be counted for quorum purposes.
- iii. 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.
- iv. The Corporate Secretary shall confirm and note the presence of each attendee and certify the existence of quorum.



- v. 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. He/she 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.
- vi. Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
- vii. 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.
- viii. 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. Simeon 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 what will be sent to 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 nominees, 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. 9: 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

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.

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2022-2023 BOARD OF DIRECTORS' PROFILE

The Asia Pacific Medical Center (APMC) – Aklan Inc. Currently has fifteen directors, three of whom are Independent Directors. Below is the profile of the directors, for 2022-2023, with their corresponding positions. The directors assumed their directorship during the Asia Pacific Medical Center (APMC) – Aklan Inc. formerly known as Allied Care Experts (ACE) Medical Center – Aklan’s 2021 Annual Stockholders’ Meeting for a term of one year, and until their successors are duly elected and qualified.

2022-2023 EXECUTIVE OFFICERS AND BOARD OF DIRECTORS	
	<p>FERJENEL G. BIRON, MD <u>Chairman – Board of Director</u></p> <p>Civil Status: Married Address: Ortigas, Pasig City Specialty Training: General Medicine</p>
	<p>SIMEON A. ARCE, JR., MD <u>President – Board of Director</u></p> <p>Civil Status: Married Address: Andagao, Kalibo, Aklan Specialty Training: Internal Medicine</p>
	<p>EILEEN MAY B. DEBUQUE, MD <u>Vice-Chairman – Board of Director</u></p> <p>Civil Status: Married Address: Tigayon, Kalibo, Aklan Specialty Training: Internal Medicine</p>
	<p>CLAIRE B. PEREZ, MD <u>Vice- President – Board of Director</u></p> <p>Civil Status: Married Address: Tigayon, Kalibo, Aklan Specialty Training: Internal Medicine – Cardiology</p>



MARSHA LOURDES P. CONANAN-MORATO, MD

Corporate Secretary – Board of Director

Civil Status: Married
Address: Tigayon, Kalibo, Aklan
Specialty Training: Anesthesiology



NIKKI JAMES C. FRANCISCO, MD

Assistant Secretary – Board of Director

Civil Status: Single
Address: Linabuan Norte, Kalibo, Aklan
Specialty Training: Pediatrics



JOANNE B. ABRIL, M.D.

Treasurer – Board of Director

Civil Status: Married
Address: Pook, Kalibo, Aklan
Specialty Training: Internal Medicine – Infectious Disease



GREGORY JOSEPH RYAN A. ARDEÑA, M.D.

Assistant Treasurer – Board of Director

Civil Status: Single
Address: New Buswang, Kalibo, Aklan
Specialty Training: Internal Medicine - Endocrinology



REGINA R. BUENAFLO, M.D.

Board of Director

Civil Status: Married
Address: Sitio San Antonio, Mangan, Banga, Aklan
Specialty Training: Obstetrics & Gynecology



RAYMUNDO R. QUIMPO, M.D.

Board of Director

Civil Status: Married
Address: Estancia, Kalibo, Aklan
Specialty Training: Orthopedic Surgery





	<p>MERIDE DAULO-LAVILLA, M.D. <u>Board of Director</u></p> <p>Civil Status: Married Address: Lapaz, Iloilo City Specialty Training: Pediatrics</p>
	<p>DANILO C. REGOZO, M.D. <u>Board of Director</u></p> <p>Civil Status: Married Address: Tanza, Iloilo City Specialty Training: Family Physician</p>
	<p>MARY KAREN VERONICA R. ICAMINA, M.D. <u>Lead Independent Director</u></p> <p>Civil Status: Single Address: Kalibo, Aklan Specialty Training: Obstetrics & Gynecology</p>
	<p>DELPHINE JOANNE C. QUINTANA-BARTOLOME, M.D. <u>Independent Director</u></p> <p>Civil Status: Married Address: Tigayon, Kalibo, Aklan Specialty Training: Obstetrics and Gynecology</p>
	<p>DARCY A. QUINDOR, M.D. <u>Independent Director</u></p> <p>Birthday: March 30, 1978 Civil Status: Married Address: Kalibo, Aklan Specialty Training: Ear/Nose/Throat-Head & Neck Surgery</p>



PROFILE OF CANDIDATES FOR 2023-2024 BOARD OF DIRECTORS

The Asia Pacific Medical Center (APMC) – Aklan Inc. will be electing fifteen (15) Board of Directors, three of whom are Independent Directors. Below is the profile of the directors, for 2022-2023, with their work experience.

	<p>FERJENEL G. BIRON, MD.</p> <p>Age: 58 Civil Status: Married Address: Ortigas, Pasig City Specialty Training: General Medicine Business and Professional Work Experience: Founding President/Past CEO – Phil Pharmawealth, Inc. Member, House of Representatives 13 th – 15th Congress, 17 th Congress (representing 4 th District of Iloilo) Past CEO – Endure Medical Inc. Chairman– Asia Pacific Medical Center (APMC) Aklan; Asia Pacific Medical Center (APMC) -Iloilo, Chairman and President – Asia Pacific Medical Center- Bacolod Director – ACEMC -Butuan, Tagum Global Medical Center, ACEMC- General Santos, ACEMC-CDO; President Aesthetica Manila; President- Smartlab Diagnostics</p>
	<p>EILEEN MAY B. DEBUQUE, MD.</p> <p>Age: 55 Civil Status: Married Address: Tigayon, Kalibo, Aklan Specialty Training: Internal Medicine Business and Professional Work Experience: Vice Chairman, APMC-Aklan (2018-present) Clinical Practitioner inInternal Medicine- Balbastro Medical Clinic (1998-present) Visiting Consultant-Saint Gabriel Medical Center(1998-present) Visiting Consultant-Dr. Rafael S. Tumbokon Memorial Hospital (2002-present); Visiting Consultant-Panay Health Care MPC Hospital (2013-present) Fellow, Philippine College of Physicians Member-PCP Capiz Aklan Chapter & PMA, Aklan Medical Society Visiting Consultant- Saint Jude’s Hospital (19982017) Visiting Consultant-Aklan Cooperative Mission Hospital (1998-2019) MICU Consultant-Dr. Rafael S. Tumbokon Memorial Hospital (2003-2005) Medical Officer IV (Dept. of Internal Medicine)-Dr. Rafael S.Tumbokon Memorial Hospital (19982002) Past Vice President, Past Secretary & Past Board of Director AklanMedical Society Masters in Mgmt, major in Hospital Administration, June 2018</p>



SIMEON A. ARCE, JR., MD.

Age: 60

Civil Status: Married

Address: Andagao, Kalibo, Aklan

Specialty Training: Internal Medicine

Business and Professional Work Experience:

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 Agroindustrial Corp 2006-present Treasurer – ACEMC Aklan Inc. 2018 -
2019

President – APMC-AKLAN INC. 2020



MERIDE DAULO-LAVILLA, MD.

Age: 60

Civil Status: Married

Address: Lapaz, Iloilo City

Specialty Training: Pediatrics

Business and Professional Work Experience:

Clinical Practitioner in Pediatrics-Lavilla Medical Clinic (1994-present) Professorial
Lecturer/Clinical Preceptor-WVSUCOLLEGE of Medicine (1994 to 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) 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-Healthlink Aklan, Inc.
(2014 present)



MARSHA LOURDES P. CONANAN-MORATO, MD.

Age: 40

Civil Status: Married

Address: Tigayon, Kalibo, AklanSpecialty

Training: Anesthesiology

Business and Professional Work Experience:

Chief Resident- Dept. of Anesthesiology- West Visayas StateUniversity Medical Center (2009-2012);

Medical Specialist I- Ibaday District Hospital (2012-2016);

Chairman- Dept. of Anesthesiology (2012-present)- Saint Gabriel Medical Center

Chairman- Dept. of Anesthesiology (2014-2018) - Panay Health Care MPC Hospital

Chairman- Dept. of Anesthesiology (2014-2018) Aklan Baptist Hospital

Visiting Consultant- Aklan Cooperative Mission Hospital, Dr. Rafael S.Tumbokon Memorial Hospital, St. Jude's Hospital

Auditor/ Member- Aklan Medical Society (2014-2016/ 2013-present)

Corp Secretary/Board of Director – ACEMC Aklan Inc. (2018 -2019)

Corp Secretary/ Board of Director – APMC-AKLAN INC. (2020- present)



JOANNE B. ABRIL, MD.

Age: 43

Civil Status: Married

Address: Pook, Kalibo, Aklan

Specialty Training: Internal Medicine – Infectious Disease Business and Professional Work Experience:

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 APMC Aklan Inc 2020



CLAIRE B. PEREZ, MD.

Age: 51

Civil Status: Married

Address: Tigayon, Kalibo, Aklan

Specialty Training: Internal Medicine – CardiologyBusiness and Professional Work Experience:

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 CapizAklan Chapter Secretary – 2015

PCP Capiz-Aklan Chapter Asst. Secretary/Treasurer – 2016PCP Vice President, Capiz-Aklan Chapter (2018-2019) PCP President, Capiz-Aklan Chapter 2019

Director ACEMC Aklan Inc 2018 – 2019

Director/Assistant Treasurer APMC Aklan 2020



GREGORY JOSEPH RYAN A. ARDEÑA, MD.

Age: 47

Civil Status: Single

Address: New Buswang, Kalibo, Aklan

Specialty Training: Internal Medicine – Endocrinology

Business and Professional Work Experience:

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 – APMC Aklan Inc



REGINA R. BUENAFLO, MD.

Age: 43

Civil Status: Married

Address: Sitio San Antonio, Mangan, Banga, Aklan Specialty Training:

Obstetrics & Gynecology

Business and Professional Work Experience:

Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Dr. Rafael S. Tumbokon Memorial Hospital, Saint Jude Hospital, Aklan Cooperative Mission Hospital

Board of Director APMC Aklan Inc. 2021



NIKKI JAMES C. FRANCISCO, MD.

Age: 38

Civil Status: Single

Address: Linabuan Norte, Kalibo, Aklan

Specialty Training: Pediatrics

Business and Professional Work Experience:

Visiting Consultant- Saint Gabriel Medical Center, Panay Health Care MPC Hospital, Aklan Mission Cooperative Hospital, Dr. Rafael S. Tumbokon Memorial Hospital

Asst. Secretary – APMC Aklan Inc



RAYMUNDO R. QUIMPO, MD.

Age: 49

Civil Status: Married

Address: Estancia, Kalibo, Aklan Specialty Training:

Orthopedic Surgery

Business and Professional Work Experience:

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.- APMC Aklan Inc.



DANILO C. REGOZO, MD.

Age: 60

Civil Status: Married Address:



Tanza, Iloilo City

Specialty Training: Family Physician Business and

Professional Work Experience:

Director- APMC-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

INDEPENDENT DIRECTORS

	<p>DELPHINE JOANNE C. QUINTANA-BARTOLOME, MD.</p> <p>Age: 42 Civil Status: Married Address: Tigayon, Kalibo, Aklan Specialty Training: Obstetrics & Gynecology Business and Professional Work Experience: 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 APMC Aklan Inc</p>
	<p>MARY KAREN VERONICA R. ICAMINA, MD.</p> <p>Age: 45 Civil Status: Single Address: Kalibo, Aklan Specialty Training: Obstetrics & Gynecology Business and Professional Work Experience: Visiting Consultant- Saint Gabriel Medical Center, Aklan Mission Cooperative Hospital, Saint Jude Hospital, The Health Centrum, Roxas City, MMG Aklan Specialty Clinics, Board of Director 2012 present Saint Gabriel Medical Center, Head Department of Obstetrics and Gynecology 2013 - present; Director APMC Aklan Inc; Director – APMC Aklan Inc</p>
	<p>DARCY A. QUINDOR, MD.</p> <p>Age: 45 Civil Status: Married Address: Kalibo, Aklan Specialty Training: Ear/Nose/Throat – Head & Neck Surgery Business and Professional Work Experience: 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 APMC Aklan Inc</p>