



ALLIED CARE EXPERTS (ACE) MEDICAL CENTER- PALAWAN, INC.

South National Highway, Barangay San Pedro, Puerto Princesa City
Province of Palawan

Contact Number: (0935) 5185-968 / (0917) 1200-913/ (048) 717-00-19

Facebook Acct. : ACE Medical Center Palawan

Web site: www.acemcpalawan.org

Email address : palawanacegroup@gmail.com

PROSPECTUS

Primary offer and sale of 36,000 common shares of Allied Care Experts (ACE) Medical Center-Palawan, Inc. equivalent to 3,600 blocks (consisting of 10 shares per block) at an offer price ranging from ₱150,000.00 per block up to a maximum offer price of ₱600,000.00 per block with an aggregate principal amount of Nine Hundred Ninety Nine Million Nine Hundred Thousand Pesos (₱999,900,000.00).

The securities will be traded Over-the-Counter through Dr. Lumen R. Palanca the company's Chief Financial Officer.

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 EXCHANE COMMISSION.

The date of this Prospectus is March 19, 2021

This Prospectus relates to the primary offer and sale of 3,600 blocks or 36,000 common shares (consisting of 10 shares per block) with an aggregate principal amount of Nine Hundred Ninety Nine Million Nine Hundred Thousand Pesos (₱999,900,000.00) of Allied Care Experts (ACE) Medical Center-Palawan, Inc. (the "Company", the "Issuer", or "Company Name") to be offered in tranches on a staggered basis and are intended to be sold at an increasing Offer Price.

The Registrant expects to raise gross proceeds amounting to P999,900,000.00 and the net proceeds are estimated to be at least ₱996,926,860.25 after deducting fees, commissions 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 of the hospital, payment of existing loan with interest, procurement of medical equipment. For further detailed information on the use of proceeds, see "Use of Proceeds" on page 29-30 of this 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 49 on Dividends and Dividend Policy of this Prospectus.

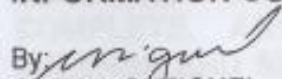
Unless otherwise, indicated, all information in this Prospectus is as of the date of this Prospectus. Neither the delivery of this Prospectus nor any sale made pursuant to this Prospectus shall, under any circumstances, create implication that the information contained herein is correct as of any date 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 Prospectus does not constitute an offer or 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 due diligence 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 THEREIN IS TRUE AND CURRENT.

By: 
EDITHA C. MIGUEL, M.D.
President and Chief Executive Officer
Allied Care Experts (ACE) Medical Center-Palawan, Inc.

SUBSCRIBED AND SWORN to before me, this 03-19-21, affiant exhibiting to me her PRC Identification No. 49831 as competent evidence of identity.

Doc No. 82
Page No. 18
Book No. CCCLXI
Series of 2021.



NOTARY PUBLIC
ATTY. ROLAND E. PAY
NOTARY PUBLIC
UNTIL DEC. 31, 2021
PTR NO. 262993781-04-2021
IBP NO. 001622710-25-2019
ROLL NO. 32126
ICLE COMPLIANCE NO. VI-00258874-29-2019



South National Highway, Barangay San Pedro, Puerto Princesa, Palawan
Contact Number: (0935) 5185-968/ (0917) 61200-913/ (048) 717-00-19
Facebook Acct. : ACE Medical Center Palawan
Web site: www.acemcpalawan.org
Email Address : palawanacegroup@gmail.com

March 15, 2021

CERTIFICATION

This is to certify that the restrictions on the shares being offered, as represented in the Final Prospectus of Allied Care Experts (ACE) Medical Center-Palawan Inc. ("ACE-Palawan"), are reflected in ACE-Palawan's Articles of Incorporation.


EDITHA C. MIGUEL M.D.

President

Allied Care Experts (ACE) Medical Center-Palawan

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PAGE NO. 18
BOOK NO. CCCLX
SERIES OF 71



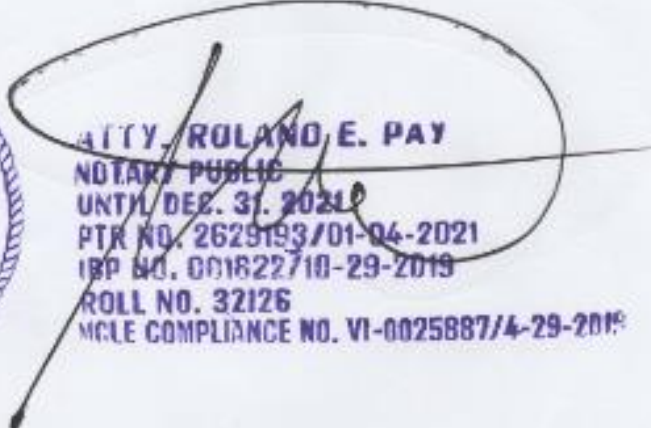

ATTY. ROLANDO E. PAY
NOTARY PUBLIC
UNTIL DEC. 31, 2021
PTR NO. 2629193/01-04-2021
IBP NO. 001822/10-29-2019
ROLL NO. 32126
MCLE COMPLIANCE NO. VI-0025887/4-29-2019

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS	6
DEFINITION OF TERMS	7
EXECUTIVE SUMMARY	11
Brief Background on the Company.....	11
Business Strategies	12
RISK FACTORS.....	12
Operating History.....	13
BUSINESS INFORMATION	17
Description of Business.....	17
Competition	18
Employees	19
Medical Practitioners	20
Properties.....	20
Legal Proceedings of Company, its Subsidiaries and/or Affiliates.....	22
Service Departments.....	22
TRANSACTIONS WITH AND/OR DEPENDENCE ON RELATED PARTIES.....	29
USE OF PROCEEDS	29
Net Proceeds	29
Detailed Use of Net Proceeds	30
DESCRIPTION OF SECURITIES OFFERED	34
Securities of the Registrant.....	34
Secondary Offering	36
Recent sale of Unregistered or Exempt Securities.....	36
DETERMINATION OF THE OFFER PRICE	37
DILUTION.....	37
Terms and Conditions of the Offer.....	38
Management Discounts and/or Privileges	40
Investor Restrictions.....	42
ACE Palawan Preliminary Prospectus	4

PLAN OF DISTRIBUTION.....	43
CAPITALIZATION.....	45
Capital Stock.....	45
OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS	45
Outstanding Securities.....	45
Stockholders	46
Original Stockholders	46
Current Stockholders.....	47
DIVIDENDS AND DIVIDEND POLICY.....	49
BOARD OF DIRECTORS.....	50
Directors	50
Business and Work Experience	50
Security Ownership of Directors	53
MANAGEMENT.....	54
Officer, Manager and Key Person.....	54
Security Ownership of Officers, Managers and Key Persons	57
Compensation.....	57
Arrangements with Officers, Directors, Managers and Key Persons.....	58
Insolvency Legal Proceedings of Management and Key Personnel.....	58
Certain Legal Proceedings	60
Litigation.....	62
FAMILY RELATIONSHIP	62
CERTAIN RELATIONSHIP AND RELATED PARTY TRANSACTIONS	62
FINANCIAL INFORMATION	62
Management Discussion and Analysis (MD&A) or Plan of Operation.....	62
Summary Financial Information.....	Error! Bookmark not defined.
INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS	68
External Audit Fees and Services	68
Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.....	69
Taxation.....	69

INDEPENDENT AUDITORS AND COUNSELS	70
Tax and Legal Matters.....	70
Independent Auditors	70

OTHER MATERIAL FACTORS.....	70
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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 disclaims 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:

ACE Medical Center – Palawan Inc. or ACEMC Palawan Inc.	Refers to Allied Care Experts (ACE) Medical Center-Palawan, Inc., the stock corporation that owns and operates ACE Medical Center Palawan (“hospital”) located at South National Highway, Brgy. San Pedro, Puerto Princesa, Palawan Also the Registrant and Issuer of Offered Shares
ACEMC Palawan	Refers to Allied Care Experts (ACE) Medical Center - Palawan, the hospital, owned and operated by ACEMC Palawan, Inc.
Accredited Healthcare Organization	A natural or juridical persons engaged in healthcare related business, such as, but not limited to, health insurance companies, health maintenance organizations (HMOs), medical suppliers, and the likes, which have been permitted to extend their services in ACE Medical Centers in accordance with the accreditation procedures of ACE Group of Companies.
Affiliated Hospitals	ACE Group of Hospitals such as Tuguegarao, Subic, Baliuag, San Jose del Monte, Valenzuela, Quezon City, Pateros, Mandaluyong, Legazpi, Iloilo, Dumaguete, Bayawan, Bohol, Tacloban, Butuan, Dipolog, Cagayan de Oro, Butuan and General Santos among others.
Applicant	Any person who submits a duly accomplished Application to Purchase, together with all requirements set forth therein
Articles	The Articles of Incorporation of the Registrant and all amendments thereto
BIR	The Bureau of Internal Revenue
Board of Directors or Directors	The Board of Directors of the Registrant consisting of fifteen (15) members
By-laws	The By-laws of the Registrant and all amendments thereto.
Common Stock	With respect to any Person, any and all shares, interests, rights to purchase, warrants, options or other participations in, and other equivalents of such Person’s common stock or ordinary shares, whether or not outstanding

Confinement Duration	Discounted (50% or 100%) confinement in any of the affiliated hospitals for the total duration of forty-five (45) days per annum per stockholder/dependent, non-cumulative (i.e. no carry-over to the next year) and non-transferable
Credentialing	Credentialing is a systemic approach of assessing a health provider's qualifications relating to professional competence and conduct. This includes a review of relevant training, academic background, experience, licensure, certification, and/or registration to practice in a health care field.
Cumulative Voting	A method of election of the board of directors used whereby a stockholder may cast as many votes for directors as he or she has shares of stock, multiplied by the number of directors to be elected.
DBP	The Development Bank of the Philippines
Dependents	Refers to the legitimate or legally adopted single children <i>under 21 years of age</i> , acknowledged illegitimate single children <i>under 21 years of age</i> , children of any age – legitimate, adopted or acknowledged illegitimate with disability (PWD), natural parents of stockholder
Discounts	Refers to the deduction from the usual cost given to stockholder when they avail of the medical services and products of ACEMC Palawan
DOH	The Department of Health
Environmental Compliance Certificate or 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
Exchange	Open, organized market place (such as "Stock Exchange") where buyers and sellers negotiate prices
HFSRB	Health Facilities and Services Regulatory Bureau
House Case	All stockholders are considered house cases. Walk-in patients with no identified attending physicians.
House Case Rates	Rates for both hospital and professional bills, applicable to house cases that are determined by the hospital
IC	The Insurance Commission
Independent Director or ID	As used in Section 38 of the Code, a person who apart from his fees and shareholdings, is independent of management and fees from any business or other relationship which could or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company

Level 1 Hospital	Hospital with minimum services stipulated by DOH under Administrative Order No. 2012-0012 including, but not limited to bed space for its authorized bed capacity, operating room with standard equipment, maternity facilities, licensed secondary clinical laboratory, level 1 imaging facility, licensed pharmacy
Level 2 Hospital	Hospital with as minimum all of level 1 capacity, including, but not limited to departmentalized and equipped services to support board certified/eligible medical specialists.
Management	Refers to the Chairman and the Board of Directors
Medical Equipment	Medical devices requiring calibration, maintenance, repair, user training and decommissioning activities usually managed by clinical engineers. Medical equipment is used for the specific purpose of diagnosis and treatment of disease or rehabilitation following disease or injury; it can be used either alone or in combination with any accessory, consumable or other piece of medical equipment.
Medical Specialist	A doctor or medical practitioner who has successfully passed the screening process of ACE Palawan whose services shall be offered to the public.
Medical Stockholder	A stockholder who is a healthcare Professional with privilege to practice in any ACE-member hospital.
Minimum Subscription	Subscription to at least one (1) block or ten (10) common shares subject to pre-qualification procedures
Occupancy Agreement	The agreement between the Registrant and holders of Common Shares outlining the terms and conditions of the occupancy, per se and enjoyment of the facilities at ACE Medical Center - Palawan
Offer	The public offer for sale, distribution and issuance of Offer Shares by the Issuer to eligible investors
Offer Price	The various prices at which Offer Shares will be sold in tranches to the public as indicated in this Prospectus
Offer Shares	Primary Offering of 3,600 blocks or 36,000 Common Shares of Allied Care Experts (ACE) Medical Center - Palawan, Inc. to be sold in tranches at an Offer Price in progressive amounts
Over-the-Counter or "OTC"	Off-exchange trading is done directly between two (2) parties without the supervision of an Exchange
Permit to Sell Securities	The permit to be issued by the SEC authorizing the Issuer to sell, distribute and issue the Offer Shares to the public
PHIC or Philhealth	Philippine Health Insurance Corporation

Portability (Extended Benefit)	Refers to the benefits given using the schedule of discounts given to dependents, which may be availed by the principal investor, his/her spouse, dependents and natural parents in all medical facilities that are members of, or affiliated with the ACE Group of Hospitals
PRC	The Professional Regulation Commission
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.
Pre-qualification Procedures	Process whereby the Credentialing Committee takes information from applicants and makes a tentative assessment of his/her qualification to become a potential investor.
Privileging	The process by which the hospital determines what procedures may be performed or which conditions may be treated by each physician by matching the staff's education, experience and training with particular procedure he wishes to perform or conditions he seeks to treat.
Prospectus	This document and any supplements or amendments thereto, pertaining to the issuance and sale of the Offer Shares.
Registration Statement	The registration statement filed by the Issuer with the SEC in relation to the registration and the offer and sale to the public of the Offer Shares, as the same may be amended . The Registration Statement was rendered effective by the SEC on [•] 20 pursuant to SEC MSRD Order No. [•] Series of 20
Rules and Regulations/ Internal Rules	The rules and regulations of Allied Care Experts (ACE) Medical Center – Palawan, Inc., concerning qualification, procedures, availment, use of ACE Medical Center - Palawan facilities and services, and all amendments thereto.
SEC	The Securities and Exchange Commission
SRC or Code	The Securities Regulation Code
STP	Sewage Treatment Plant
Stockholder	An individual or medical practitioner that holds one or more blocks of shares in Allied Care Experts (ACE) Medical Center - Palawan, Inc, and whose name the share certificate is issued.
Stock Certificate	Stock Certificate representing ownership in ACE Palawan upon full payment of Offer Price.
Subscription Agreement	An application submitted by an investor wishing to invest in ACE Palawan. The agreement sets forth the terms under which the investor will be bound if accepted. It is a two-way guarantee between the Issuer and a subscriber (investor).

	The Issuer agrees to sell a certain number of shares at a specific price, and in return, the subscriber promises to buy the shares at the pre-determined price.
Tax Code	The National Internal Revenue Code of 1997, as amended.
Taxes	Any present or future taxes, including, but not limited to, documentary stamp tax, levies, imposts, filing and other fees or charges imposed by the Republic of the Philippines or any political subdivision or taxing authority thereof, including surcharges, penalties and interests on said taxes, but excluding final withholding tax, gross receipts tax, taxes on the overall income of the underwriter or of the Bondholders, value added tax, and taxes on any gains realized from the sale of the Offer Bonds.
The "Project"	Refers to ACE Medical Center – Palawan on-going construction located at South National Highway, Brgy. San Pedro, Puerto Princesa City, Palawan
Use of Proceeds	The net proceeds from the Offered Shares shall be used to finance the development and construction, operations, cost of medical equipment, among others, of the ACEMC Palawan
Working Capital	The capital of a business which is used in its day to day operations calculated as current assets minus the current liabilities. It is the capital of a business which is used in its day-to-day operations.

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

ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - PALAWAN, INC. is a stock corporation duly organized under the laws of the Republic of the Philippines on 20 January 2017, under SEC Registration Number CS201702182. The Principal Business address is currently at 2nd Floor Jomari Building B. Malvar Street, Puerto Princesa, Palawan. Once the construction of the hospital and its facilities is completed, the company will amend its Articles of Incorporation to reflect the new address of the Registrant where the hospital is located.

Allied Care Experts (ACE) Group of Hospitals started with a vision in the pioneering leadership of its chairman Dr. Amado Manuel C. Enriquez Jr. who realized that the hospital industry needed a paradigm shift by empowering doctors to build, own and manage their own hospitals since they understand their patients' needs better and therefore provide better healthcare services unlike hospitals that are owned by the government, families, business and religious groups wherein doctors are mere employees and have no stake in its operation and progress. It is based on the concept of hospitals being owned and run by medical professionals. Majority of its founders and stockholders are experienced hospital builders and administrators involved in various hospital projects.

On 05 May 2017, ground breaking ceremony for the construction of the 8-storey health facilities was held. It is the 11th project of ACE Group of Hospitals located nationwide, 14 in Luzon, 10 in Visayas and 6 in Mindanao. Allied Care Group is currently establishing 7 more new medical centers nationwide.

ACEMC Palawan (“Hospital”) will be a Level 2 medical center with a 120-bed capacity in an 8-storey building with basement, with a total floor area of 16,538 sq.m constructed on a 7,072 sqm. property located in the center of Puerto Princesa City, along South National Highway, Barangay San Pedro.

Core Business

Allied Care Expert (ACE) Medical Center - Palawan, Inc. was established to maintain, operate, own, and manage hospital, medical and related healthcare facilities and businesses such as, but without restriction to clinical laboratories, diagnostic centers, ambulatory clinics, 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.

BUSINESS STRATEGIES

The principal strategies of ACE Group:

- Provide advanced medical facilities in a multicenter network
- Excellence in medical healthcare with compassion, placing the patient’s well-being and satisfaction as its highest priority
- Offer convenience and quality service as a “One-Stop-Shop” with cutting-edge technology, complete laboratory and imaging facilities, Physical and Rehabilitation Facilities managed by dedicated and competent professionals
- Commitment to deliver a high quality service, pursued innovations and research that will transform into holistic care of patients.
- Competitive offer price of the securities to be able to attract investors and medical and dental practitioners
-

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 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.
√	Hospitals 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 availability of the credit line facility with the Development Bank of the Philippines amounting to Seven Hundred Million Pesos (₱700,000,000.00). Furthermore, holders of Founders' shares are readily available to support and provide additional funding for the Hospital's operations.

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.
√	The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations.

However, the Issuer can mitigate said risk by:

Making a drawdown on the outstanding credit line facility with the Development Bank of the Philippines amounting to Seven Hundred Million Pesos (₱700,000,000.00).

Key Personnel

N/A	The Issuer success depends substantially on the services of a small number of individuals
N/A	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.
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However, the Issuer can mitigate said 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 a career path of key officers and employees to ensure continued stay and loyalty to the company.

Inexperience Management (select all that apply):

N/A	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.
N/A	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**

Past Failures

N/A	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

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.

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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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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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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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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Restriction on the Transfer of Shares

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

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 Founders 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 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 share of the capital stock in violation of the foregoing provisions shall be null and void and shall not be transferable in the book of the Corporation.

The prospective investor should read, understand and comply with all their obligations as Holder of Common shares and is also advised to seek independent legal counsel to apprise him of his rights and obligations thereunder.

Adjustments to Development Cost

One of factors that influenced the Offer Prices for each tranche offering of common shares is the projected total development costs for the hospital and the presumption that all the Offered Shares will be sold. The Issuer's inability to sell a critical number of Offered Shares unavoidably affected the funding requirements of the development cost. In such a case, the Issuer relies on advances from stockholders and or financing from the DBP. Any fees, interest, charges and other costs to obtain funding from third parties means additional development costs to the Issuer.

Other Risks

Financial and Economic Risks

Credit Risks is inherent in the nature of the hospital business. An economic downturn coupled with new laws that would affect the hospital's ability to collect payments from the patients will increase this risk and impact on ACE Medical Center – Palawan's Doctor's liquidity.

Foreign Exchange is another factor that significantly impacts on the operation. The possibility that the peso will weaken will affect company's ability to purchase imported medical supplies and equipment.

Substitute Products and Services in the form of specialty clinics are gaining ground and compete with big hospitals on specific fields.

Pandemic Risk

The rare occurrence of pandemics can overwhelm any hospital. Pandemics will introduce new policies and protocols for patient care and health services that could strain manpower and resources. The hospital has a prepared plan for the infrastructure as well as policies regarding handling of pandemic patients should there be a need for it.

Socio-Economic and Political Risks

The demand for medical practitioners and health professional staff abroad and the need of Filipino workers to seek greener pastures are likely to continue for the next ten years. ACE Medical Center – Palawan's Doctor's ability to deliver quality patient care will be affected by continuing exodus of well-trained qualified healthcare practitioners.

Technology

ACEMC Palawan's commitment to deliver advanced medical treatment will require it to continually invest substantially in machinery, equipment and technology. This will put too much pressure on every Level 2 hospital as it continues to embrace the benefits of latest technologies.

New Entrant Risk

Many hospitals are upgrading their facilities and are offering similar services thus creating a more competitive market. The intensity of competition is not confined locally. Hospitals in other Asian countries are on high gear in attracting foreign patients as part of the growing medical tourism in Asia Pacific Region.

The risk disclosure above does not purport to disclose all the risks and other significant aspects of investing in the Offered Shares. A potential investor may request information on the Offered Shares and the Issuer from regulatory agencies which are available to the public.

BUSINESS INFORMATION

DESCRIPTION OF BUSINESS

2. Business of the Issuer and form of organization

ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - PALAWAN, INC. is a stock corporation duly organized under the laws of the Republic of the Philippines on 20 January 2017. It was established to maintain, operate, own, and manage hospital, medical and related healthcare facility and businesses such as, but without restriction to clinical laboratory, diagnostic center, ambulatory clinic, 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.

3. Anticipated Business Plan of the Issuer

ACEMC Palawan aims to be the benchmark of a successful health provider in Puerto Princesa, Palawan by setting 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.

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

When operational, ACEMC Palawan will be a globally competitive private hospital in Puerto Princesa City in the Province of Palawan. It will be a 120-bed, Level 2 Philhealth accredited hospital. The medical services will be departmentalized according to specialty, along with the ancillary services such as the laboratory, pharmacy, rehabilitation, radiology and dental services among others.

The hospital will serve the patients of Puerto Princesa City and other municipalities surrounding the city and other catchment areas with the main objective of delivering quality health care services, which will be affordable for the Palaweno.

Allied Care Experts Medical Center-Palawan, Inc. will be an 8-storey 120-bed capacity hospital with 2 basement parking with total floor area of 16,538 sq.m. constructed in a 7,072 sq.m. property located in the center of Puerto Princesa City, along National Highway, Barangay San Pedro, Puerto Princesa City, Palawan. 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.

4. Operations

The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Has never conducted operations
-------------------------------------	---------------------------------------

√	Is in the construction development stage
	Is currently conducting operations
	Has shown a profit in the last fiscal year

The construction of the ACEMC Palawan is currently on-going and expected to be finished within two (2) years from 2019. However, because of the current pandemic situation, there has been delays in construction brought about mostly by delays in delivery of materials. Subsequently, the expected completion of the construction is expected to be within the first quarter of 2022.

5. Jurisdiction: Is the Issuer an entity organized and doing business in the Philippines?
 Yes _____ No

6. Date of Incorporation: **20 January 2017**

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

COMPETITION

Puerto Princesa City, is a 1st Class Highly Urbanized City. According to the 2015 census, it has a population of 255,116 people a densely populated city. In terms of land area, the city is the second largest geographically after Davao City with an area of 2,381.02 square kilometers. It is known as the “Eco Tourism Center of the Philippines”. In recent years, the city has seen an increase in the number of tourist bringing with them trade and business for the city.

Waves of migrants from other provinces, and even other countries have turned Puerto Princesa into a melting pot of various cultures. Total inhabitants number 255,115 (as of 2015) of which three quarters of the population resides in the city proper, an urban settlement on the shores of Puerto Princesa Bay.

The Issuer belongs to the industry which caters to the need of the public and medical specialist for hospital facilities. There are no recognized trends within such industry. The geographic area of competition is within Puerto Princesa City where the following hospitals are operating:

HOSPITAL	LOCATION	BED CAPACITY	CATEGORY	LEVEL CLASSIFICATION
Adventist Hospital Palawan	Brgy. San Pedro, Puerto Princesa, Palawan	162	Private	Level 2
Ospital ng Palawan	220 Malvar Street, Puerto Princesa, Palawan	150	Public	Level 1
Palawan MMG Cooperative Hospital	Corner Burgos and Mabini Street, Puerto Princesa, Palawan	120	Public	Level 2

ACE Medical Center-Palawan is primarily owned and managed by doctors specialists who have established medical practice in the Province of Palawan. This unique set up has built a strong foundation for the hospital since each doctor-stockholder has established patients following their respective fields. Furthermore, the roster of local medical practitioners have signified their commitment to the hospital. It will offer full range of medical services including Neurosurgery and Minimally Invasive Surgery.

The strategic location of ACEMC Palawan primarily influence the decision of medical practitioners to subscribe to the shares of stock of ACEMC Palawan. Price and quality of facility management, location and proximity to patients, reasonableness of the offer price and quality of facilities enables ACEMC Palawan to effectively compete within the area.

The company is headed by its Chairman and COO, Dr. Amado C. Enriquez, who is a Cardio-Thoracic Surgeon himself. With a group of doctors from other specialties and some professionals, they pioneered in the formation of the company. The Corporate Social Responsibility firmly rests on the core values of Compassion, Excellence, Integrity and Efficiency. This is the moral obligation of the company to the Filipinos, by uplifting the lives of not just the private patients through healthcare delivery at affordable cost but also helping the government sector by filling in the gaps of lack of hospital facilities by creating an extensive network of ACE Medical Centers nationwide. Allied Care Experts (ACE) Medical Center Group of Hospitals is geared towards building hospitals and providing affordable healthcare.

ACE Medical Center-Palawan is strategically located with proximity to patients, reasonably offered price and quality of the facilities that will enable it to effectively compete with other existing hospitals. Medical staff are clinically competent and certified medical specialists that passed the Credentials and Privilege Committee qualification standards. It will also serve as a Referral Center for Allied Care Experts (ACE) medical institutions located in other parts of the country.

ACE Medical Center-Palawan will offer both preventive and medical treatment packages at a very competitive cost, if not lesser than the nearby hospitals, without compromising the quality of healthcare service.

ACE Medical Center-Palawan will be a Level 2 Health Care Facility with an organized, systematic, cost-effective, sympathetic and holistic approach in providing best quality and justifiable medical services to its clients and stakeholders.

ACE Medical Center-Palawan will be a one-stop-shop hospital equipped with the latest technology, complete laboratory and imaging facilities such as:

- CT Scan
- MRI(future)
- Mammogram
- 2D Echo
- Physical and Occupational Therapy and Rehabilitation Facilities and Equipment (Future)

Specialized services will be provided, such as:

- Cardiac Catherization Lab (future)
- Lithotripsy Center (future)
- Ambulatory Chemotherapy Unit
- Hemodialysis Center
- Eye Center
- Wellness and Aesthetic Center

EMPLOYEES

The Issuer (select all that apply):

N/A	Has existing Labor Union in the company
N/A	Has existing Collective Bargaining Agreement
N/A	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 Issuer'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 Issuer has or will have with its employees;

Type of Employees	Number of Current Employees	Expected within the Next 12 months
Medical Support Staff	0	114
Administrative Staff	2	10
Engineering and Maintenance	0	4
Outsourced	0	10
Clerical	1	12
Others	0	0

ACE Palawan has not started commercial operations. Only three staff are currently employed who are responsible for routine office tasks while the construction of the hospital is on-going. For the next twelve (12) months, a total of 150 employees is expected be added to support management in the opening of the hospital building within the second quarter of 2022.

MEDICAL PRACTITIONERS

Medical Practitioners 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 ACE Palawan. He/she must be a graduate of an accredited training hospitals and must have passed the credentials committee of ACE Palawan.

The admission to the Medical Staff roster will be under the jurisdiction of the Credentialing and Privileging Committee of ACEMC Palawan.

The Credentialing and Privileging Committee requires that the medical specialist have updated professional license as practicing physicians from the PRC and PHIC.

They should have finished training in the Accredited Specialty and Sub-specialty Societies of their chosen fields and should be certified Diplomates and Fellows of their respective medical specialties. Documentary requirements shall be submitted to the Office of the Credential and Privilege Office Committee upon application. Upon submission, the committee will review and recommend to the Chief of Medical Services, the Executive Vice President, the Chief Executive Officer and the Board of Directors for their final approval.

Medical Practitioners may have the option to apply for privilege to practice and occupy a clinic space or practice as visiting medical staff. Policies and procedures for acceptance is stated in the Manual of Policies and Procedures of the Credential and Privilege Committee. Review of the medical staff credentials is done annually, and privileges review is every three (3) years for both regular and visiting staff.

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.	√	

Allied Care Experts (ACE) Medical Center-Palawan, Inc. owns the property covered by Transfer Certificate of Title Nos.074-2019000871, 074-2019000872, 074-2019000873,074-2019000874, 074-2019000875 and 074-2019000876, respectively registered in its name, located at South National Highway, Bgy San Pedro, Puerto Princesa City, Province of Palawan.

ACEMC Palawan will have a total floor area of 16,538 sq.m.. Upon project completion, the building will have the following facilities:

Basement Level 2 (1,665 sq.m):

- Driveway
- Parking
- Cistern 1 domestic water storage
- Cistern 2 Fire reserve water storage

Basement Level 1 (1,643 sq.m):

- Additional supply room for pharmacy
- Ante room
- Cadaver holding
- Cathlab
- CSR
- Driveway
- Engineering and Maintenance Office
- Housekeeping
- Medical Gas
- Linen and Laundry
- Maintenance supply storage room
- Parking
- Pump Room 1 & 2
- Security Office

Ground Floor (1,636 sq.m):

- Admitting & Philhealth
- Billing & Business Center
- Cashier
- Emergency Area
- HMO Office
- Lobby
- Medical Records
- Pharmacy
- Radiology & Ultrasound/Mamography
-

2nd Level Floor (1,703 sq.m.)

- CSSR
- Delivery Area
- Endoscopy
- ICU Complex
- Major O.R. Area
- Neonatal Intensive Care Unit

3rd Level (1,702 sq.m.)

- Cardio/Pulmonary Station
- Dialysis Center
- ENT
- Eye Center
- Laboratory
- Oncology
- Utility Deck
- Dietary and canteen

4th Level (1,538 sq.m.)

- Chapel (Ecumenical)
- Dental Clinic (4)
- Doctors Clinic (33) OPD
- Rehabilitation Therapy Room (2)
- Wellness Clinic (4)
-

5th Level (1,538 sq.m.)

- Isolation Room
- Private Room (23)
- Semi-Private Room (4)
- Ward (Male Medical)
- Ward (Female Medical)

6th Level (1,538 sq.m.)

- Isolation Rooms for Infectious Diseases
- Private Rooms (23)
- Semi-Private Room (4)
- Ward (O.B.)
- Ward (Pedia)
-

7th Level (1,538 sq.m.)

- Cafeteria
- Day Care (2)
- Dorm (12)
- Private Room (3)
- Suite (2)
-

8th Level (1,538 sq.m.)

- Accounting Department
- Administrative
- Conference Rooms
- I.T. Room
- Library & Research
- Multi-Purpose Hall
- VIP Rooms
- Offices

Roofdeck Level (499 sq.m) Elevator Machine Room

LEGAL PROCEEDINGS OF COMPANY, ITS SUBSIDIARIES AND/OR AFFILIATES

The Issuer or its affiliates is not a party or of which any of their *property is the subject*. Details of the legal proceedings involving the Issuer is found on pages 58-61 of the Prospectus.

SERVICE DEPARTMENTS

DEPARTMENT OF ANESTHESIA

Chairman: Dr. Michael Antonio S. Pacuribot

The mission of the department is to provide safe, effective, and ethical care to our patients. The Anesthesiology Department is responsible for providing all primary anesthesia and pain management services. This includes, but is not limited to, general and regional anesthesia in operating suites, obstetrics, emergency room, radiology and intensive care. Anesthesia services shall be made available twenty-four (24) hours of day and night for emergency cases.

Objectives:

- Select, implement, and evaluate anesthesia management plans
- Implement the anesthesia plan employing the full scope of anesthesia practice to include both general and regional anesthesia
- Perform and utilize associated procedures needed during the anesthetic management of the patient
- Perform within medically established guidelines, resuscitation of the newborn infant, child, or adult as the need arises.

Manpower Complement: Department Chairman (1) Associate Anesthesiologist (4)

DEPARTMENT OF INTERNAL MEDICINE

Chairman: Dr. Jake Catherine Panggat

The Department of Internal Medicine is composed of 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 therapist and other staff to provide thoughtful, safe, collaborative and holistic medical care;

Objectives:

- Provide prompt, updated medical care for patients
- Maintain high standard of ethical and professional service in the various fields of Internal Medicine
- Support the continuing medical education programs for the medical staff and paramedical personnel
- Develop a residency training program in Internal Medicine with the ultimate goal of accreditation by the Philippine College of Physicians (PCP).
- Implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- Promote camaraderie among medical staff

Manpower Complement: Department Chairman (1)
 Resident Physician (1)

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

Chairman: Dr. Evelyn D. Funelas

The Department of Obstetrics and Gynecology focuses on 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, reproductive medicine, gynecology, breast disease, contraception and cancer.

Objectives:

- Provide prompt, updated obstetrical and gynecological care for patients
- To maintain a high standard of ethical and professional service in the various fields of OB-Gyne
- Support the continuing medical education programs for the medical staff and paramedical personnel
- Develop a residency training program in OB-Gyn with the ultimate goal of accreditation by the Philippine Board of Obstetrics and Gynecology (PBOG)
- Implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics
- Promote camaraderie among medical staff

Manpower Complement: Department Chairman (1) Resident Physician (1)

DEPARTMENT OF PEDIATRICS

Chairman: Dr. Shereil Publico

The Department of Pediatrics provides compassionate and excellent health care to children from birth to age 19 including general health screening, preventive, care of the acutely and chronically ill child and subspecialty referrals. It also promotes the health of children and adolescents with a balanced program that seeks new knowledge through research, provides outstanding educational opportunities, and is responsive to the changing needs of the community and society.

Objectives:

- Implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics
- Provide optimum child health care for the community based professional skills, knowledge and experience

- Develop camaraderie, understanding and unity among consultant staff
- Encourage each and every pediatrician to formulate and implement cost effective therapeutic regimes
- Plans towards standardization of specific service units to meet the requirements of the PPS – Hospital Accredited Board of Residency Training Program, through which it would be proficient to deliver the best medical services to patients
- Promote camaraderie among medical staff

Manpower Complement: Department Chairman (1)
 Resident Physician (1)

DEPARTMENT OF SURGERY

Chairman: Dr. Juan Del Rio

The Department of Surgery treats patients both in emergency situations and for scheduled operative procedures. Scope of services are:

- In-patient services to patients diagnosed with a disease that requires surgery
- Out-patient treatment for out-patient surgery clinic
- 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
- Help patients to achieve optimal health status while admitted in the hospital
- Promote camaraderie among medical staff

Objectives:

- Provide prompt, updated surgical care for patients
- Maintain a high standard of ethical and professional service in the various fields of surgery
- Support the continuing medical education program for medical staff and paramedic personnel
- Develop and maintain a residency-training program in General Surgery accredited by the Philippine College of Surgeons
- Implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics
- Promote camaraderie among medical staff

Manpower Complement: Department Chairman (1)
 Resident Physician (1)

CLINICAL PATHOLOGY DEPARTMENT

Chairman: Dr. Frederick F. Dalingding

The Department performs pathological examinations with efficiency and accuracy 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. It caters to the need of clinical or surgical services of the hospital. It also serves as training field for undergraduate medical students and paramedical personnel. It likewise assesses the nosocomial environmental condition in the hospital.

The Rehabilitation and Wellness Center caters to individuals who have impairments, functional limitations, disabilities or changes in physical function and health status resulting from injury, disease or other causes. It designs and implement therapeutic interventions, pharmacological 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 mechanical modalities to its patients. It helps alleviates patients' impairments and functional limitations. Cases handled varies from neurological, musculoskeletal, cardiopulmonary and pediatrics among others. Patients loads consists of in-patients, out-patients and those who need domiciliary services.

Objectives:

- Establish a comprehensive treatment plan to help restore patient functional mobility, daily living activities, community integration, workplace requirements and recreation
- Provision for patient and family education to all clinical programs
- Plan individualized exercises to increase daily activities, musculoskeletal strength and maximize cardiovascular fitness

Manpower Complement: Rehabilitation Doctor or Psychiatrist (1)
 Physical Therapist (2) Occupational Therapist (1)
 PT/OT Volunteers (2) Dermatologist (1)

PULMONOLOGY DEPARTMENT
Chairman: Dr. Sonia J. Ulanday

The Department provides immediate cardio-pulmonary management to help in the accurate diagnosis of an illness for proper administration of therapeutic procedure.

Objectives:

- Deliver official results of procedure within 24 hours
- Respond during Code Blue
- Provide ventilator support to intubated patient
- Remove mechanical intubated patients from ventilator
- Provide accurate pulmonary diagnostic procedure:
 - Blood Gas Analysis (ABG)
 - Pulmonary Function Test (PFT)
 - Peak Expiratory Flow Measurement (PEFR)
- Provide effective pulmonary therapeutic procedure
 - Aerosol Therapy (Nebulization)
 - Intermittent Positive Pressure Breathing Therapy (IPPB)

Manpower Complement: RT Supervisor (1) Respiratory Therapist (2)

OUT-PATIENT DEPARTMENT
Chairman: Dr. Mark Buenaventura

The OPD is a combination of several department that caters only to ambulatory care. Physicians with different specializations provides services to patients who come to consult or receive treatment, while other go back to their physician to access their progress following discharge from the hospital.

Objectives:

medicines/drugs in appropriate dosage forms consistent with patients need and rationalize drug utilization in collaboration with medical staff.

Objectives:

- Properly utilize the Pharmacy Service geared towards better patient care
- Provide at all time, medication consistent with patient needs
- Rationalize drug utilization and procurement in collaboration with Pharmacy and Therapeutics Committee
- Render effective and efficient professional service to all patients of all economic levels
- Maintain adequate system of stock and inventory control
- Effective Operation Cost and Control without compromising services

Manpower Complement: Chief Pharmacist (1) Staff Pharmacist (4)

CENTRAL SUPPLIES DEPARTMENT

Head: Dr. Lorna Felizarte

The Department is responsible for the acquisition of supplies, sterilization of surgical tools and instruments, syringes, catheter, tubes, other rubber goods, laboratory equipment in various departments and procedures sets, among others. It provides at all times adequate supply of safe, effective and quality products for the need of the patients and other departments.

Objectives:

- Improve patient care by providing the necessary sterile and non-sterile supplies, articles and equipment in all nursing units and other hospital departments
- Provide and maintain products and emergency equipment safe for patients use
- Ensure proper sterilization of supplies relevant to hospital procedures

Manpower Complement: Department Head (1) Assistant Head (1)
CSR Clerk (4)

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 accounts represents advances made by its shareholders in support of the Company's building construction requirements. These advances are paid subject to availability of funds and/or the Board may decide to convert said advances to equity in the distant future.

USE OF PROCEEDS

NET PROCEEDS

8. The net proceeds of the offering for the offering amounts are as follows:

Gross Proceeds from the Offering	₱999,900,000.00
Less: Expenses	

SEC Registration + UP LRF + DST	872,139.75	
Taxes	500,000.00	
Legal and Audit Fees	500,000.00	
Printing Cost	500,000.00	
Publication Cost	51,000.00	
Incidental Cost and Expenses	550,000.00	(2,973,139.75)
Net Proceeds from the Offering		₱996,926,860.25

The Registrant expects to raise Nine Hundred Ninety Nine Million Nine Hundred Thousand Pesos (₱999,900,000.00) as the aggregate gross proceeds from the offering based on varying Offer Prices. The net proceeds after deducting registration and transaction expenses, fees and taxes is in the amount of Nine Hundred Ninety Six Million Nine Hundred Twenty Six Thousand Eight Hundred Sixty Pesos (₱996,926,860.25).

DETAILED USE OF NET PROCEEDS

The net proceeds that will be generated from the Offer Shares broken down as follows:

Use of Proceeds	<u>Estimated Amount *</u>	%	Disbursement Period
Construction (CSA and MEPFS) Architects and Engineers Fees	₱454,321,303.00	46	2nd Quarter 2021 onwards up to completion of the building
Office Equipment, Furnitures and Fixtures	₱20,000,000.00	2	2nd Quarter 2021 onwards
Debt Servicing The Issuer was granted a loan package by the DBP in the amount of P700,000,000.00 payable in ten years, with a 2-year grace period, wherein the Issuer shall only pay the interest for the first 2 years.	₱98,105,557.00 The amount will cover the quarterly interest only for the amortization to DBP	10	2nd Quarter 2021 up to 1st Quarter 2022 DBP has granted the Issuer 2 years grace period, from 2020 up to 2022, to pay only the interest of the loan. The Issuer expects to be able to pay the quarterly amortization from its income from operations henceforth.
Medical equipment	₱300,000,000 For purchase of medical equipment as may be needed during the course of its operations	30	4th Quarter 2021 onwards

Working capital for six months			
The Issuer does not expect to generate profit in the first 6 months of its operations, thus, the need for fund to start its operations.	₱124,500,000.00	12	2nd Quarter 2022 up to 3rd Quarter 2022
TOTAL	₱996,926,860.00	100	

*rounding off

- Approximately 46% or ₱454,321,303.00 will be used for the completion of the construction of the hospital building which includes (i) civil, structural, architectural (CSA) (ii) mechanical, electrical, plumbing, finishing, sanitary (MEPFS), and fire protection works and (iii) building equipment cost such as sewage treatment plant, fire pumps, 4 elevators, transformer, generator, etc. This amount also includes Architect and Engineers' fees contracted by the Company for the construction management of the hospital building. Cost was based on estimated cost assessments of the engineers, architects and other professional consultants involved in work design, construction, and supervision of the ACE Palawan hospital. However, with recent inflation affecting our economy, the construction cost estimate provided may no longer be accurate and necessary adjustments may be made
- Approximately 2% or ₱20,000,000.00 will be used for the purchase of various office equipment, furniture and fixtures of the different offices, such as Accounting, Administration, Admitting, Laboratory, Dietary, Board Room, Conference Room, Auditorium, etc.
- Approximately 10% or ₱98,105,557.00 is for partial payment of interest of loans from bank. A credit line facility amounting to ₱550 million for construction and ₱150 million for medical equipment from Development Bank of the Philippines has been approved with initial interest of 5.5% variable up to 6% per annum for ten years and ten years, respectively. The bank has already released a total of ₱425 Million from November 2019 to September 2020. The Issuer was given a grace period of two (2) years initially, within which to pay only the interest first, or until February 2022. Also the founders are ready to provide necessary additional funds at any time needed to pay for the bank loans.
- Approximately 30% or ₱300,000,000.00 will be used for acquiring various medical equipment, a complete list is attached as Exhibit "15-p". On the 4th Quarter of 2021, the Issuer will start purchasing the basic medical equipment to start its operations. The Issuer will be purchasing state of the art medical equipment to enable it to provide the best medical care to its patients.
- Approximately 12% or ₱124,500,000.00 is intended for working capital for six (6) months that will cover the following:

Description	1st month	2nd month	3rd month	4th month	5th month	6th month	Total
Payroll	7,000,000.00	7,000,000.00	7,000,000.00	7,000,000.00	7,000,000.00	7,000,000.00	42,000,000.00
Pharmacy	5,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	15,000,000.00
Laboratory	5,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	2,000,000.00	15,000,000.00
CSR	2,000,000.00	500,000.00	500,000.00	500,000.00	500,000.00	500,000.00	4,500,000.00
Training	2,000,000.00	2,000,000.00	2,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	9,000,000.00

Office 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	6,000,000.00
Outsourced	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	6,000,000.00
Unforeseen Expenses	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	6,000,000.00
Utilities	3,500,000.00	3,500,000.00	3,500,000.00	3,500,000.00	3,500,000.00	3,500,000.00	21,000,000.00
Estimated Expenses	27,500,000.00	20,000,000.00	20,000,000.00	19,000,000.00	19,000,000.00	19,000,000.00	124,500,000.00

In the event that the maximum net proceeds of ₱996,926,860.25 is realized, it will be applied to the purposes mentioned above. In any event that there will be material adjustment or deviations are made, the company undertakes to inform the SEC within thirty (30) days prior to its implementation.

If the proceeds is not immediately applied, the company will invest the net proceeds in short term demand deposits and/or other financial instruments.

In the event that the common shares are not fully sold out and there will be need for additional funding, the issuer can avail of credit line facility with the Development Bank of the Philippines amounting to Seven Hundred Million Pesos (₱700,000,000.00). Furthermore, holders of Founders' shares are readily available to support and provide additional funding.

THE PROJECT STATUS

The Issuer has engaged the services of **SBR Center Builders, Inc.** ("SBR") for the architectural and engineering design of ACE Palawan hospital building and **Progetta Development and Construction, Inc.** for construction management.

SBR and the Issuer entered into a construction agreement for Foundation Works and construction agreement for the proposed 8-storey with 2 basement levels and roof deck hospital building, respectively and outline the terms and conditions for the payments of the cost incurred based on percentage of completion. General Construction Work for Building is described as follows:

ACCOMPLISHMENT REPORT AS OF SEPTEMBER 2020

ITEM		PROJECTED COST	% Breakdown	% ACCOMPLISHMENT	AMOUNT	% BALANCE	TO COMPLETE
A	CIVIL/STRUCTURAL/ARCH'L	504,231,665.96	63.28%	55.81%	281,392,107.13	44.19%	222,839,558.83
B	MECHANICAL WORKS	39,000,000.00	4.89%	12.75%	4,974,248.60	87.25%	34,025,751.40
C	ELECTRICAL WORKS	105,546,308.57	13.25%	17.05%	17,993,783.39	82.95%	87,552,525.18
D	PLUMBING WORKS	36,408,231.64	4.57%	34.45%	12,542,898.97	65.55%	23,865,332.67
E	FIRE PROTECTION WORKS	18,456,220.15	2.32%	28.59%	5,277,550.14	71.41%	13,178,670.01
F	AUXILLIARY	13,500,000.00	1.69%	9.36%	1,263,446.82	90.64%	12,236,553.18
G	STP	4,850,000.00	0.61%	0.00%	-	100.00%	4,850,000.00
H	MEDICAL GAS	8,000,000.00	1.00%	40.30%	3,223,837.93	59.70%	4,776,162.07
I	ELEVATORS	16,400,000.00	2.06%	26.42%	4,333,500.00	73.58%	12,066,500.00
J	SITE DEVT WORKS	14,137,442.85	1.77%	0.37%	52,217.85	99.63%	14,085,225.00
K	CM DESIGN FEES	13,128,000.00	1.65%	87.20%	11,446,972.25	12.80%	1,681,027.75
L	MISCELLANEUS	23,163,997.90	2.91%	100.00%	23,163,997.90	0.00%	-
	TOTAL	796,821,867.07	100%	42.98%	342,500,563.08	57.02%	454,321,303.99

The Civil, Structural and Architectural works are expected to be completed within the 1st Quarter of 2022. Once the hospital is fully equipped and functional, the Issuer will secure from the DOH and Palawan Engineering Office the necessary permits and licenses to proceed with the initial operation.

The facilities within the hospital includes doctors and dental clinics, office area for HMOs, administration office, parking lots, commercial area for coffee shops, gift shops, comfort rooms and patients waiting area.

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

Name of Creditor	Amount of Debt	Interest	Maturity Date
Development Bank of the Philippines	₱550,000,000.00 The registrant has already drawn P425,000,000.00 since Nov. 2019.	5.5% to 6% per annum	11/04/2031
	₱150,000,000.00	TBD	TBD
T O T A L	₱700,000,000.00		

Is the creditor related to the Issuer or any of its Directors or Officers? [] Yes [] No

Are the proceeds to be used to purchase real estate property? [] Yes [] No
(Provide information on each property acquired)

Description of Property	Not Applicable
Name of Seller	Not Applicable
Acquisition Cost	Not Applicable
Terms of Payment	Not Applicable

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	ACE PALAWAN MEDICAL CENTER BUILDING
Project Cost (Estimate)	₱796,821,867.07 The amount is the total project cost; however, since the construction has already commenced, now at 42.98%, the Issuer would be requiring the amount of P454,321,303.00 to complete the remaining part of the construction.
Schedule of Disbursement	The Issuer will start disbursement upon SEC approval based on the intended use of the net proceeds as indicated above.
Target Completion Date	First Quarter 2022
Percentage Completed as of September 2020	42.98%

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

Allied Care Experts (ACE) Medical Center-Palawan, Inc. has an available credit line facility with the Development Bank of the Philippines amounting to Five Hundred Fifty Million Pesos (₱550,000,000.00) to support the construction and another One Hundred Fifty Million Pesos (₱150,000,000.00) for the acquisition of medical equipment. The Issuer has already drawn the amount of P425,000,000.00 from Nov 2019 to Sept 2020. Also, the founders are ready to provide the necessary funds at any time the same is needed to complete the construction of the building and start its operations.

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):

Allied Care Experts (ACE) Medical Center-Palawan, Inc. is offering 36,000 Common Shares equivalent to 3,600 Blocks (10 shares per block) at a minimum of One (1) Block ("Offered Shares") by way of primary offering.

Only 3,600 blocks will be offered to the public, and sold primarily to Medical Practitioners who possess the minimum qualifications and are deemed to practice, upon the recommendation of the Credentials Committee and approved by the Board of Directors. Other non-medical practitioners who may or may not be related to a medical practitioner and who intends to purchase the Offered Shares purely for investment purposes may also be accepted. All of the 36,000 common shares to be offered will be on a first come, first serve basis until all 36,000 shares are fully sold and subscribed.

At the time of incorporation, 600 Founder's Shares and 89,400 Common Shares were fully subscribed and issued at a par value of One Thousand Pesos (₱1,000.00) per share.

RIGHTS AND RESTRICTIONS

Subscription. Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

The stockholders shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Voting Rights. 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 (5) year period shall commence from the date of incorporation with the SEC.

Thereafter only holders of 50 blocks or 500 common shares may be elected as Board of Directors.

Certificate of Ownership of Stock. Certificates of Stock evidencing ownership of shares of the Registrant shall be issued and made available to the purchasers within sixty (60) days from full payment of the subscribed shares under this Offering.

Application to Practice. Physicians and medical specialists who subscribed to at least one (1) block or ten (10) shares of the capital stock, whether Founder or Common Shares, and have paid in full, may submit application to practice.

The prospective medical practitioner or even the non-medical stockholder has to pass the screening process, evaluation and qualifications set forth by the Credentials Committee and the Board of Directors. He has to possess the minimum requirements as indicated in the Articles of Incorporation, By-Laws and Internal Rules of the Hospital in order to be allowed to practice and enjoy the privileges of the hospital. And, even after having been admitted, any violations of the by-laws, internal rules and duly promulgated resolutions of the board may disallow such stockholder to further practice or enjoy the facilities of the Hospital. Implementation is subject to the basic rule of due process.

Privilege to Practice. Successful applicants 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 including regular payment of dues. as may be imposed by ACEMC Palawan pursuant to its rules and duly approved resolutions.

In order to acquire the right to occupy a clinic space, he/she must have paid in full the minimum of 10 common shares or one (1) block and the one time privilege to practice fee of One Hundred Fifty Thousand Pesos (₱150,000.00). Monthly dues for maintenance and utilities will also be collected.

Each successful applicant or Medical Practitioner upon passing the evaluation and qualifications set forth by the Credentialing Committee and the Board of Directors, shall be entitled to free use of clinic space for a total of six hours per week shared with nine other Medical Practitioners per one clinic. There will be 32 available clinic spaces for the 320 successful applicant/Medical Practitioner which will be given on a first come, first serve basis upon full compliance of the abovementioned requirements.

Medical Specialists who have been granted the right 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.

In the event that new medical/dental clinics will be constructed, successful applicant or Medical Practitioner upon full payment of minimum 10 common shares or 1 block and the adjusted privilege to practice fee as may be determined by the Board of Directors will be entitled to use these new medical/dental clinics.

Enjoyment of the Facilities. The right of any holder of Common Share to the occupancy, use and enjoyment of the facilities of ACE Medical Center - Palawan shall commence only upon execution of the appropriate agreement with Corporation outlining the terms and conditions of such use, occupancy and enjoyment. The holder-occupants shall be responsible for all their acts and omissions, their agents, employees, representatives or assistants. A holder-occupant who is under suspension or otherwise declared delinquent on any agreement with the Corporation shall be denied the right to use and enjoy the facilities of ACE Medical Center Palawan.

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

<input checked="" type="checkbox"/>	Cumulative voting rights
<input checked="" type="checkbox"/>	Pre-emptive rights to purchase any new issue of securities
<input type="checkbox"/>	Preference as to dividends or interest
<input type="checkbox"/>	Restrictions on dividends or other distributions
<input type="checkbox"/>	Preference over liquidation
<input type="checkbox"/>	Anti-dilution
<input type="checkbox"/>	Conversion rights
<input type="checkbox"/>	Other special voting rights
<input type="checkbox"/>	Other special rights or preference (specify):

Cumulative Voting. Common stockholders are entitled to vote during the Annual Meeting¹. Each stockholder shall have the right to vote in person or by proxy the number of shares registered in his name in the stock and transfer book of the hospital for as many persons as there are directors to be elected. Each stockholder 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 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. 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):

<input checked="" type="checkbox"/>	Primary (from the unissued portion of the Authorized Capital Stock)
<input type="checkbox"/>	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):

N/A	Certifies as to the accuracy of any part of the Issuer's statement contributed to
N/A	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 Issuer sold by it within the past three (3) years which were not registered under the Code. Include sales of reacquired securities, as well as

¹ First Sunday of March of each year

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	Existing Stockholders	Cash	None

DETERMINATION OF THE OFFER PRICE

The Offered Share of 36,000 common shares of ACE Palawan is equivalent to 3,600 blocks (consisting of 10 shares per block) at an offer price ranging from ₱150,000.00 per block up to a maximum offer price of ₱600,000.00 per block with an aggregate principal amount of Nine Hundred Ninety Nine Million Nine Hundred Thousand Pesos (₱999,900,000.00).

The staggered Offer Price per tranche is based on the timing of purchase in connection with the completion of the hospital and its facilities, the number of applicants the hospital could serve, among others. Difference in the Offer Price is influenced by the development in the construction of the hospital and payment of existing loan obligations.

The Offer Price of the Offered Share take into consideration factors such as the total development cost, the limited number of shares available, economic risks to the Registrant, potential business and professional opportunities resulting from the affiliation with ACE Group, comparable price of other structures with similar facilities in the area, market demand, the exclusive and nature of ACE Palawan and its intended clientele, and the acceptability of the pricing strategy to the current market.

If there will be any change in the Offer Price due to market conditions or other circumstances at any time, the Registrant shall notify the SEC, file an amendment to its Registration Statement and pay the requisite registration fees.

DILUTION

The net tangible book value of the company as of 30 Sept 2020 was ₱114,688,337 or ₱563.86 per common share, which represents the amount of the company's total assets (excluding intangible assets) less its 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 the effect to the increase in the Company's assets to reflect the receipt of the net proceeds from the Offer, estimated to be ₱999,900,000, and the addition of 36,000 common shares subject of the Offer, the Company's adjusted net tangible book value would be ₱1,114,588,337.00 or ₱4,655.76 per common share. This represents an increase of ₱4,091.90 per common share to the existing shareholders and an average dilution of ₱23,119.24 per common share to the new investors participating in the Offer.

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

The following table illustrates dilution per share basis based on Series of Offer Price:

	Offer Price/ Common Share	Net Tangible Book Value per share, 30 September 2020	Net Tangible Book Value per share, after Offer	Increase (dilution) per share
Existing Stockholders	₱1,000.00	₱563.86	₱4,655.76	₱4,091.90
280 Blocks	₱15,000.00	₱563.86	₱4,655.76	(₱10,344.24)
800 Blocks	₱20,000.00	₱563.86	₱4,655.76	(₱15,344.24)
800 Blocks	₱25,000.00	₱563.86	₱4,655.76	(₱20,344.24)
500 Blocks	₱27,500.00	₱563.86	₱4,655.76	(₱22,844.24)
500 Blocks	₱30,000.00	₱563.86	₱4,655.76	(₱25,344.24)
350 Blocks	₱35,000.00	₱563.86	₱4,655.76	(₱30,344.24)
150 Blocks	₱40,000.00	₱563.86	₱4,655.76	(₱35,344.24)
75 Blocks	₱55,800.00	₱563.86	₱4,655.76	(₱51,144.24)
50 Blocks	₱58,100.00	₱563.86	₱4,655.76	(₱53,444.24)
95 Blocks	₱60,000.00	₱563.86	₱4,655.76	(₱55,344.24)
3,600 Blocks				

Common Shares

	Before the Offer		After the Offer	
	Number of Shares	%	Number of Shares	%
Existing Stockholder	203,400	85%	203,400	85%
New Investors	0	0	36,000	15%
T O T A L	203,400	85%	239,400	100%

TERMS AND CONDITIONS OF THE OFFER

Issue Size	10
Offered Shares	3,600 Blocks of Common Shares
Terms and Manner of Payment	Cash and installment basis
Offer Period	From approval until fully subscribed and terminated by the registrant
Applications	The application form accomplished and submitted by an Applicant for the purchase of a specific amount of common shares together with all the other requirements set forth in such application form
Eligible Applicants	Medical practitioners and their relatives, the public

<p>Minimum Subscription to the Offered Shares.....</p> <p>Right to accept, reject and scale down applications</p>	<p>Each Application shall be for a minimum of One (1) block or equivalent to ten (10) common shares,</p> <p>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 ACE Palawan, 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 ACE Palawan 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 right 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.</p>
<p>Refunds</p>	<p>In the event the project for which the securities of ACE Palawan are sold, is for any reason, not completed within the periods stated in the prospectus, It shall refund 50% only of the amount of investments of purchasers within ten (10) business days from receipt of written demand.</p>
<p>Issuance and Transfer of Taxes.....</p>	<p>Net capital gains realized from selling of securities other than those traded in the stock exchange is subject to tax of 5% for the first P100,000 and 10% for the excess 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 the ACE Palawan shares, DST will be imposed at a rate of P3.00 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. Tax on Capital Gains on the subsequent sale of the ACE shares is subject to Capital Gains Tax. The law provides that a final tax at the rates prescribed 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 5% on the first P100, 000; 10% on any amount in excess of P100,000 [Sec. 28 (6) (5) (c) NIRC as amended]</p>

Tax on Interest Income. Interest income earned and received by ACE Palawan 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 received 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.

Restrictions on the Issuance and Disposal of shares

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 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 Shares

The shares will be traded over-the-counter

MANAGEMENT DISCOUNTS AND/OR PRIVILEGES

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

Medical and Non-Medical stockholders will have the following discounts and privileges:

I. STOCKHOLDER & SPOUSE

	<u>Discounts</u>
• Board & Lodging up to suite room accommodation ²	FREE
• Professional Fee on house cases rates and OPD consultation	50%
• X-ray, CT Scan, UTZ, Mammography	50%
• Laboratory Procedures	50%
• EEG. ECG. Treadmill, 2D Echo	50%
• Physical Therapy	50%
• Pharmacy, CSR and OR materials	10%
• Operating room, delivery room, ER and recovery room fees	FREE

² For a total of 45-days per year, unconsumed board and lodging privileges in one year cannot be carried over to the next year. Beyond the allotted 45 days per year of free accommodation, stockholder or spouse will be billed per day of extended hospital stay. Senior Citizens can still avail of their 20% discount for every day of extended hospital stay. Room accommodation will be on a first-come, first-served basis and is subject to availability of rooms.

MEDICAL PROCEDURE:

- Arterial Duplex Scan (One or Both Legs) 25%
- Venous Duplex Scan (One or Both Legs) 25%
- Arterial Venous Duplex Scan (One or Both Legs) 25%
- Carotid Duplex Scan 25%

DENTAL SERVICES:

- Consultation 50%
- Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching 30%
- Prosthodontics procedures 10%

II. STOCKHOLDER’S NATURAL PARENTS & DEPENDENTS **Discounts**

- Board & Lodging up to private room³ 50%
- Professional Fee on house cases rates and OPD consultation 50%
- Operating room, delivery room, ER and recovery room fees 50%
- X-ray, CT Scan, UTZ, Mammography 25%
- Laboratory Procedures 25%
- EEG. ECG. Treadmill, 2D Echo 25%
- Physical Therapy 25%
- Pharmacy, CSR and OR materials 10%

MEDICAL PROCEDURE:

- Arterial Duplex Scan (One or Both Legs) 10%
- Venous Duplex Scan (One or Both Legs) 10%
- Arterial Venous Duplex Scan (One or Both Legs) 10%
- Carotid Duplex Scan 10%

DENTAL SERVICES:

- Consultation 50%
- Restorative, Preventive, Periodontics, Endodontics Surgery and Bleaching 30%
- Prosthodontics procedures 10%

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 or representative.

PORTABILITY (EXTENDED BENEFIT)

1. These benefits, using the schedule of discounts given to dependents (see number II), may be availed of by the principal investor, his/her spouse, dependents and natural parents in all medical facilities that are members of, or affiliated with, the ACE Group of Hospitals such as ACEMC’s Tuguegarao, Subic, Baliuag, San Jose del Monte, Valenzuela, Quezon City, Pateros, Mandaluyong, Legazpi, Iloilo, Aklan, Bacolod, Dumaguete, Bayawan, Bohol, Tacloban, Butuan, Dipolog, Cagayan de Oro and General Santos, among others.
2. Medical stockholder will have the privilege (subject to pertinent credential policies/requirements) to co-admit and/or co-manage patients on special cases in other ACE Medical Centers.

LIMITATIONS:

³ For a total of 45 days accommodation per year. Unconsumed board and lodging privileges in one year cannot be carried over to the next year. Beyond the allotted 45 days per year of free accommodation, stockholder’s natural parents or declared dependents will be billed per day of extended hospital stay. Senior citizens however can still avail of their 20 percent discount as senior citizens for every day of extended hospital stay. Room accommodation will be on a first-come, first-served basis and is subject to the availability of rooms. If the patient wants to upgrade his/her room to suite accommodation, he/she waives her discount on board and lodging.

1. Management Discounts shall be limited to stockholders, his/her spouse and dependents whom he/she identified and/or recognized by the following supporting documents:
 - a. Marriage Contract (for married stockholders)
 - b. Birth Certificates and such other pertinent documents as may be required
 - c. Philippine Statistics Authority (PSA) issued birth certificates of stockholder or investor
2. Health insurance benefits of whatever kind or nature or other health-related entitlements granted by law or contract, whenever applicable, shall be deducted first before determining the amount subject to discounts under the above schedule of benefits.
3. The 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 he wants to avail himself of. Thus, the discount privilege on Pharmacy, CSR and OR materials mentioned above cannot be subject to additional discounts available to senior citizens and disabled persons under the law. Should the senior citizen or disabled person choose the discount granted by law, he is no longer entitled to the discounted 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. NO DOUBLE DISCOUNT, HIGHER DISCOUNT PREVAILS.

INVESTOR RESTRICTIONS

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

Voting Restrictions. 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 (5) year period shall commence from the date of incorporation with the SEC.

Foreign Ownership Restrictions. No transfer of stock or interest which will reduce the ownership of Filipino citizen to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizen shall be allowed or permitted to be recorded on the books of the corporation.

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

Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by the delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificate/s and issue new certificate/s to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

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 Founders 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 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 share of the capital stock in violation of the foregoing provisions shall be null and void and shall not be transferable in the book of the Corporation.

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
Elizabeth Soler	Executive Assistant	Jomari Building, Malvar St., Puerto Princesa, Palawan	0917-1543210	None

The Issuer has not appointed an underwriter or broker as of the date of this Prospectus. The Registrant will be selling the shares on its own through internal staff. As such, no underwriting fees or brokers' commission were paid.

No dealer, selling agent, or any other persons has been authorized to give any information or make any representation other than those contained in this Prospectus and, if given or made such other information or representation must not be relied upon as having been authorized by the Issuer. This Prospectus does not constitute an offer or sell or a solicitation of an offer to sell or to buy any securities in any jurisdiction or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

However, if at any time after the approval of the Registration Statement, it becomes necessary or desirable for the Issuer to engage the services of a salesman the Issuer undertakes to notify the SEC of the appointment of such external salesman licensed by the SEC.

ACE Palawan will offer 3,600 blocks of Common Shares in tranches on a staggered basis and are intended to be sold at an increasing Offer Price.

THE OFFER

The Issuer will offer for sale 3,600 blocks of common shares on a staggered basis. The details of the Offer is summarized as follows:

Tranche	No. of Blocks	Offer Price Per Block	Maximum Proceeds
1 st	280 Blocks	₱150,000.00	₱42,000,000.00
2 nd	800 Blocks	₱200,000.00	₱160,000,000.00
3 rd	800 Blocks	₱250,000.00	₱200,000,000.00
4 th	500 Blocks	₱275,000.00	₱137,500,000.00
5 th	500 Blocks	₱300,000.00	₱150,500,000.00
6 th	350 Blocks	₱350,000.00	₱122,500,000.00
7 th	150 Blocks	₱400,000.00	₱60,000,000.00
8 th	75 Blocks	₱558,000.00	₱41,850,000.00
9 th	50 Blocks	₱571,000.00	₱28,550,000.00
10 th	95 Blocks	₱600,000.00	₱57,000,000.00
TOTAL	3,600 Blocks		₱999,900,000.00

The Offered Shares is sold in tranches for easier administration, including verification of the qualifications of potential Holders to ensure their eligibility to hold the Offered Shares.

The Offered Shares will be sold on a first-come, first-served basis, subject to pre-qualification procedures.

Prospective buyers/purchaser may avail of two (2) payment terms: (1) Spot Cash and (2) Installment payment terms described as follows:

Tranche	Payment Option for One (1) Block of Shares (10 commons Shares)	Offer Price
1 st Tranche	Option 1: Cash Only	₱150,000.00
280 Blocks		
2 nd Tranche	Option 1: Cash	₱200,000.00
800 Blocks	Option 2: 50% cash, balance in 12-months post-dated checks	
3 rd Tranche	Option 1: Cash	₱250,000.00
800 Blocks	Option 2: 50% cash, balance in 12-months post-dated checks	
4 th Tranche	Option 1: Cash	₱275,000.00
500 Blocks	Option 2: 50% cash, balance in 12 months post-dated checks	
5 th Tranche	Option 1: Cash	₱300,000.00
500 Blocks	Option 2: 50% cash, balance in 12 months post-dated checks	
6 th Tranche	Option 1: Cash	₱350,000.00
350 Blocks	Option 2: 50% cash, balance in 12 months post-dated checks	
7 th Tranche	Option 1: Cash	₱400,000.00
150 Blocks	Option 2: 50% cash, balance in 12-months post-dated checks	

8 th Tranche	Option 1: Cash	₱558,000.00
75 Blocks	Option 2: 50% cash, balance in 12-months post-dated checks	
9 th Tranche	Option 1: Cash	₱571,000.00
50 Blocks	Option 2: 50% cash, balance in 12 months post-dated checks	
10 th Tranche	Option 1: Cash	₱600,000.00
95 Blocks	Option 2: 50% cash, balance in 12 months post-dated checks	

CAPITALIZATION

CAPITAL STOCK

Class of Shares	Authorized Capital Stock	No of Shares	Par Value	No of Shares Subscribed	Amount Paid-Up
Founder Shares	₱600,000.00	600	₱1,000.00	600	₱600,000.00
Common Shares	₱239,400,000.00	239,400	₱1,000.00	203,400	₱119,400,000.00
TOTAL	₱240,000,000.00	240,000		204,000	₱120,000,000.00

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 Share	600	0
Common Share	203,400	36,000
TOTAL	204,000	36,000

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 incorporation 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.

List of Stockholders as of 20 January 2017

No	Name	Class of Securities and Shares Held		TOTAL	%
		Founder	Common		
1	Acharon, Leovino S.	10	1,490	1,500	1.25
2	Acosta, Karen A.	10	1,490	1,500	1.25
3	Alfaro, Regidor L.	10	1,490	1,500	1.25
4	Andal, April Rheiboy C.	10	1,490	1,500	1.25
5	Bondoc, Arnel M.	10	1,490	1,500	1.25
6	Buenaventura, Mark Haggai S.	10	1,490	1,500	1.25
7	Carandang-Recidoro, Hazel Marie	10	1,490	1,500	1.25
8	Carlos, Fernando P.	10	1,490	1,500	1.25
9	Carlos, Juliet B.	10	1,490	1,500	1.25
10	Castillo, Paul S.	10	1,490	1,500	1.25
11-12	Cerna-Lopez, Geanie A.	20	2,980	3,000	2.50
13	Cu, Dorothy Mildred S.	10	1,490	1,500	1.25
14	Cu, Eugene H.	10	1,490	1,500	1.25
15	Dacuycuy, Ana Sandra C.	10	1,490	1,500	1.25
16	Dalingding, Frederick F.	10	1,490	1,500	1.25
17	De Castro, Felicisimo D.	10	1,490	1,500	1.25
18	Del Rio, Juan Jr. M.	10	1,490	1,500	1.25
19	Demaala, Clarito III	10	1,490	1,500	1.25
20	Enriquez, Amado Manuel Jr. C.	10	1,490	1,500	1.25
21	Enriquez, Marilyn R.	10	1,490	1,500	1.25
22-25	Enriquez, Michael Edward R.	40	5,960	6,000	5.00
26-29	Enriquez, Miguel Antonio R.	40	5,960	6,000	5.00
30	Felizarte, Lorna B.	10	1,490	1,500	1.25
31	Funelas, Evelyn D.	10	1,490	1,500	1.25
32	Jadloc, Jonathan Moses C.	10	1,490	1,500	1.25
33	Imperial, Jaimee M.	10	1,490	1,500	1.25
34	Garcia, Sharon M.	10	1,490	1,500	1.25
35	Lao, Jonathan T.	10	1,490	1,500	1.25

No	Name	Class of Securities and Shares Held		TOTAL	%
		Founder	Common		
36	Merin, Fe G.	10	1,490	1,500	1.25
37	Miguel, Editha C.	10	1,490	1,500	1.25
38	Morales, Ramil L.	10	1,490	1,500	1.25
39	Orillaza, Generoso M.	10	1,490	1,500	1.25
40	Orillaza, Marissa A.	10	1,490	1,500	1.25
41	Pablico, Shereil DLS	10	1,490	1,500	1.25
42	Pacuribot, Michael Antonio S.	10	1,490	1,500	1.25
43	Palanca, Lumen RD	10	1,490	1,500	1.25
44	Panggat, Jakes Catherine M.	10	1,490	1,500	1.25
45	Peregrino, Jocelyn P.	10	1,490	1,500	1.25
46	Portales, Janice Dale T.	10	1,490	1,500	1.25
47	Quimat, Kirby P.	10	1,490	1,500	1.25
48	Reblando, Jonathan H.	10	1,490	1,500	1.25
49	Reyes, Rosalie M.	10	1,490	1,500	1.25
50	Salazar, Ronnie Dan G.	10	1,490	1,500	1.25
51	Salvame, Eryll O.	10	1,490	1,500	1.25
52	Samoy, Marietta T.	20	2,980	3,000	2.50
53	Soler, Charlemagne C.	10	1,490	1,500	1.25
54	Tagra, Mina Sirikit C.	10	1,490	1,500	1.25
55	Tangalin, Anne Marie C.	10	1,490	1,500	1.25
56	Tesorio, Rachieli T.	10	1,490	1,500	1.25
57	Tovera, Joseph M.	10	1,490	1,500	1.25
58	Ulanday, Sonia J.	10	1,490	1,500	1.25
59	Vicente, Ivan Michael G.	10	1,490	1,500	1.25
60	Viernes, La Rhaine G.	10	1,490	1,500	1.25
	TOTAL	600	89,400	90,000	75%

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.

On **15 March 2019**, the Securities and Exchange Commission issued the Certificate of Approval of Increase of Capital Stock of ACE Palawan from ₱120,000,000 divided into 119,400 common shares and 600 founders' shares both of par value of ₱1,000.00 to ₱240,000,000.00 divided into 239,400 common shares and 600 founders shares both of par value of ₱1,000.00 per share.

No	Name	Class of Securities and Shares Held		TOTAL	%
		Founder	Common		
1	Acharon, Leovino S.	10	3,390	3,400	1.42

No	Name	Class of Securities and Shares Held		TOTAL	%
		Founder	Common		
2	Acosta, Karen A.	10	3,390	3,400	1.42
3	Alfaro, Regidor L.	10	3,390	3,400	1.42
4	Andal, April Rheiboy C.	10	3,390	3,400	1.42
5	Bondoc, Arnel M.	10	3,390	3,400	1.42
6	Buenaventura, Mark Haggai S.	10	3,390	3,400	1.42
7	Carandang-Recidoro, Hazel Marie	10	3,390	3,400	1.42
8	Carlos, Fernando P.	10	3,390	3,400	1.42
9	Carlos, Juliet B.	10	3,390	3,400	1.42
10	Castillo, Paul S.	10	3,390	3,400	1.42
11-12	Cerna-Lopez, Geanie A.	20	6,780	6,800	2.83
13	Cu, Dorothy Mildred S.	10	3,390	3,400	1.42
14	Cu, Eugene H.	10	3,390	3,400	1.42
15	Dacuycuy, Ana Sandra C.	10	3,390	3,400	1.42
16	Dalingding, Frederick F.	10	3,390	3,400	1.42
17	De Castro, Felicisimo D.	10	3,390	3,400	1.42
18	Del Rio, Juan Jr. M.	10	3,390	3,400	1.42
19	Demaala, Clarito III	10	3,390	3,400	1.42
20	Enriquez, Amado Manuel Jr. C.	10	3,390	3,400	1.42
21	Enriquez, Marilyn R.	10	3,390	3,400	1.42
22-25	Enriquez, Michael Edward R.	40	13,560	13,600	5.67
26-29	Enriquez, Miguel Antonio R.	40	13,560	13,600	5.67
30	Felizarte, Lorna B.	10	3,390	3,400	1.42
31	Funelas, Evelyn D.	10	3,390	3,400	1.42
32	Jadloc, Jonathan Moses C.	10	3,390	3,400	1.42
33	Imperial, Jaimee M.	10	3,390	3,400	1.42
34	Garcia, Sharon M.	10	3,390	3,400	1.42
35	Lao, Jonathan T.	10	3,390	3,400	1.42
36	Merin, Fe G.	10	3,390	3,400	1.42
37	Miguel, Editha C.	10	3,390	3,400	1.42
38	Morales, Ramil L.	10	3,390	3,400	1.42
39	Orillaza, Generoso M.	10	3,390	3,400	1.42
40	Orillaza, Marissa A.	10	3,390	3,400	1.42
41	Pablico, Shereil DLS	10	3,390	3,400	1.42
42	Pacuribot, Michael Antonio S.	10	3,390	3,400	1.42
43	Palanca, Lumen RD	10	3,390	3,400	1.42
44	Panggat, Jakes Catherine M.	10	3,390	3,400	1.42
45	Peregrino, Jocelyn P.	10	3,390	3,400	1.42
46	Portales, Janice Dale T.	10	3,390	3,400	1.42
47	Quimat, Kirby P.	10	3,390	3,400	1.42
48	Reblando, Jonathan H.	10	3,390	3,400	1.42
49	Reyes, Rosalie M.	10	3,390	3,400	1.42

No	Name	Class of Securities and Shares Held		TOTAL	%
		Founder	Common		
50	Salazar, Ronnie Dan G.	10	3,390	3,400	1.42
51	Salvame, Eryll O.	10	3,390	3,400	1.42
52	Samoy, Marietta T.	20	6,780	6,800	2.83
53	Soler, Charlemagne C.	10	3,390	3,400	1.42
54	Tagra, Mina Sirikit C.	10	3,390	3,400	1.42
55	Tangalin, Anne Marie C.	10	3,390	3,400	1.42
56	Tesorio, Rachieli T.	10	3,390	3,400	1.42
57	Tovera, Joseph M.	10	3,390	3,400	1.42
58	Ulanday, Sonia J.	10	3,390	3,400	1.42
59	Vicente, Ivan Michael G.	10	3,390	3,400	1.42
60	Viernes, La Rhaine G.	10	3,390	3,400	1.42
	TOTAL	600	203,400	204,000	85%

Top 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. [] **Not Applicable**

No	Name	Class of Securities	Number of Share Held	%
		Common		
		Founder		
	TOTAL			

DIVIDENDS AND DIVIDEND POLICY

24. Dividends and Dividend Policy

Dividends shall be declared and paid out of the unrestricted retained earnings of the Company.

Annually, the Board of Directors shall review the financial statements of the Company as to its profitability and availability of retained earnings for dividends distribution. Before dividend declaration, the Board of Directors shall take into consideration the availability of funds, the Company's loan covenant, expansion plans, capital assets acquisition and the company's obligations to its suppliers.

The Board of Directors has the discretion to declare dividends except for stock dividend which requires the approval of the stockholders owning at least 2/3 of the outstanding capital stock of the Company. Declaration of dividends shall be made during annual stockholders meeting and distribution will be based on the shareholders on records at period of declaration and percentage of ownership.

The Registrant has not declared any kind of dividend since its incorporation.

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 this Prospectus:

No	Name	Age	Position	Citizenship	Year Appointed ⁴
1	Enriquez, Amado Manuel C., Jr.	67	Chairman	Filipino	2020
2	Acosta, Karen A.	41	Director	Filipino	2020
3	Carlos, Fernando P.	58	Director	Filipino	2020
4	Cerna-Lopez, Geanie A.	66	Director	Filipino	2020
5	Dalingding, Frederick F.	41	Vice president	Filipino	2020
6	Enriquez, Michael Edward R.	32	Director	Filipino	2020
7	Felizarte, Lorna B.	59	Independent Director	Filipino	2020
8	Miguel, Editha C.	66	President	Filipino	2020
9	Palanca, Lumen Riego De Dios	61	Treasurer	Filipino	2020
10	Reyes, Rosalie M.	58	Independent Director	Filipino	2020
11	Samoy, Marietta T.	63	Asst Treasurer	Filipino	2020
12	Tagra, Mina Sirikit C.	58	Independent Director	Filipino	2020
13	Ulanday, Sonia J.	49	Corporate Secretary	Filipino	2020
14	Vicente, Ivan Michael G.	37	Director	Filipino	2020
15	Viernes, La Rhaine G.	51	Director	Filipino	2020

BUSINESS AND WORK EXPERIENCE

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

No	Name	Business and/or Professional Work Experience
1	Enriquez, Amado Manuel Jr. C.	Chairman of the Board – Manila East Medical Center (2007-2008, 2017); Paranaque Doctors Hospital (2012-2017); ACE Medical Center Baypointe, Subic (2007-2011); Unihealth Paranaque Hospital (2014-2017); Alaminos Medical Center Foundation (2001-present) Founding Chairman – ACE Medical Center Valenzuela, ACE Medical Center Baliwag, ACE Medical Center Pateros, ACE Medical Center Palawan, ACE Medical Center Mandaluyong, ACE Medical Center Palawan, ACE Medical Center Iloilo, ACE Medical Center Tacloban, ACE Medical Center Bohol, ACE Medical Center Dumaguete, ACE Medical Center Bacolod, ACE Medical Center General Santos,

⁴ As per Board Resolution No. 35 during the Board Meeting on March 7, 2020 at Canvas Hotel, Puerto Princesa City

		ACE Medical Center CDO, ACE Medical Center Dipolog, ACE Medical Center Zamboanga, ACE Medical Center Butuan Active consultant in Cardiovascular-Thoracic Surgery – St. Lukes Medical Center, Manila East Medical Center, ACE Medical Center Hospitals.
2	Acosta, Karen A.	Medical Officer III, Ospital ng Palawan 2011-2014 Consultant – MMG Cooperative Hospital, Puerto Princesa City Consultant – Adventist Hospital, Palawan
3	Carlos, Fernando P.	President ACE Medical Center Pateros(2011-2018), President ACE Medical Center Q.C (2012-President), President ACE Medical Center Tacloban (2014-Present), President ACE Medical Center Dipolog (2017-Present)
4	Cerna-Lopez, Geanie C.	President – ACE Medical Center -Cebu (2017-Present) President – Las Pinas City Medical Center, Medical Director- Unihealth Paranaque, Management Consultant – Medical Center Muntinlupa, Past President – Medical Center Muntinlupa (2016), Past Hospital Admin – UniHealth Paranaque Hospital (2016) and Las Pinas City Medical Center (2016); Past president Paranaque Doctors Hospital (2015) Hospital Affiliations: 1. ACE Hospitals 2. Paranaque Doctors Hospital 3. Unihealth Paranaque Hospital and Medical Centre 4. Las Pinas City Medical Centre 5. Medical Centre Muntinlupa 6. Asian Hospital and Medical Centre
5	Dalingding, Frederick F.	Consultant – MMG Cooperative Hospital, Puerto Princesa City Consultant – Adventist Hospital, Palawan Consultant – Ospital ng Palawan
6	Enriquez, Michael Edward	Hospital Administrator ACE Medical Center Valenzuela, Vice President ACE Medical Center Q.C, Vice President ACE Medical Center Pateros Masteral – MBA Hospital Administration University of Makati (on-going)
7	Felizarte, Lorna B.	Owner/Manager, Boglosa's Birthing Home, Puerto Princesa City Consultant – MMG Cooperative Hospital, Puerto Princesa City Consultant – Adventist Hospital, Palawan Consultant – Ospital ng Palawan Member, Ethics Committee MMG Cooperative Hospital Palawan
8	Miguel, Editha C.	DOH – Co-chair Country Coordinating Mechanism (CCM) for Global Fund 2017 Member, Board of Regents Palawan State University 2016-2020 Member, Finance Committee, Palawan State University

		Member, Board of Trustees Philippine Campus Crusade for Christ Consultant- 2017-2018 Consultant - Ospital ng Palawan 1992-2020 Consultant – Adventist Hospital Palawan 1997-2020 President- Council of Presidents ACEMC 2019-2020
9	Palanca, Lumen Riego De Dios	2013-present Treasurer, Palawan Medical Society 2017 to present Treasurer, ACEMC Palawan, Inc. Consultant, Adventist Hospital Palawan Consultant – MMG Cooperative Hospital, Puerto Princesa
10	Reyes, Rosalie M.	Consultant – MMG Cooperative Hospital, Puerto Princesa City Consultant – Adventist Hospital, Palawan Private Practice, Reyes Clinic
11	Samoy, Marietta T.	President – Allied Care Experts (ACE) Medical Center Mandaluyong (2016-Present) President – Allied Care Experts (ACE) Medical Center Legazpi, Inc. (2016-Present) President – Allied Care Experts (ACE) Medical Center Bayawan (2017-Present) Medical Director – Paranaque Doctors Hospital (2016-2017) President – Uni-Health Paranaque Hospital and Medical Center Hospital Administrator – Las Pinas Medical Center Muntinlupa (2017) Hospital Affiliations: 1. ACE Hospitals 2. Paranaque Doctors Hospital 3. Unihealth Paranaque Hospital and Medical Center 4. Las Pinas Medical Center 5. Medical Center Muntinlupa
12	Tagra, Mina Sirikit	Medical Director, Pharmacist, OB-Gyne Sonologist, Obstetrician Gynecologist – Claridad Pharmacy Finance Officer, Husai and Health Beauty Haven and Spa Proprietor, Home Stay Real Pension House Proprietor, Mina’s Place Tacloban City
13	Ulanday, Sonia J.	School Physician, Holy Trinity University Palawan Medical Specialist III, Ospital ng Palawan Chair, Department of Pediatrics, Ospital ng Palawan Chief of Medical Professional Staff, ONP Secretary, Palawan Medical Society Secretary, Medical Staff Organization, MMG Cooperative Hospital Palawan Consultant, Adventist Hospital Palawan
14	Vicente, Ivan Michael G.	2012-2014 Fellow, UP-PGH Section of Gastroenterology 2014 to present – Internist-Gastroenterologist in Adventist Hospital Palawan, Palawan Medical City and MMG Cooperative Hospital

15	Viernes, La Rhaine G.	Board Secretary – ACE Tacloban (2015-present) Board Assistant Secretary – ACE Palawan (2017-present) Active Consultant – MMH Hospital Tacloban City (2014-2015) Training Officer – RTR Hospital, Tacloban City (2014-2015) Training Officer – Department of Pediatrics, Bethany Hospital (2003-2013) Pediatric Consultant – Department of Pediatrics, RTR Hospital Tacloban City (2001-present) Committee Member, Therapeutics & Pharmacy Committee – Bethany Hospital
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27. Other Directorship of Independent Directors

Name of Independent Director	Reporting Company	Year Appointed
1. Felizarte, Lorna B.	None	N/A
2. Tagra, Mina Sirikit C.	None	N/A
3. Reyes, Rosalie M.	None	N/A

SECURITY OWNERSHIP OF DIRECTORS

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

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
1. Acosta, Karen A.	3,390,000		Filipino	3,390	1.42
2. Carlos, Fernando P.	3,390,000		Filipino	3,390	1.42
3. Cerna-Lopez, Geanie A.	6,780,000		Filipino	6,780	2.83
4. Dalingding, Frederick F.	3,390,000		Filipino	3,390	1.42
5. Enriquez, Amado Manuel C., Jr. ⁵	3,390,000	16,950,000	Filipino	20,340	8.51
6. Enriquez, Michael Edward R. ⁶	13,560,000		Filipino	13,560	5.67
7. Felizarte, Lorna B.	3,390,000		Filipino	3,390	1.42
8. Miguel, Editha C.	3,390,000		Filipino	3,390	1.42
9. Palanca, Lumen Riego De Dios	3,390,000		Filipino	3,390	1.42
10. Reyes, Rosalie M.	3,390,000		Filipino	3,390	1.42
11. Samoy, Marietta T.	6,780,000		Filipino	6,780	2.83

⁵ Amado Manuel C. Enriquez, Jr. is the husband of Marilyn R. Enriquez and the father of Miguel Antonio R. Enriquez.

⁶ Michael Edward R. Enriquez is the son of Amado Manuel C. Enriquez and Marilyn R. Enriquez but does not share the same household.

12. Tagra, Mina Sirikit	3,390,000		Filipino	3,390	1.42
13. Ulanday, Sonia J.	3,390,000		Filipino	3,390	1.42
14. Vicente, Ivan Michael G.	3,390,000		Filipino	3,390	1.42
15. Viernes, La Rhaine G.	3,390,000		Filipino	3,390	1.42
TOTAL	67,800,000	16,950,000		84,750	35.46

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. Amado Manuel C. Enriquez, Jr.
Age	67
Title	Chairman of the Board/Chief Operating Officer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on page 50
Education	College : University of the Philippines (1974) Medical School: University of the Philippines (1978) Residency Training: Cirguia Cardiovascular y Toracica, Universidad de Navarra, Pamplona, Spain – “Sobresaliente” Honors (1984)

Name	Dr. Editha C. Miguel
Age	66
Title	President
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on page 51
Education	College: UP College of Medicine Post Graduate Internship: UP – PGH Medical Center Residency Training: Internal Medicine – Phil General Hospital Fellowship/Subspecialty Training: Infectious & Tropical Diseases – Research Institute of Tropical Medicine Masteral: Masters in Hospital Management and Administration Philippine Christian University

Name	Dr. Frederick F. Dalingding
Age	41
Title	Vice-President

Time spent on Issuer's business	Full time
Hospital affiliation – 5 years	See Business and Professional Work Experience on page 51
Education	College: University of the Philippines, Manila Post Internship: Medical Center, Manila Residency Training: Anatomic and Clinical Pathology Philippine Children's Medical Center Masteral: Masteral in Management Major Hospital Administration – Philippine Christian University

Name	Dra. Lumen R. Palanca
Age	61
Title	Treasurer/Chief Finance Officer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on page 51
Education	B.S. Medical Technology – FEU NRMF School of Medicine Doctor of Medicine Medicine – FEU NRMF

Name	Dra. Sonia J. Ulanday
Age	49
Title	Corporate Secretary
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	See Business and Professional Work Experience on page 52
Education	B.S. Biology – University of Santo Tomas 1991 UST Faculty of Medicine and Surgery – 1995 Post Graduate Internship – University of Santo Tomas 1996 Residency Training: Pediatrics – Amang Rodriguez Medical Center, Marikina 1997-2001 Masteral: Masteral in Management Major Hospital Administration – Philippine Christian University

Name	Atty.Myla Amboy
Age	51
Title	Compliance Officer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	None

Education	<p>Juris Doctor SAN BEDA COLLEGE OF LAW Mendiola St., Manila</p> <p>Bachelor of Arts in Political Science <i>Cum Laude</i> SAN SEBASTIAN COLLEGE- RECOLETOS Recto Avenue, Manila</p>
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Name	Dr. Joseph M. Tovera
Age	42
Title	Medical Director
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	Adventist Hospital Palawan Palawan MMG Cooperative Hospital
Education	Medicine – UP College of Medicine Specialty: Internal Medicine – UP College of Medicine Subspecialty: Oncology – UP College of Medicine

Name	Dr. Jonathan Lao
Age	39 years old
Title	Comptroller
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	Ospital ng Palawan (Medical Officer III) 2019 to present Palawan MMG Cooperative Hospital
Education	<p>BS Biology, University of Santo Tomas, year graduated: 2001 Doctor of Medicine, University of Santo Tomas, year graduated: 2008 Post-graduate Internship: Dr. Victor Potenciano Medical Center Year: 2008-2009 Residency training in Surgery: Jose P. Reyes Memorial Medical Center, year: 2010-2015 Fellowship/Subspecialty Training in Advance Laparoscopic Surgery), Jose P. Reyes Memorial Medical Center, year: 2016- 2017 Masteral: Masteral in Management Major Hospital Administration – Philippine Christian University</p>

Name	Martin A. Yara, Jr.
Age	51
Title	Chief Accounting Officer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	N/A
Education	BSBA – Major in Accounting 1993 PSBA Quezon City

SECURITY OWNERSHIP OF OFFICERS, MANAGERS AND KEY PERSONS

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

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
1. Enriquez, Amado Manuel C., Jr. ⁷	3,390,000	16,950,000	Filipino	20,340	8.51
2. Miguel, Editha C.	3,390,000		Filipino	3,390	1.42
3. Dalingding, Frederick	3,390,000		Filipino	3,390	1.42
4. Palanca, Lumen R.	3,390,000		Filipino	3,390	1.42
5. Ulanday, Sonia J.	3,390,000		Filipino	3,390	1.42
6. Tovera, Joseph M.	3,390,000		Filipino	3,390	1.42
7. Lao, Jonathan T.	3,390,000		Filipino	3,390	1.42
8. Amboy, Myla	0		Filipino	0	0
9. Yara, Jr., Martin A.	0		Filipino	0	0
TOTAL	23,730,000	16,950,000		40,680	17.03

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

(a)	(b)	(c)	(d)	(e)
Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
CEO Editha C. Miguel	2020	₱ 0.00	₱ 0.00	₱ 0.00

⁷ Amado Manuel C. Enriquez, Jr. is the husband of Marilyn R. Enriquez and is the father of Miguel Antonio R. Enriquez.

A	Amado Manuel C. Enriquez, Jr., COO	2020	₱ 0.00	₱ 0.00	₱ 0.00
B	Frederick Dalingding, Vice President	2020	₱ 0.00	₱ 0.00	₱ 0.00
C	Lumen Palanca, CFO & Treasurer	2020	₱ 0.00	₱ 0.00	₱ 0.00
D	Sonia J. Ulanday, . Corporate Secretary	2020	₱ 0.00	₱ 0.00	₱ 0.00
E	All other officers and director as a group unnamed	2020	₱ 0.00	₱ 0.00	₱ 0.00

The Issuer has not commenced operations. The CEO, all other directors and officers only receive a per diem allowance of ₱15,000.00 per board meeting, executive meeting and construction committee meetings. The Board, Executive Officers and Construction Committee Members had 10, 6 and 40 meetings in 2018 and 13, 9 and 50 meetings in 2019; 4, 13, 27 in 2020 as of September 2020.

Compensation. By resolution of the Board, each director shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate among the directors within their term of one (1) year an amount not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year, such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

30. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Expects compensation to change in the next year
<input checked="" type="checkbox"/>	Owes compensation for prior years ⁸

ARRANGEMENTS WITH OFFICERS, DIRECTORS, MANAGERS AND KEY PERSONS

31. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Has entered into employment or non-compete agreements with any Officer, Manager, Director or Key Person.
<input checked="" 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
Enriquez, Amado Manuel, Jr.	D/O	✓	x	✓	x	1. Civil Case No. R-CEB-18-00601-CV Region VII, Branch XI, Cebu City.

⁸ As approved by the Board of Directors with Board resolution # 39 during the Board Meeting held on May 31, 2020 at ACE Site, Palawan

Name	Position: D = Director ID - Independent Director O - Officer	Civil	Criminal	Administrative	Bankruptcy	Case Details
Cerna-Lopez, Geanie	D	√	x	√	x	2. Civil Case No. R-CEB-18-01248 CV Region VII, Branch XI, Cebu City Complaints for Issuance of Certificate of Stock, Declaration of Sale in Installment as Subscription Contract, Declaration of Rights or Pre-emption, and for Attorney's Fees.
Orillaza, Generoso M.		√	x	√	x	
Samoy, Marietta T.	D	√	x	√	x	
Cerna-Lopez, Geanie	D	√	x	√	x	Special Civil Action Case No. R-CEB-18-08795-SC Region VII, Branch XI, Cebu City for Mandamus to issue 100% Pre-emptive rights, Damages and for Attorney's Fees
Dalingding, Frederick F.	D/O	x	x	x	x	NONE
Miguel, Editha C.	D/O	x	x	x	x	NONE
Palanca, Lumen R.	D/O	x	x	x	x	NONE
Ulanday, Sonia J.	D/O	x	x	x	x	NONE
Acosta, Karen A.	D/O	x	x	x	x	NONE
Felizarte, Lorna B.	ID	x	x	x	x	NONE
Tagra, Mina Sikirit C.	ID	x	x	x	x	NONE
Reyes Rosalie	ID	x	x	x	x	NONE
Vicente, Ivan Michael G.	D	x	x	x	x	NONE
Viernes, La Rhaine G.	D	x	x	x	x	NONE
Tovera, Joseph M.	O	x	x	x	x	NONE
Lao, Jonathan	O	x	x	x	x	NONE
Amboy Myla	O	x	x	x	x	NONE
Yara, Martin Jr.	O	x	x	x	x	NONE

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

Settlement Offer with the Securities and Exchange Commission

Doctors Enriquez, , Cerna-Lopez, Samoy, including Engr. Orillaza have been subject of an Order by the Securities and Exchange Commission relative to their directorship in ACE Medical Center-Cebu, Inc. for violation of Section 8.1 of the Securities Regulation Code.

The Company's Board of Directors made an offer of settlement pursuant to Section 55 of the SRC. The Board, through its President, Dra. Geanie Cerna-Lopez offered a compromise penalty equivalent to 50% of the total assessment amounting to ₱15,330,000.00.

On 13 March 2018, the SEC-EIPD issued an Order denying the Offer for being inadequate considering the extent of the violation committed. However, since the offer was timely filed and no administrative/criminal cases have been instituted, the SEC granted a 30% reduction on the assessed penalty, plus a fine of ₱50,000.00 per Director of the Company. The penalty of ₱11,481,000.00 was imposed.

The SEC, through the Enforcement and Investor Protection Department (EIPD), accepted the Offer Settlement tendered by ACE Medical Center-Cebu, Inc.

On 15 March 2018, the Company paid the penalty and on 19 March 2018, ACE Medical SEC-EIPD issued the corresponding Notice of Settlement Agreement.

36. 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

1. Civil Case No. R-CEB-18-01248-CV

Region VII, Branch XI, Cebu City

Compliant for Issuance of Certificate of Stock, Declaration of Sale in Installment as Subscription Contract, Declaration of Rights or Pre-Emption and for Attorney's Fees

On March 7, 2018, complainants Dax Matthew M. Quijano, Rosemarie P. Quijano, Eric Y. Cheung, Girlie Cheung, Candice Joy A. Sia, through counsel filed a civil complaint against the Hospital and its Directors (as stated above) praying the Court to direct the defendants ACE Medical Center Cebu and its President and Corporate Secretary to issue the plaintiff's Certificate of Stock and declare the sale in installment as subscription contract, to allow him to exercise pre-emptive rights to the increase in capital approved by the Board on November 12, 2016. The Defendants (based in Cebu) have already filed their Answer to the Complaint. However, the complaint for Manila based Doctors are yet to be served. Awaiting Notice of Pre-Trial from the Court. Special Civil Action Case

2. Civil Case No. R-CEB-18-00601-CV Region VII, Branch XI Cebu City

Compliant for Issuance of Certificate of Stock, Declaration of Sale in Installments as Subscription Contract, Declaratoin of Rights or Pre-Emption, and for Attorney's Fees

Dr. Ferdinand Kionisala vs. ACE Medical Center-Cebu, Inc. Geanie Cerna-Lopez, Velma T. Chan, Luisito Mark R. Co, Maita Cruz, Roberto M. De Leon, Amado Manuel C. Enriquez, Jr., Floram C. Limotlimot, Roland Mark M. Gigataras, Joy C. Luna, Nicolas S. Molon, Felix P. Nolasco, Generoso M. Orillaza, Ronald L. Ramiro, Marietta T. Samoy and Evangeline Y. Zozobrado.

On February 5, 2018, complainant Ferdinand P. Kionisala filed a civil complaint against the Hospital and its Directors (as stated above) praying the Court to direct the defendants ACE Medical Center Cebu and its President and Corporate Secretary to issue the plaintiff's Certificate of Stock and declare the sale in installment as subscription contract, to allow him to exercise pre-emptive rights to the increase in capital approved by the Board on November 12, 2016. The Defendants (based in Cebu) have already filed their Answer to the Complaint and Dr. Kionisala has filed a Motion for Partial Summary Judgment, but the same was opposed by the defendants. The Motion is still pending resolution by the Presiding Judge Ramon Daomilas, Jr. of Branch XI, RTC Cebu.

3. Special Civil Action Case No. R-CEB-18-08795-SC

Region VII, Branch XI, Cebu City

For Mandamus to Issue 100% Pre-Emptive Rights, Damages and Attorney's Fees

Leo T. Sumatra, Sps. Stephen Paul M. Bergado and Conhita B. Bergado, Marie Davielene Beatriz Ong-Dy and Leonard Matthew Dy, et. Al vs. Allied Care Experts (ACE) Medical Center-Cebu, Inc., GeanieCerna-Lopez and Velma T. Chan The Petitioners have filed a Special Civil Action case for Mandamus, to compel the Respondents to immediately issue their 100% pre-emptive rights. The Petitioners claim they are entitled to 10 shares based on their computation of 0.000083333 ownership multiplied by 120,000 (increase in Capital).

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

Complaint filed before the Insurance Commission for engaging in Pre-need activities without license.

Dr. Kionisala a stockholder of ACE-Cebu filed a complaint with the Insurance Commission for allegedly engaging in Pre-need activities without license.

The Insurance Commission (IC) has summoned Dr. Amado Manuel C. Enriquez to appear in a clarificatory conference before the Regulation Enforcement and Prosecution Division in

connection with the conduct of operations of the ACE Group of Hospitals for allegedly engaging in pre-need business activities without the necessary license.

On 11 December 2018, IC finds the benefits and privileges offered by ACE Group of Hospitals and the named respondents is not a pre-need contract, agreement, deed nor plan contemplated under the law, hence, not required to secure a separate license for such before the IC. **THE CASE IS CLOSED AND TERMINATED.**

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
√	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.

Dr. Amado Manuel C. Enriquez, Jr., is the father of Michael Edward R. Enriquez and the cousin of Dr. Fernando P. Carlos.

CERTAIN RELATIONSHIP AND RELATED PARTY TRANSACTIONS

40. The Issuer (select all that apply):

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

FINANCIAL INFORMATION

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

1) Plan Of Operations

The construction of the hospital building started on March 2019. As of this date,

- a. There are no product research and development that the Issuer will perform.
- b. Purchase of medical equipment will commence on 4th Quarter 2021.
- c. Issuer will be hiring employees beginning 1st Quarter 2022.

Initially, the cash requirements of the Registrant were for the land acquisition and construction of Hospital Building, which were obtained from the initial investment of the Founders. However, since ACE Palawan Preliminary Prospectus

the initial investment from the Founders was not sufficient to finance the construction, the Company increased its authorize capital and the Founders put up additional investment. Additional funding for the on-going construction were also financed by local Banks thru loans. Subsequently, upon approval of the permit to sell securities, registrant plans to continuously market and aggressively sell the Offered Shares to be able to finish the construction and start commercial operation of ACE PALAWAN expected to be in the first quarter of 2022

2) Management Discussion and Analysis

SUMMARY OF 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 Nine Months Period Ended September 30, 2020 and Twelve Months Period Ended December 31, 2019 are derived from the audited financial statements of ACE Palawan, including the notes thereto. The detailed financial information for the Nine Months Period Ended September 30, 2020 and September 30, 2019 and Twelve Months Period Ended December 31, 2019 are found on pages 63-65 of the Prospectus.

The summary of financial and operating information of ACE Palawan presented below as of and for the Nine Months Ended September 30, 2020 and Year Ended December 31, 2019 were derived from the financial statements of ACE Palawan, audited by Perez, Sese, Villa and Co. and prepared in compliance with the Philippine Financial Reporting Standards (“PFRS”). The information below should be read in conjunction with the financial statements of ACE Palawan and related notes thereto, which are included in pages 66-67 of this Prospectus. The historical financial condition, results of operations and cash flows of ACE Palawan are not a guarantee of its future operating and financial performance.

RESULTS OF OPERATIONS (September 30, 2020 vs. September 30, 2019)

	For the Year Ended		Horizontal Analysis		Vertical Analysis	
	30-Sep-20	30-Sep-19	Inc (Dec)	%age	30-Sep-20	30-Sep-19
Interest Income	₱ 11,258	₱ 12,217	₱ (959)	-8%	n/a	n/a
Expenses	(996,614)	(2,101,755)	1,105,141	53%	n/a	n/a
Net loss	₱ (985,356)	₱ (2,089,538)	₱ 1,104,182	53%	n/a	n/a

Interest Income

Interest Income during September 30, 2020 is lower than September 30, 2019 by 8%. This was due to the decrease in average daily balance in cash in banks brought by increase in expenditures in connection with the construction of the hospital building.

Expenses

Expenses during September 30, 2020 are lower compared to September 30, 2019 expenses by 53%. This was due to less expenses because of the current pandemic like transportation and travel, allowances, meetings and conferences and representation in addition to the decrease in taxes and licenses and professional fees.

Loss for the year

Loss for the nine months ended September 30, 2020 is lower than in 2019 by 53%. This was due to less pre-operating activities in 2020 as compared to 2019.

FINANCIAL CONDITION (September 30, 2020 vs. December 31, 2019)

ASSETS	30-Sep-20	31-Dec-19	Horizontal Analysis		Vertical Analysis	
			Inc (Dec)	%age	30-Sep-20	31-Dec-19
Current Assets						
Cash	₱ 172,576,090	₱ 60,173,902	₱ 112,402,188	187%	28%	18%
Receivables	5,227,544	952,182	4,275,362	449%	1%	0%
Advances to contractor	44,088,857	15,170,337	28,918,520	191%	7%	5%
Other current assets	559,288	643,468	(84,180)	-13%	0%	0%
Total Current Assets	222,451,779	76,939,889	145,511,890	189%	36%	23%
Non Current Assets						
Property and equipment	393,338,177	251,968,120	141,370,057	56%	64%	76%
Deferred tax asset	1,729,523	1,430,539	298,984	21%	0%	0%
Total Non current Assets	395,067,700	253,398,659	141,669,041	56%	64%	77%
Total Assets	₱ 617,519,479	₱ 330,338,548	₱ 287,180,931	87%	100%	100%
LIABILITIES AND EQUITY						
Current Liabilities						
Payables	₱ 15,923,358	₱ 12,184,608	₱ 3,738,750	31%	3%	4%
Advances from related parties	61,907,784	52,779,231	9,128,553	17%	10%	16%
Total Current Liabilities	77,831,142	64,963,839	12,867,303	20%	13%	20%
Non-Current Liabilities						
Loans Payable	425,000,000	150,000,000	275,000,000	100%	69%	45%
Total Liabilities	502,831,142	214,963,839	287,867,303	134%	81%	65%
Equity						
Share Capital	120,000,000	120,000,000	-	0%	19%	36%
Retained Earnings (Deficit)	(5,311,663)	(4,625,291)	(686,372)	15%	-1%	-1%
Total Equity	114,688,337	115,374,709	(686,372)	-0.59%	19%	35%
Total Liabilities and Equity	₱ 617,519,479	₱ 330,338,548	₱ 287,180,931	87%	100%	100%

Total Assets

Total assets increased from ₱330M to ₱617M, a 87% increase from December 31, 2019 figures. The increase was primarily due to the increase in Cash, Receivables, Advances to contractor and Property and equipment.

Cash

Cash increased by 187% primarily due to the additional loans and advances from related parties in 2020 which was negated by the additional expenditures in connection with the construction of hospital building.

Receivables

Receivables increased by 449%. This account primarily consists of advances to officers and employees subject for liquidation. The increase was brought by the receivable from related party which for construction materials initially paid by the Company.

Advances to contractor

Advances to contractor increased by 191%. This account represents payment made to contractor for purchases of materials. This payment shall be liquidated from every subsequent progress payments to be made by the Company.

Other current assets

Other current assets decreased by 13%. This account pertains to prepaid expenses related to the construction of hospital building which were subsequently reclassified to proper account.

Property and equipment

Property and equipment increased by 56% primarily due to the on-going construction of the hospital building.

Deferred tax assets

Deferred tax assets increased by 21% due to the income tax benefit recognized on the taxable loss for the nine months ended September 30, 2020.

Total Liabilities

Total liabilities increased by 134%. The increase was primarily due to the loans availed by the company during the year 2020.

Payables

Payable increased by 31%. This increase was mainly due to the increase in retention payable and interest accrued on bank loans and advances from shareholders in connection with the Company's construction of hospital building.

Advances from related parties

This account pertains to cash advances obtained from founders to finance the Company's pre-operating expenses, other start up fund requirements and to finance the on-going construction of its hospital building. This increase by 17%.

Loans Payable

Loans Payable increased by 183%. This represents interest-bearing loan from Banks and financial institution in support of the construction of the Company's hospital building.

Equity

The .59% decrease in the total equity is due to the negative result of pre-operation for the year. The Company is still non-operational and most of the expenses incurred relates to planning and mobilization expenses.

FINANCIAL CONDITION (December 31, 2019 vs. December 31, 2018)

ASSETS			Horizontal Analysis		Vertical Analysis		
			31-Dec-19	31-Dec-18	Inc (Dec)	%age	31-Dec-19
Current Assets							
Cash	₱ 60,173,902	₱ 26,258,247	₱ 33,915,655	129%	18%	25%	
Receivables	952,182	2,601,563	(1,649,381)	-63%	0%	2%	
Advances to contractor	15,170,337	5,000,000	10,170,337	203%	5%	5%	
Other current assets	643,468	589,288	54,180	9%	0%	1%	
Total Current Assets	76,939,889	34,449,098	42,490,791	123%	23%	33%	
Non Current Assets							
Property and equipment	251,968,120	70,017,516	181,950,604	260%	76%	67%	
Deferred tax asset	1,430,539	235,574	1,194,965	507%	0%	0%	
Total Noncurrent Assets	253,398,659	70,253,090	183,145,569	261%	77%	67%	
Total Assets	₱ 330,338,548	₱ 104,702,188	₱ 225,636,360	216%	100%	100%	
LIABILITIES AND EQUITY							
Current Liabilities							
Payables	₱ 12,184,608	₱ 3,908,849	₱ 8,275,759	212%	4%	4%	
Advances from related parties	52,779,231	4,126,817	48,652,414	1179%	16%	4%	
Deposit for future shares subscription	-	28,500,000	(28,500,000)	-100%	0%	27%	
Total Current Liabilities	64,963,839	36,535,666	28,428,173	78%	20%	35%	
Non-Current Liabilities							
Loans Payable	150,000,000	-	150,000,000	100%	45%	0%	
Total Liabilities	214,963,839	36,535,666	178,428,173	488%	65%	35%	
Equity							
Share Capital	120,000,000	70,000,000	50,000,000	71%	36%	67%	
Retained Earnings (Deficit)	(4,625,291)	(1,833,478)	(2,791,813)	152%	-1%	-2%	
Total Equity	115,374,709	68,166,522	47,208,187	69%	35%	65%	
Total Liabilities and Equity	₱ 330,338,548	₱ 104,702,188	₱ 225,636,360	216%	100%	100%	

Total Assets

Total assets increased from ₱104M to ₱330M, a 216% increase from December 31, 2018 figures. The increase was primarily due to the increase in construction in progress reported under property and equipment.

Cash

Cash increased by ₱34M (129%) due to loan secured from Development Bank of the Philippines and advances from related party.

Receivables

Receivables decreased by 63%. This account primarily consists of advances to officers and employees and advances for liquidation. The decrease was brought about by the collection / liquidation of advances.

Advances to contractor

Advances to contractor increased by 203%. This account represents payment made to contractor for purchases of materials. This payment shall be liquidated from every subsequent progress payments to be made by the Company.

Other current assets

Other current assets increased by 9%. This account consists of the accumulated incidental expenditures related to the construction of multidisciplinary special medical facility.

Property and equipment

Property and equipment increased by 260% primarily due to the on-going construction in progress.

Total Liabilities

Total liabilities increased by 488%. The increase was primarily due to the loans availed by the company during the year 2019.

Payables

Payable increased by 212%. This increase represents unpaid purchases of goods and services as of December 31, 2019 in connection with the Company's construction of hospital building.

Advances from related parties

This account pertains to cash advances obtain from founders to finance the Company's pre-operating expenses, other start up fund requirements and to finance the on-going construction of its hospital building. This increase by 1,179%.

Deposit for future stock subscription

This account represents deposits made by the subscribing shareholders in connection with the proposed increase in authorized capital stock of the company which was approved by the Securities and Exchange Commission on March 15, 2019. Accordingly, the Company applied the deposit to the shares issued by the Company.

Loans Payable

Loans Payable represents interest-bearing loan from Banks and financial institution in support of the construction of the Company's hospital building.

Equity

The 69% increase in the total equity is primarily due to the additional subscription and payment of capital amounting to ₱50,000,000. This was partly negated by the negative result of operation for the year. The Company is still non-operational and most of the expenses incurred relates to planning and mobilization expenses.

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 above mentioned services

42. The aggregate fees billed are shown below:

Year	2019	2018	2017
Audit Fees	300,000	200,000	200,000
Tax Fees	0	0	0
All Other Fees	0	0	0

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

The company has engaged the services of Perez, Sese, Villa and Company during the two most recent fiscal years. There are no disagreements with Perez, Sese, Villa & Co. on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

TAXATION

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

Net Capital Gains realized from selling of securities other than those traded in the stock exchange is subject to 15% tax on the net capital gain. 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 good or properties sold. If the seller of shares is a dealer of securities, sale is subject to value added tax.

Documentary Stamp Tax. Upon the original issuance of ACE Palawan shares, DST will be imposed at a rate of ₱3.00 for every 200 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 Issuer's acceptance of the stock subscription. The secondary transfer of ACE Palawan shares is subject to a documentary stamp tax at a rate of ₱1.50 on each ₱200 or fractional part thereof of the par value of the share transferred.

Tax on Capital Gains on the subsequent sale of ACE Palawan shares is subject to Capital Gains Tax. The law provides 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 ACE Palawan from time deposits on excess cash is subject to a final withholding tax rate of 20% (Sec. 27(D)(4)).

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

INDEPENDENT AUDITORS AND COUNSELS

TAX AND LEGAL MATTERS

All legal opinions/matters in connection with the issuance of each Offer will be passed upon by Atty. Rosalina Tesorio for the Company. Atty. Tesorio have no direct interest in the Company.

Atty. Tesorio may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that provide such services to its other clients.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company as at and for the years ended have been audited by **Alma Sese, Villa and Co.** an independent auditors, in accordance with Philippine Standards on Auditing as set forth in their report thereon appearing elsewhere in this Prospectus.

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.

The Audit Committee also performs the following duties and responsibilities relating to the services of the Company's external auditors:

- Prior to the commencement of audit, discuss and review all audit plans, scope and audit resources/expenses, and ensure proper coordination if more than one (1) audit firm is involved.
- Perform oversight functions with respect to Internal and External Auditors of the Corporation, ensuring the independence of one from the other, freedom and interference from outside parties, and their unrestricted access of such records, properties and personnel of the Corporation necessary to enable them to perform their respective audit functions; and review the reports submitted by them.
- Evaluate and determine any non-audit work performed by External Auditors, including the fees therefor, and ensure that such work will not conflict with External Auditor's duties as such or threaten its independence.

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.

OTHER MATERIAL FACTORS

Taxation

In the current regulations of the Bureau of Internal Revenue on sale or disposition of shares of stock of domestic corporations not traded in the stock exchange, is uniform for all taxpayers regardless of their status. Under the pertinent provision of the 1997 National Internal Revenue Code (NIRC), any net capital gain realized from the sale, barter, exchange or other disposition of shares of stock in domestic corporation is subject to final tax rates of 5% on the first ₱100,000.00 net capital gains and 10% in excess.

No guarantee of return

The stockholder and investors of the Company should be aware that the value of an investment in the Company is subject to risks inherent in investing in securities. There is no assurance that any appreciation in the value of the shares will occur or that the investment objectives of the company will be achieved. The value of investments and the income derived therefrom may fall as well as rise and investors may not recoup the original amount invested in the Company.

Dividend payment risk

There is a risk that the Company will not pay dividend. A decision on payment of dividend will depend on profitability of activities, cash flows, investments plans and the general financial situation and other circumstances.

Risks related to forward looking statements

This Prospectus includes some forward-looking statements, are based on estimate, opinion, expectations and forecast regarding future events and financial trends that will possibly have an effect on the activities of the Company. Forward looking statements include information about possible or presumable results of the Company's activities, investment strategy, contractual relationships, borrowing plans, investment conditions, effect of future regulation and other information. The Company cannot assure that the forward looking statements will reflect future events and circumstances fully and correctly. The Company, and their employees do not undertake to adjust or modify the forward looking statements, except to the extent required by laws and the Articles of Incorporation.

Risks of valuation of the Company's assets

The assets of the Company will be evaluated by a property appraiser, however, such valuation of assets shall be only determining the value of the assets, which does not automatically mean the exact sale price of an investment held by the Company, which depends on many circumstances like economic and other conditions, which cannot be controlled. Thus, the sale price of investments held by the Company can be higher or lower than the value of assets determined by a property appraiser.

Documentary Stamp Tax

A documentary stamp tax is imposed upon the original issuance of debt instruments issued by Philippine companies, such as the Bonds, at the rate of ₱3.00 for each ₱200.00, or fractional part thereof, of the issue price of such debt instruments; provided that, for debt instruments with terms of less than one year, the documentary stamp tax to be collected shall be of a proportional amount in accordance with the ratio of its term in number of days to 365 days.

The documentary stamp tax is collectible wherever the document is made, signed, issued, accepted, or transferred, when the obligation or right arises from Philippine sources, or the property is situated in the Philippines. Any applicable documentary stamp taxes on the original issue shall be paid by the Issuer for its own account.

Availability of Financing

The continued access to debt financing of the Company is subject to factors many of which is outside the control of ACEMC Palawan. Political instability, economic slowdown, social unrest or changes in the Philippine regulatory environment could increase the cost of borrowing or restrict the ability to obtain debt financing. Other factors affecting the ability to borrow include (i) regulations limiting bank exposure (including single borrower limits) to a single borrower, or related

group of borrowers; (ii) compliance by the company with existing debt covenants, and (iii) ability to service new debt. The inability to obtain financing from banks and other financial institutions would adversely affect the financial conditions and results of operation of ACE Medical Center-Palawan

Legal and other proceedings arising out of its operations

ACE Medical Center-Palawan and its medical staff may be involved in disputes with various parties for contractual disputes. Regardless of the outcome, these disputes may lead to legal or other proceedings and may result in substantial cost and delays in the construction and operations of the Company.