



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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**SEC Registration No.:** CS201540355

**Company Name:** ALLIED CARE EXPERTS (ACE) MEDICAL CENTER-ZAMBOANGA CITY, INC.

**Industry Classification:** N85121

**Company Type:** Stock Corporation

## Document Information

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**Document ID:** OST10701202583563018

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**Document Code:** ACGR

**Period Covered:** December 31, 2024

**Submission Type:** Annual

**Remarks:** None

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Acceptance of this document is subject to review of forms and contents

REPUBLIC OF THE PHILIPPINES)

**ZAMBOANGA CITY**

) S.S.

**CERTIFICATION**

I **Giovanni Paolo C. Gimena**, Corporate Secretary of **Allied Care Experts (ACE) Medical Center, Zamboanga Inc.** (doing business under the name and style of **Premier Medical Center**) Inc.. with SEC registration number **CS201540355** with principal office at **Don Alfaro Street Tetuan Zamboanga City**, on oath state:


1. That I have caused this SEC Form ACGR dated June 30, 2025 to be prepared;
2. That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records,
3. That I comply with the requirements set forth in SEC Memorandum Circular No. 18 dated 09 October 2023 and SEC Notice dated 05 March 2025, for a complete and official submission of reports and/or documents through electronic mail and through the Electronic Filing and Submission Tool (eFAST) effective 28 March 2025; and
- 4) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of June 2025 at Zamboanga City..

  
**Giovanni Paolo C. Gimena**  
Affiant

SUBSCRIBED AND SWORN to before me this JUN 30 2025 day of \_\_\_\_\_ at Zamboanga City, Philippines, affiant exhibiting to me his valid PRC ID 0088361 issued at Zamboanga City

Doc No 56  
Page No 13  
Book No XIV  
Series of 2025

  
**RENAJOY C. CASTIGADOR**  
Notary Public for Zamboanga City  
Not. Comm. No. 2025-05  
Commissioned 01-10-2025 to 12-31-2026  
CTLA LAW 3<sup>rd</sup> Floor, Arcada Complex, Tetuan, Z.C.  
Roll No. 67987; 05-26-17  
IBP OR No. 494520; 01-02-2025; ZAMBASULTA  
PTR No. 3067124; 01-03-2025; ZC

## COVER SHEET

**CS201540355**

SEC Registration No.

**ALLIED CARE EXPERTS (ACE) MEDICAL CENTER-ZAMBOANGA CITY, INC.,**  
**(doing business in the name and style of PREMIER MEDICAL CENTER ZAMBOANGA)**  
(Company's Full Name)

**Don Alfaro Street, Brgy. Tetuan, Zamboanga City**  
(Company's Address)

**(062) 991-9778 / 0917-779-9816**  
(Company's Contact Number)

**2024 December 31**  
(Fiscal Year Ending-Month and Day)

**ACGR**  
(FORM TYPE)

\_\_\_\_\_  
(Period Ended Date)

\_\_\_\_\_  
(Amendment Designation, if Applicable)

**Issuer of Securities**  
(Secondary License Type, if any)



## SEC FORM-ACGR (FOR PC/RI)

### ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended **31 December 2024**
2. SEC Registration Number **CS2015403**
3. BIR Tax Identification Number **478-905-770**
4. Exact Name of the Issuer as specified in its charter **ALLIED CARE EXPERTS MEDICAL CENTER-ZAMBOANGA, INC. (doing business under the name and style of Premier Medical Center Zamboanga)**
5. Province, Country or other jurisdiction of incorporation or organization **Zamboanga City, Philippines**
6. Address of Principal Office **Don Alfaro Street, Tetuan, Zamboanga City, Philippines**
7. Postal Code **7000**
8. Issuer's telephone number, including area code **(062) 991-9778 / 0917-779-9816**
9. Former name, former address, and former fiscal year, if changed since last report
10. Industry Classification Code (For SEC's use only) .....

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS				
RECOMMENDATION		COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD’S GOVERNANCE RESPONSIBILITIES				
Principle 1. ESTABLISHING A COMPETENT BOARD				
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.				
Recommendation 1.1				
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company’s industry/sector.	Compliant	The Company’s 2024 Annual Report provides comprehensive biographies of the Board of Directors, detailing their age, qualifications, appointment dates, relevant expertise, and directorships in other companies, in full compliance with SEC requirements for board member qualifications. Biographical information on both executive officers and board members is also available on the Company’s website. The Directors meet the SEC’s standards, possessing the necessary practical knowledge, experience, and skills relevant to the healthcare industry. The Board is composed of physicians and business professionals who are deeply attuned to what drives the business and are committed to formulating strategies that enhance the Company’s value.	
2	Board has an appropriate mix of competence and expertise.	Compliant	Of the nine members of the Board, one has a solid background in banking and finance. One is a partner in one of the reputable law firms in the country. whose core practice is banking and finance, corporate law and securities. Five are doctor- specialists with	

3	<p>Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<p>two of them having been exposed to hospital administrative work. One is an established businessman.</p> <p>The Chairman who previously served as Chief of Hospital to five (5) different regional hospitals was previously appointed as Assistant Secretary of the Department of Health and was assigned in the administration and finance service. He also served as Chairperson of various committees in Philhealth which equipped him with vital knowledge on the workings of a vital partner in hospital management.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>2024 17-A ANNUAL REPORT (pages 42-47)</b>  <a href="https://drive.google.com/file/d/1Xb9QcGG4akRLhXLuoSJ4i4txVCFNcMzO/view?usp=sharing">https://drive.google.com/file/d/1Xb9QcGG4akRLhXLuoSJ4i4txVCFNcMzO/view?usp=sharing</a></li> <li>• <b>ACEMC Zamboanga Website :</b>  <a href="https://pmczamboanga.com/board-of-directors">https://pmczamboanga.com/board-of-directors</a></li> <li>• <b>Manual on Corporate Governance pages 5:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	
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Recommendation 1.2

1	The Board is headed by a competent and qualified Chairperson.	Compliant	<p>Dr. Romeo A. Ong serves as the Chairman of the Board, his credentials and qualifications are detailed in the 2024 17-A Annual Report and available on the Company’s website.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>2024 17-A ANNUAL REPORT (pages 42-43)</b>  <a href="https://drive.google.com/file/d/1Xb9QcGG4akRLhXLuoSJ4i4txVCFNcMz0/view?usp=sharing">https://drive.google.com/file/d/1Xb9QcGG4akRLhXLuoSJ4i4txVCFNcMz0/view?usp=sharing</a></li> <li>• <b>ACEMC Zamboanga Website</b>  <a href="https://pmczamboanga.com/">:https://pmczamboanga.com/</a></li> </ul>	
<b>Recommendation 1.3</b>				
1	The company provides a policy on training of directors.	Compliant	<p>Article XIII of the Company’s Manual on Corporate Governance provides that there shall be an orientation program for first-time directors for at least eight (8) hours , while the annual continuing training be for at least four (4) hours.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE page 22 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	

2	The company has an orientation program for first-time directors.	Compliant	There was no Orientation Program conducted for the Board of Directors elected in February 2024 since all current directors were re-elected and are not first time directors.	
3	The company has relevant annual continuing training for all directors.	Non-Compliant		The Company was granted the license to issue securities on 14 June 2024. As the Company had to prioritize the financial requirements of the Hospital and training of its manpower as it also commenced operations on 01 July 2024, the Board postponed the trainings of its members in 2025.
<b>Recommendation 1.4</b>				
1	The Board has a policy on board diversity.	Non-Compliant	<p>The Board is composed of seven (7) male directors and two (2) female directors. In terms of age distribution, three (3) directors are between 41–50 years old, three (3) are between 51–60, two (2) are between 61–70, and one (1) is between 71–80 years old.</p> <p>The Chairman is a doctor and a distinguished Chief Medical Specialist who formerly held the position of Assistant Secretary at the Department of Health. The President, along with four other directors, are practicing physicians recognized for their expertise in fields such as surgery (including oncology and kidney transplantation) and pediatrics (including neonatology and nephrology). One (1) director is a lawyer and businessman, while two (2) serve as full-time businessmen.</p>	<p>The policy has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b><i>DRAFT POLICY ON BOARD DIVERSITY :</i></b>  <a href="https://drive.google.com/file/d/1Sr3DGYjaMLiWN1Dtxy1Sj7ZYt0de2rHj/view?usp=sharing">https://drive.google.com/file/d/1Sr3DGYjaMLiWN1Dtxy1Sj7ZYt0de2rHj/view?usp=sharing</a> </li> </ul>
<b>Recommendation 1.5</b>				



1	The Board is assisted by a Corporate Secretary.	Compliant	The Board is assisted by Dr. Giovanni Paolo C. Gimena who serves as the Corporate Secretary of the Company. Details of his academic background and professional experience is available on the Company's website, while his roles and responsibilities are outlined in the Manual on Corporate Governance.	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>ACEMC Zamboanga Website :</b> <a href="https://pmczamboanga.com/board-of-directors">https://pmczamboanga.com/board-of-directors</a></li> <li>• <b>MANUAL ON CORPORATE GOVERNANCE pages 13-14:</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	
3	The Corporate Secretary is not a member of the Board of Directors.	Non-Compliant	The Corporate Secretary is a member of the Board of Directors.	The Manual provides that the Board shall appoint the Corporate Secretary who is not a member of the Board of Directors. As the company is still in the first year of its commercial operations, the Board appointed in current Secretary who has been performing the role since 2022 and for the time being, is considered the most efficient person for the job. Given his familiarity with the operational policies of the corporation, the Board deems that the foregoing arrangement is effective , efficient and maximizes the resources of the company.
4	The Corporate Secretary attends annual training/s on corporate governance.	Non- Compliant		The Company was granted the license to issue securities on 14 June 2024. As the Company had to prioritize the financial requirements of the Hospital and training of its manpower as it also commenced operations on 01 July 2024, the Board postponed the training of its members including the Corporate Secretary in 2025.

Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	Compliant	<p>The Company's Compliance Officer is Atty. Maylene B. Villanueva. She is not a member of the Board. Her qualifications, duties, and responsibilities are outlined in the Manual on Corporate Governance. Details of her educational and professional background are available on the Company's website.</p> <p>Based on the Manual on Corporate Governance, the appointed Compliance Officer shall have the rank of at least vice president.</p> <p><b>Reference documents/links:</b></p>	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE</b> pages 14-15:  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> <li>• <b>17C dated 7 August 2024 :</b>  <a href="https://drive.google.com/file/d/12lem9rxVC3P4avfS6YXYRZWp_XENE8QE/view?usp=sharing">https://drive.google.com/file/d/12lem9rxVC3P4avfS6YXYRZWp_XENE8QE/view?usp=sharing</a></li> </ul>	
3	The Compliance Officer is not a member of the board.	Compliant		

4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	<p>The Compliance Officer had attended the following corporate governance trainings in 2024 accredited by the Securities and Exchange Commission:</p> <ol style="list-style-type: none"> <li>1. Distinguished Corporate Governance Speaker Series: Unlocking Clarity: Empowering Directors to Navigate Data Overload conducted by the Institute of Corporate Directors on 13 March 2024 (4 PM - 6 PM (2 hrs)</li> <li>2. Distinguished Corporate Governance Speaker Series: AI in Governance and Leadership conducted by the Institute of Corporate Directors on 10 October 2024 (0830 AM- 11 AM) (2hrs and 30 mins)</li> <li>3. Enterprise Risk Management "ISO 31000 ERM Fundamental" conducted by the Enterprise Risk Management Academy in partnership with the Institute of Corporate Directors on 27-29 May 2024 (16.5 hrs)</li> </ol> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b><i>TRAININGS ATTENDED BY KEY EXECUTIVE OFFICERS :</i></b>  <a href="https://drive.google.com/file/d/1nNOF-kXxvCBjRqbZ95alkHoHFdUoiZjm/view?usp=sharing">https://drive.google.com/file/d/1nNOF-kXxvCBjRqbZ95alkHoHFdUoiZjm/view?usp=sharing</a> </li> </ul>	
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Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company’s articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

Recommendation 2.1

1	<p>The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.</p>	<p>Compliant</p>	<p>Directors are required to devote the time and attention necessary to properly and effectively perform his duties and responsibilities and act judiciously.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <p><i>MANUAL ON CORPORATE GOVERNANCE</i></p> <p><i>Duties and functions of the Board page 7-12 :</i></p> <p><a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></p> </li> <li> <p><i>2025 Definitive Information Statement pages 23-24 (Resolutions Approved by the Board in 2024) :</i></p> <p><a href="https://drive.google.com/file/d/1GmT8LaIkCFiYn1kVIGyOipvdxAN_bdK8/view">https://drive.google.com/file/d/1GmT8LaIkCFiYn1kVIGyOipvdxAN_bdK8/view</a></p> </li> </ul>	
Recommendation 2.2				

2	The Board oversees the development and approval of the company's business objectives and strategy.	Compliant	<p>The Board is responsible for overseeing the Company's business affairs. It meets regularly and dedicates time to engage with Management on strategic matters. Through these discussions, the Board effectively monitors the implementation of the Company's business objectives and overall strategy.</p> <p>As part of current practice, the Company's quarterly and annual financial statements and operating results are presented to and reviewed by the Board of Directors for approval prior to submission to the appropriate regulatory bodies.</p> <p>On October 22-23, 2024, the Company conducted a Strategic Planning Session held at Swiss-Belhotel Blulane, 609 Tomas Mapua Street, Sta. Cruz Manila where some members of the Board participated.</p> <p>This affirms the commitment of the Board in overseeing and monitoring the implementation of the company's business objectives and strategy.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b><i>MANUAL ON CORPORATE GOVERNANCE Duties and functions of the Board pages 7-12:</i></b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
3	The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<ul style="list-style-type: none"> <li> <b><i>October 22-23 Strategic Planning :</i></b>  <a href="https://drive.google.com/file/d/1ifut0gCseuv1CYT208nMD0nQnEtHyoCA/view?usp=sharing">https://drive.google.com/file/d/1ifut0gCseuv1CYT208nMD0nQnEtHyoCA/view?usp=sharing</a> </li> </ul>	

Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>One of the Board's governance responsibilities is to establish and implement an effective succession planning program for directors, key officers, and management, as specified in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE PAGE 7:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	<p>The policy has been developed and is currently pending review by the Committee of Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>Draft Succession Planning Policy : Page 2 of Remuneration and Performance Policy :</b>  <a href="https://drive.google.com/file/d/1h-dbhLmXVKPOsVlp5euqjIdaPpUdYyc/view?usp=sharing">https://drive.google.com/file/d/1h-dbhLmXVKPOsVlp5euqjIdaPpUdYyc/view?usp=sharing</a></li> </ul>
2	The Board adopts a policy for the retirement of directors and key officers.	Non- Compliant		<p>The policy has been developed and is currently pending review by the Committee of Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>Draft Retirement Policy:</b><a href="https://drive.google.com/file/d/1BjGGEbHthWWOnWlwG-s52ll9Nuwkces8/view?usp=sharing">https://drive.google.com/file/d/1BjGGEbHthWWOnWlwG-s52ll9Nuwkces8/view?usp=sharing</a></li> </ul>
Recommendation 2.4				

1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	<p>The general policy is provided in the Manual on Corporate Governance. It is stated therein that no director is allowed to participate in deciding on his own remuneration.</p> <p><b>Reference documents/links:</b></p>	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Non- Compliant	<ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE PAGE 12:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	<p>The policy has been developed and is currently pending review by the Committee on Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>Draft Remuneration and Compensation Policy :</b>  <a href="https://drive.google.com/file/d/1h-dbhLmXVKPOsVlp5euqjIdaPpUdYyc/view?usp=sharing">https://drive.google.com/file/d/1h-dbhLmXVKPOsVlp5euqjIdaPpUdYyc/view?usp=sharing</a> </li> </ul>
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		

**Recommendation 2.5**

1	The Board has a formal and transparent board nomination and election policy.	Non- Compliant		<p>The policy has been developed and is currently pending review by the Committee on Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b><i>Draft Board Nomination And Election Policy</i></b> :<a href="https://drive.google.com/file/d/1h_o7ht3KcD2-Kn7stEQJKssfSuT_I78G/view?usp=sharing">https://drive.google.com/file/d/1h_o7ht3KcD2-Kn7stEQJKssfSuT_I78G/view?usp=sharing</a></li></ul>
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Non- Compliant		Please see the above explanation.
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Non-Compliant		Please see the above explanation.



4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Non- Compliant		Please see the above explanation.
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement/removal of a director.	Non- Compliant		Please see the above explanation.
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Non- Compliant		Please see the above explanation.
Recommendation 2.6				

1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Non- Compliant		<p>The policy has been developed and is currently pending review by the Committee of Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li><b><i>Draft RPT Policy :</i></b> <a href="https://drive.google.com/file/d/1TWKMH_xmYJxxa1OxsudZMUbNAyLPT5x2/view?usp=sharing">https://drive.google.com/file/d/1TWKMH_xmYJxxa1OxsudZMUbNAyLPT5x2/view?usp=sharing</a></li></ul>
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Non- Compliant		Please see above explanation
Recommendation 2.7				

1	<p>The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).</p>		<p>The Board is responsible for selecting and appointing a President/Chief Executive Officer and other senior officers who demonstrate the appropriate motivation, integrity, competence, and professionalism, following the procedures and criteria outlined in the by-laws or Charter.</p> <p>The Management Team is composed of the following:</p> <p>President/CEO - Dr.James Robertson C. Pichel  Vice President - Dr. Jonathan John F. Tamin  Chief Operations Officer - Dr. Giovanni Paolo C. Gimena  Chief Finance Officer - Dr. Lieza G. Sahi  Medical Director – Dr. Leila Nelia L. Estrella  Maylene B. Villanueva - Compliance Officer</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <i>Manual on Corporate Governance page 9 :</i>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5EmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5EmbjKWMqB6f/view?usp=sharing</a></li> <li>• <i>17C dated 7 August 2024 :</i>  <a href="https://drive.google.com/file/d/12lem9rxVC3P4avfS6YZWp_XENE8QE/view">https://drive.google.com/file/d/12lem9rxVC3P4avfS6YZWp_XENE8QE/view</a></li> <li>• <i>Board Resolution 02-07-2024 NO. 002 2024 :</i>  <a href="https://drive.google.com/file/d/1s1QSnaO5oM2Gt0uJacfyp5XXt7ljj/view?usp=sharing">https://drive.google.com/file/d/1s1QSnaO5oM2Gt0uJacfyp5XXt7ljj/view?usp=sharing</a></li> </ul>	
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2	<p>The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).</p>	Non-Compliant		<p>No performance review has taken place yet for the year 2024—primarily because the Company has just started its operations, with the hospital’s services completion being the top priority. The Board plans to conduct the 2024 CEO’s performance evaluation ahead of the 2025 Board of Directors election.</p> <p>The Performance Framework has been developed by the Committee of Corporate Governance and expected to be approved by the Board prior to the next Annual Stockholders’ Meeting. It shall be uploaded on the website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>CEO ASSESSMENT:</b>  <a href="https://drive.google.com/file/d/1ZelutFyrfg8fetQCxasiH0eo_kiWkdSr/view?usp=sharing">https://drive.google.com/file/d/1ZelutFyrfg8fetQCxasiH0eo_kiWkdSr/view?usp=sharing</a> </li> </ul>
<b>Recommendation 2.8</b>				
1	<p>The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management’s performance is on</p>	Non-Compliant		<p>No performance review for the Management has taken place for the year 2024—primarily because the Company has just started its operations, with the hospital’s services completion being the top priority. The Board plans to conduct the 2024 CEO’s performance evaluation prior to the next Annual Stockholders’ Meeting..</p>

	par with the standards set by the Board and Senior Management.			
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel’s performance is on par with the standards set by the Board and Senior Management.	Non-Compliant		Since the Company has just commenced its operations. Its attention is devoted to recruiting staff and crafting Departmental Policies. The Performance Evaluation Framework for personnel will be completed after all key hires are in place in 2025.
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	The Manual on Corporate Governance provides for the internal control responsibilities of the Board  Reference documents/links: <ul style="list-style-type: none"><li>MANUAL ON CORPORATE GOVERNANCE pages 9; 14-17 <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a></li></ul>	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant		

3	The Board adopts an Internal Audit Charter.	Non Compliant		<p>The Internal Audit Charter has been developed and is currently pending review by the Audit Committee and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b><i>Draft Internal Audit Manual :</i></b>  <a href="https://drive.google.com/file/d/1DyspU8OuJpN71KwTWsbrxkS9GrcBk78V/view?usp=sharing">https://drive.google.com/file/d/1DyspU8OuJpN71KwTWsbrxkS9GrcBk78V/view?usp=sharing</a> </li> </ul>
<b>Recommendation 2.10</b>				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Non- Compliant		<p>The Enterprise Risk Management Framework of the Company has been developed and is currently pending review by the Board Risk Oversight Committee and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b><i>Draft Enterprise Risk Management Framework :</i></b>  <a href="https://drive.google.com/file/d/137C5H32Ea00GcCISlFqBiVOBzdAX0u5d/view?usp=sharing">https://drive.google.com/file/d/137C5H32Ea00GcCISlFqBiVOBzdAX0u5d/view?usp=sharing</a> </li> </ul>

2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Non- Compliant		
<b>Recommendation 2.11</b>				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Non-Compliant		<p>The Board Charter of the Company has been developed and is currently pending review by the Committee of Corporate Governance and expected to be approved by the Board in 2025 . It shall be uploaded on the Company website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>Draft Board Charter :</b>  <a href="https://drive.google.com/file/d/1baB-vdhFCPLYvsii09lkTh_0CA7fQLh4/view?usp=sharing">https://drive.google.com/file/d/1baB-vdhFCPLYvsii09lkTh_0CA7fQLh4/view?usp=sharing</a> </li> </ul>
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Non-Compliant		Please see the above explanation.
3	The Board Charter is publicly available.	Non- Compliant		Please see the above explanation.

Principle 3. ESTABLISHING BOARD COMMITTEES

The board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The Company has established Board Committees which are reflected in its Manual on Corporate Governance ( Audit Committee and Corporate Governance Committee) and also published in the Company website. On 23 December 2024, they created a Board Risk Oversight Committee.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b>MANUAL ON CORPORATE GOVERNANCE pages 12-13 :</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a></li><li>• <b>17C Report dated 31 December 2024 :</b> <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o rl-Rx/view">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o rl-Rx/view</a></li></ul>	
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Recommendation 3.2



1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Information on the establishment of the Audit Committee is contained in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE page 12 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Non- Compliant	<p>The following directors compose the Audit Committee:</p> <p>Chairman : Atty. Ronald D. Policarpio  Members : Yolanda Tan  Lieza Sahi</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>17C Report dated 31 December 2024 :</b>  <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o-rl-Rx/view?usp=sharing">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o-rl-Rx/view?usp=sharing</a> </li> </ul>	While Lieza Sahi was an executive director , the independence of the Committee is not affected by her appointment as her role is advisory and the two (2) non-executive Directors still comprise the majority of the committee.
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Atty. Ronald Policarpio's is a legal professional whose core practice includes banking and finance. Yolanda Tan spent almost 28 years of her professional career in the field of banking and finance since 1980.</p> <p>Dr. Lieza Sahi has been the Chief Finance Officer of ACEMCZ since 2018.</p>	

4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant	<p>The Chairperson of the Audit Committee is Atty. Ronald D. Policarpio and he is not the Chairperson of any other Board Committees.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>17C Report dated 31 December 2024 :</b>  <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view</a> </li> </ul>	
<b>Recommendation 3.3</b>				
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Information on the establishment of the Corporate Governance Committee is contained in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 13 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a> </li> </ul>	

2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Non- Compliant	<p>The following directors compose the Corporate Governance Committee:</p> <p>Chairman : Alex Escolastico L. Cerrillo  Members : James Robertson Pichel  : Jonathan John Tamin</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>17C Report dated 31 December 2024 :</b>  <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing</a></li> </ul>	There were only two Independent Directors and so as not to overwhelm them with Committee duties, the Board decided to appoint temporarily as members two executive directors without prejudice to changes in 2025 after the Independent Directors have adjusted with their responsibilities.
<b>Recommendation 3.4</b>				
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company’s Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>During the meeting held on 28 January 2025, the Board approved the creation of the Board Risk Oversight Committee and appointed its Chairperson and members.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>17C Report dated 31 December 2024 :</b>  <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing</a></li> </ul>	
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	Compliant	<p>The following directors compose the Board Risk Oversight Committee two of which are Independent Directors:</p> <p>Chairman : Alex Escolastico L. Cerrillo  Members : Ronald Policarpio  : Giovanni Paolo Gimena</p> <p><b>Reference documents/links:</b></p>	

			<ul style="list-style-type: none"> <li>17C Report dated 31 December 2024 :  <a href="https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing">https://drive.google.com/file/d/1QwlljI0Mdav4ojC13f5dX0l34o_rl-Rx/view?usp=sharing</a> </li> </ul>	
3	At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		<p>The Company was granted the license to issue securities on 14 June 2024. As the Company had to prioritize the financial requirements of the Hospital and training of its manpower as it also commenced operations on 01 July 2024, the Board postponed the trainings of Directors in 2025.</p> <p>However, the members of the BROCC are scheduled to attend trainings on risk management.</p>
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Non- Compliant		<p>The Committee Charters have been developed and are currently pending review by the respective committees and expected to be approved by the Board in 2025. These charters shall be uploaded on the website once approved.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>DRAFT AUDIT-COMMITTEE-CHARTER-</b>  <a href="https://drive.google.com/file/d/11TeG3chZxP1Eqnyu7OL2blfN22hw_U74/view?usp=sharing">https://drive.google.com/file/d/11TeG3chZxP1Eqnyu7OL2blfN22hw_U74/view?usp=sharing</a> </li> <li><b>DRAFT CORPORATE GOVERNANCE COMMITTEE -</b>  <a href="https://drive.google.com/file/d/1S0KGyEmo">https://drive.google.com/file/d/1S0KGyEmo</a> </li> </ul>

				<a href="https://drive.google.com/file/d/1esjLKXC7R4nfa4BMUZ4s3NymZVF1R2tE/view?usp=sharing">JqTBnL6r5c7v3z309H7YE7I5/view?usp=sharing</a> <ul style="list-style-type: none"> <li><b>DRAFT BOARD- RISK-AND-OVERSIGHT COMMITTEE CHARTER -</b>  <a href="https://drive.google.com/file/d/1esjLKXC7R4nfa4BMUZ4s3NymZVF1R2tE/view?usp=sharing">https://drive.google.com/file/d/1esjLKXC7R4nfa4BMUZ4s3NymZVF1R2tE/view?usp=sharing</a> </li> </ul>
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Non- Compliant		See explanation in 3.5.1
<b>Principle 4. FOSTERING COMMITMENT</b>				
To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation’s business				
<b>Recommendation 4.1</b>				

1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/video conferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>As can be gleaned from the Company's Report on Board Attendance to the SEC, the Directors attend and actively participate in all meetings of the Board, Committees and shareholders. The Directors are given the opportunity to attend via remote communication if they request to do so. Materials are also distributed to the Board days before the meeting to give them ample time to review matters for discussion and approval during the meeting.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>2024 ASM BOARD ATTENDANCE</b> :<a href="https://drive.google.com/file/d/1YKzZmS8P6Tmh8pLV2Xu7q1uMNI MoeepE/view">https://drive.google.com/file/d/1YKzZmS8P6Tmh8pLV2Xu7q1uMNI MoeepE/view</a></li> </ul> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>Manual on Corporate Governance page 10 :</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLyouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLyouQo5vEtEmbjKWMqB6f/view?usp=sharing</a></li> </ul>	
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant		

3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Directors actively participate during presentation of the various reports in Board Meetings that may have a material impact on the Company's operations.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>Manual on Corporate Governance page 10</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a> </li> </ul>	
<b>Recommendation 4.2</b>				
1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	<p>The policy on multiple Board seats is set forth in the Manual on Corporate Governance. The directorships of the company's directors in listed companies, registered issuers and public companies are set forth in the 2025 Definitive Information Statement .</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE page 6-</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> <li>• <b>2025 Definitive Information Statement page 17- 18 :</b>  <a href="https://drive.google.com/file/d/1GmT8LaIkCFiYn1kVIGyOipvdxAN_bdK8/view">https://drive.google.com/file/d/1GmT8LaIkCFiYn1kVIGyOipvdxAN_bdK8/view</a> </li> </ul>	
<b>Recommendation 4.3</b>				

1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	<p>The Company is aware of the existing Directorships of Atty. Policarpio in other companies as disclosed in the latest Definitive Information</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>2025 Definitive Information Statement page 17- 18 :</b>  <a href="https://drive.google.com/file/d/1GmT8LalkCFiYn1kVIGyOipvdxAN_bdK8/view">https://drive.google.com/file/d/1GmT8LalkCFiYn1kVIGyOipvdxAN_bdK8/view</a> </li> </ul>	
<b>Principle 5. REINFORCING BOARD INDEPENDENCE</b>				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs				
<b>Recommendation 5.1</b>				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	<p>Of the nine (9) Directors, only four (4) are executive officers.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>ACEMC Zamboanga Website :</b>  <a href="https://pmczamboanga.com/board-of-directors">https://pmczamboanga.com/board-of-directors</a> </li> </ul>	



## Recommendation 5.2

1	<p>The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.</p>	Non-Compliant	<p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>ACEMC Zamboanga Website :</b> <a href="https://pmczamboanga.com/board-of-directors">https://pmczamboanga.com/board-of-directors</a></li> <li>• <b>Board Resolution 02-07-2024 NO. 002, February 7, 2024 :</b> <a href="https://drive.google.com/file/d/1s1QSna05oM2Gt0uJafyp5XXt7ljj/view?usp=sharing">https://drive.google.com/file/d/1s1QSna05oM2Gt0uJafyp5XXt7ljj/view?usp=sharing</a></li> </ul>	<p>The Board of Directors (BOD) of the company consists of 9 members, but only two (2) of them are independent directors. This falls short of the requirement for the BOD to have at least one-third of its members or three (3) members as independent directors .</p> <p>The BOD aims to have a diverse board with a significant proportion of independent directors which is crucial for ensuring transparency, accountability, and effective decision-making within the organization. However, the limited number of independent directors was due to logistical constraints as the Company is only at the initial stages of its operations.</p> <p>Nonetheless, the effort of the Board to have an objective and independent judgment on all corporate affairs is not compromised as the two (2) Independent Directors are active in the Board Committees and are given fair opportunity to air their views on corporate matters.</p> <p>The company currently has two (2) independent directors. The names are as follows:</p> <ul style="list-style-type: none"> <li>• RONALD D. POLICARPIO</li> <li>• ALEX ESCOLASTICO L. CERRILLO</li> </ul>
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Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<p>The two Independent Directors, Alex Escolastico L. Cerillo, Ronald D. Policarpio possess all the qualifications and none of the disqualifications to become such. Their qualifications are published on the website.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <i>ACEMC Zamboanga Website :</i> <a href="https://pmczamboanga.com/board-of-directors">https://pmczamboanga.com/board-of-directors</a></li></ul>	
Recommendation 5.4				

1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	<p>The policy barring an independent director from serving in such capacity after the term limit of nine (9) years is set forth in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>MANUAL ON CORPORATE GOVERNANCE page 25 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a> </li> </ul>	
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	Not applicable because the event had not happened.	
<b>Recommendations 5.5</b>				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	<p>During its Organizational Board Meeting held on 03 February 2024 the Board elected Dr. Romeo A. Ong as Chairman and Dr. James Robertson C. Pichel as President/Chief Executive Officer.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>Board Resolution 02-07-2024 NO. 002 February 7, 2024 :</b>  <a href="https://drive.google.com/file/d/1s1QSna05oM2Gt0uJafyp5XXt7ljj/view?usp=sharing">https://drive.google.com/file/d/1s1QSna05oM2Gt0uJafyp5XXt7ljj/view?usp=sharing</a> </li> </ul>	

2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	<p>The responsibilities of the Chairman and Chief Executive which are clearly defined are set forth in the Company's By-Laws.</p> <p>The Chairperson and the CEO are not related by blood.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 6-7 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
<b>Recommendation 5.6</b>				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Non- Compliant		No Lead Independent Director was appointed in 2024 because the election of the Corporate Officers was held prior to the issuance of the secondary license of the Company. The Board is electing a Lead Independent Director in 2025.
<b>Recommendation 5.7</b>				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and	Compliant	Not applicable at the moment as it had not occurred	

	recuse from voting on the approval of transaction.			
Recommendation 5.8				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Non- Compliant		The non-executive directors determined that there was no need for such a meeting in 2024 because they can engage directly with the concerned persons when necessary through established channels without mandating periodic stand alone meetings. Also, being in the first few months of its operations, it is financially challenging to organize separate meetings frequently. Nonetheless, the non-executive directors may contact the Compliance Officer anytime.
2	The meetings are chaired by the lead independent director, if applicable	Non- Compliant		See above mentioned explanation.
Principle 6. ASSESSING BOARD PERFORMANCE				
The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies				
Recommendation 6.1				
1	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"> <li><b><i>Annex J of the 2025 Definitive Information Statement (2024 BOARD APPRAISAL REPORT) :</i></b></li> </ul>	

			<a href="https://drive.google.com/file/d/10k0PFx7UEp0BSwo0hX25EoRv-XuYPJly/view">https://drive.google.com/file/d/10k0PFx7UEp0BSwo0hX25EoRv-XuYPJly/view</a>	
2	The Chairperson conducts an annual self-assessment of his performance.	Non- Compliant	<ul style="list-style-type: none"> <li>• <b>CORPORATE GOVERNANCE COMMITTEE ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/1WMFTJ7huIKI90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing">https://drive.google.com/file/d/1WMFTJ7huIKI90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing</a></li> <li>• <b>AUDIT COMMITTEE ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing">https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing</a></li> <li>• <b>CHAIRMAN'S SELF-ASSESSMENT:</b><a href="https://drive.google.com/file/d/1gRDSjfQaikmJj6GFnEsedg3ZRmYktTEi/view?usp=sharing">https://drive.google.com/file/d/1gRDSjfQaikmJj6GFnEsedg3ZRmYktTEi/view?usp=sharing</a></li> <li>• <b>EXECUTIVE DIRECTORS SELF-ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/1jOI3kVD88yaQ0iNjkOZHeqSjhewJrlgk/view?usp=sharing">https://drive.google.com/file/d/1jOI3kVD88yaQ0iNjkOZHeqSjhewJrlgk/view?usp=sharing</a></li> <li>• <b>NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing">https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing</a></li> <li>• <b>INDIVIDUAL BOARD SELF-ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link">https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link</a></li> </ul>	<p>No self assessment had been conducted by the Chairman in 2024. The following questionnaire shall be used in 2025:</p> <ul style="list-style-type: none"> <li>• <b>CHAIRMAN'S SELF-ASSESSMENT:</b> <a href="https://drive.google.com/file/d/1gRDSjfQaikmJj6GFnEsedg3ZRmYktTEi/view?usp=sharing">https://drive.google.com/file/d/1gRDSjfQaikmJj6GFnEsedg3ZRmYktTEi/view?usp=sharing</a></li> </ul>
3	The individual members conduct a self-assessment of their performance.	Non- Compliant	<ul style="list-style-type: none"> <li>• <b>NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing">https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing</a></li> <li>• <b>INDIVIDUAL BOARD SELF-ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link">https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link</a></li> </ul>	<p>No self assessment had been conducted by the individual members in 2024. The following questionnaire shall be used in 2025:</p> <ul style="list-style-type: none"> <li>• <b>INDIVIDUAL BOARD SELF-ASSESSMENT QUESTIONNAIRE:</b> <a href="https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link">https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link</a></li> <li>• <b>EXECUTIVE DIRECTORS SELF-ASSESSMENT QUESTIONNAIRE:</b> <a href="https://drive.google.com/file/d/1jOI3kVD88yaQ0iNjkOZHeqSjhewJrlgk/view?usp=sharing">https://drive.google.com/file/d/1jOI3kVD88yaQ0iNjkOZHeqSjhewJrlgk/view?usp=sharing</a></li> <li>• <b>NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR ASSESSMENT QUESTIONNAIRE:</b><a href="https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing">https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing</a></li> </ul>

				<a href="https://drive.google.com/file/d/19PR-5VU3Z1LAXEol0j0LU9xj5aLEwmTD/view?usp=sharing">le/d/19PR-5VU3Z1LAXEol0j0LU9xj5aLEwmTD/view?usp=sharing</a>
4	Each committee conducts a self-assessment of its performance.	Non- Compliant		<p>No self assessment had been conducted by the committees in 2024. The following questionnaire shall be used in 2025:</p> <ul style="list-style-type: none"> <li> <b>CORPORATE GOVERNANCE COMMITTEE ASSESSMENT QUESTIONNAIRE:</b> <a href="https://drive.google.com/file/d/1WMFTJ7huIKl90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing">https://drive.google.com/file/d/1WMFTJ7huIKl90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing</a> </li> <li> <b>AUDIT COMMITTEE ASSESSMENT QUESTIONNAIRE:</b> <a href="https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing">https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing</a> </li> <li> <b>BOARD RISK OVERSIGHT COMMITTEE :</b> <a href="https://drive.google.com/file/d/1NJUezWc55PPj8BgZuNiSaaiIohoMiUR/view?usp=sharing">https://drive.google.com/file/d/1NJUezWc55PPj8BgZuNiSaaiIohoMiUR/view?usp=sharing</a> </li> </ul>

Recommendation 6.2

1	<p>The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.</p>		<p>The Board Performance Evaluation is disclosed in the Information Statement uploaded in the website for any concerns or feedback from shareholders, who may communicate through the Corporate Secretary.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <i>Annex J_ of the 2025 Definitive Information Statement (Board Appraisal Report) :</i>  <a href="https://drive.google.com/file/d/10k0PFx7UEp0BSwo0hX25EoRv-XuYPJly/view">https://drive.google.com/file/d/10k0PFx7UEp0BSwo0hX25EoRv-XuYPJly/view</a></li> <li>• <i>CORPORATE GOVERNANCE COMMITTEE ASSESSMENT QUESTIONNAIRE:</i><a href="https://drive.google.com/file/d/1WMFTJ7huIKl90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing">https://drive.google.com/file/d/1WMFTJ7huIKl90Eb4rwbqWdg8y2ZrHXCS/view?usp=sharing</a></li> <li>• <i>DATA PRIVACY:</i>  <a href="https://drive.google.com/file/d/1TQrU22dVx0s_3dkPwIx7yIgmUuZwURWq/view?usp=sharing">https://drive.google.com/file/d/1TQrU22dVx0s_3dkPwIx7yIgmUuZwURWq/view?usp=sharing</a></li> <li>• <i>INDIVIDUAL BOARD SELF-ASSESSMENT QUESTIONNAIRE:</i>  <a href="https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link">https://drive.google.com/file/d/1RINq1lUb9reTvmT3A7HZH1iE8prRLkjp/view?usp=drive_link</a></li> <li>• <i>AUDIT COMMITTEE ASSESSMENT QUESTIONNAIRE:</i>  <a href="https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing">https://drive.google.com/file/d/195nZ3-4RH6JhHiaJrW7nvwyU9qRPB1Lm/view?usp=sharing</a></li> <li>• <i>PRESIDENT/CEO PERFORMANCE EVALUATION:</i>  <a href="https://drive.google.com/file/d/1ZelutFyrfg8fetQCxasiH0eo_kiWkdSr/view?usp=sharing">https://drive.google.com/file/d/1ZelutFyrfg8fetQCxasiH0eo_kiWkdSr/view?usp=sharing</a></li> <li>• <i>NOMINATION AND ELECTION COMMITTEE:</i>  <a href="https://drive.google.com/file/d/19U-BMhS3Jx9NqXyle7pqjtd-qoqqp667/view?usp=sharing">https://drive.google.com/file/d/19U-BMhS3Jx9NqXyle7pqjtd-qoqqp667/view?usp=sharing</a></li> </ul>	
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2	<p>The system allows for a feedback mechanism from the shareholders/members.</p>		<ul style="list-style-type: none"> <li>• <b>INDIVIDUAL DIRECTORS SELF-ASSESSMENT:</b>  <a href="https://drive.google.com/file/d/1WqfEDyALFIGY4YITNI8atVu4P8mv_82p/view?usp=sharing">https://drive.google.com/file/d/1WqfEDyALFIGY4YITNI8atVu4P8mv_82p/view?usp=sharing</a></li> <li>• <b>EXECUTIVE DIRECTORS SELF-ASSESSMENT QUESTIONNAIRE:</b>  <a href="https://drive.google.com/file/d/1jOI3kVD88yaQ0iNJkOZHeqSjhewJrIgk/view?usp=sharing">https://drive.google.com/file/d/1jOI3kVD88yaQ0iNJkOZHeqSjhewJrIgk/view?usp=sharing</a></li> <li>• <b>NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR ASSESSMENT QUESTIONNAIRE:</b>  <a href="https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing">https://drive.google.com/file/d/19PR-5VU3Z1LAXeol0j0LU9xj5aLEwmTD/view?usp=sharing</a></li> </ul> <p>Shareholders may contact the Corporate Secretary with any questions or comments on the Board Performance Evaluation and Self-Assessment Criteria, which are published on the company website and Information Statement.</p> <p>Any issue raised in the Information Statement is also open to comments from stockholders.</p>	
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**Principle 7. STRENGTHENING BOARD ETHICS**

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

**Recommendation 7.1**

1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Non- Compliant		<p>The Code of Business Conduct and Ethics (CBCE) has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b><i>ACEMCZC Code of Business Conduct and Ethics:</i></b> <a href="https://drive.google.com/file/d/12CfCSIDDo_cXjS_XLLfGOLv-zSkz6rf-T/view?usp=sharing">https://drive.google.com/file/d/12CfCSIDDo_cXjS_XLLfGOLv-zSkz6rf-T/view?usp=sharing</a></li></ul>
2	The Code is properly disseminated to the members of the Board.	Non- Compliant		Please see the above explanation.

3	The Code is disclosed and made available to the public through the company website.	Non- Compliant		Please see the above explanation.
Recommendation 7.2				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Non- Compliant		<p>The Code of Business Conduct and Ethics (CBCE) has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li><i>ACEMCZC Code of Business Conduct and Ethics:</i> <a href="https://drive.google.com/file/d/12CfCSIDDo_cXjS_XLLfG0Lv-zSkz6rf-T/view?usp=sharing">https://drive.google.com/file/d/12CfCSIDDo_cXjS_XLLfG0Lv-zSkz6rf-T/view?usp=sharing</a></li></ul>
DISCLOSURE AND TRANSPARENCY				
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
Recommendation 8.1				

1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>The company's disclosure policy is stated in the Manual on Corporate Governance. Reports are distributed/made available to members through the company website and sometimes emails and social media postings.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE ARTICLE page 24 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a></li> <li>• <b>ACEMCZ Website:</b> <a href="https://pmczamboanga.com/">https://pmczamboanga.com/</a></li> </ul>	
<b>Recommendation 8.2</b>				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	<p>The policy is set forth in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE ARTICLE pages 24 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view?usp=sharing</a></li> <li>• <b>SEC FORM 23 - A/B Reports :</b>  <a href="https://pmczamboanga.com/corporate-disclosure">https://pmczamboanga.com/corporate-disclosure</a></li> </ul>	

2 .	The company has a policy requiring all officers to disclose/report to the company any dealings in the company’s shares within five (5) business days.	Compliant		
Recommendation 8.3				
1 .	The company’s corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company’s MCG was attached to the Prospectus as Exhibit M and submitted to the SEC. It is also posted on the website.  Reference documents/links:  • <b>MANUAL ON CORPORATE GOVERNANCE :</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a>	
2 .	The company’s MCG is submitted to the SEC.	Compliant		
3 .	The company’s MCG is posted on the company website.	Compliant		
Recommendation 8.4				
1	The company’s corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant	The Company is submitting this year’s Annual Corporate Governance Report to the SEC and publishing it on the company website.  Reference documents/links:	

2	The company’s ACGR is submitted to the SEC.	Compliant	<ul style="list-style-type: none"><li>● <b>ACEMCZ Website</b> <a href="https://pmczamboanga.com/corporate-compliance-3">https://pmczamboanga.com/corporate-compliance-3</a></li></ul>	
3	The company’s ACGR is posted on the company website.	Compliant		
<b>Principle 9. STRENGTHENING EXTERNAL AUDITOR’S INDEPENDENCE AND IMPROVING AUDIT QUALITY</b>				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor’s independence and enhance audit quality.				
<b>Recommendation 9.1</b>				
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	The Audit Committee evaluates the performance of the External Auditor and recommends to the Board its reappointment before the release of the Information Statement for the Annual Stockholders Meeting.	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"><li>● <b>Manual on Corporate Governance pages 15-16:</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li></ul>	

3	For the removal of an external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	The event has not occurred.	
Recommendation 9.2				
1	<p>The Audit Committee Charter outlines the Committee’s responsibilities, which include:</p> <ul style="list-style-type: none"> <li>i. evaluating the integrity and independence of the external auditors;</li> <li>ii. ensuring effective oversight in reviewing and monitoring the external auditors’ independence and objectivity; and</li> <li>iii. exercising effective oversight and assessing the effectiveness of the audit process, in accordance with applicable Philippine professional standards and regulatory requirements.</li> </ul>	Non-Compliant		<p>The Audit Committee Charter has been developed and is currently pending review by the Audit Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>● <i>Audit Committee Charter</i></li> </ul> <p><a href="https://drive.google.com/file/d/11TeG3chZxP1Eqnyu7OL2blfN22hw_U74/view?usp=drive_link">https://drive.google.com/file/d/11TeG3chZxP1Eqnyu7OL2blfN22hw_U74/view?usp=drive_link</a></p>

2	The Audit Committee Charter outlines the Committee's responsibility to conduct an annual review and assessment of the external auditor's suitability and effectiveness.	Non- Compliant		Please see above explanation
Recommendation 9.3				
1	The company provides disclosure in its Annual Report regarding the nature of non-audit services rendered by the external auditor, in order to manage and mitigate potential conflicts of interest.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"> <li><b>2024 17A Report Page 41 :</b></li> </ul> <a href="https://drive.google.com/file/d/1gVe0NAjyngLkV6TxENuqERMOTELm5B9/view?usp=drive_link">https://drive.google.com/file/d/1gVe0NAjyngLkV6TxENuqERMOTELm5B9 /view?usp=drive link</a>	



2	The Audit Committee remains vigilant for potential conflict of interest situations, in accordance with established guidelines or policies on non-audit services, which may be perceived as compromising the external auditor’s objectivity.	Non- Compliant		<p>The Audit Committee is endorsing a policy on Audit Committee Pre-Approval Process to the Board for approval in 2025.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b><i>Draft Audit Committee Pre-Approval Process:</i></b>  <a href="https://drive.google.com/file/d/12R-BKPdWZNTY_M8UipME7NDjYQwi4psm/view?usp=drive_link">https://drive.google.com/file/d/12R-BKPdWZNTY_M8UipME7NDjYQwi4psm/view?usp=drive link</a> </li> </ul>
<b>Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING</b>				
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.				
<b>Recommendation 10.1</b>				

1	The Board adopts a clear and well-defined strategy for the disclosure of non-financial information, ensuring transparency and alignment with corporate governance principles.	Compliant	<p>The general policy is outlined in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>MANUAL ON CORPORATE GOVERNANCE page 23:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
2	The company communicates its strategic and operational objectives to all shareholders, members, and relevant stakeholders, with particular emphasis on the management of environmental, economic, social, and governance (EESG) matters that support the long-term sustainability of its business.	Compliant	<p>The general policy is contained in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>MANUAL ON CORPORATE GOVERNANCE page 24:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
<b>Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION</b>				

The company is expected to maintain a comprehensive and cost-effective communication channel to ensure the timely dissemination of relevant information. This channel plays a vital role in enabling informed decision-making by investors, stakeholders, and other interested parties.

**Recommendation 11.1**

1	The company maintains a website to facilitate the comprehensive, cost-effective, transparent, and timely dissemination of relevant information to the public.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"><li><i>ACEMC Zamboanga Website :</i> <a href="https://pmczamboanga.com/">https://pmczamboanga.com/</a></li></ul>	
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**INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS**

**Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS**

To uphold integrity, transparency, and sound governance in its operations, the company should implement a robust and effective internal control system, along with a comprehensive enterprise risk management framework.

**Recommendation 12.1**

1	The company implements an internal control system that is both adequate and effective in supporting the proper conduct of its business operations.	Compliant	<p>The Company’s internal control system is provided in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li><i>MANUAL ON CORPORATE GOVERNANCE pages 11-12;14-16 :</i> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li></ul>	
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2	The company employs an enterprise risk management framework that is adequate and effective in ensuring the sound management of risks in the conduct of its business activities.	Non- Compliant		<p>The Enterprise Risk Management Framework has been developed and is currently pending review by the Board Risk Oversight Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <i>Draft Enterprise Risk Management Framework</i> : <a href="https://drive.google.com/file/d/137C5H32EaO0GcCISlFqBiVOBzdAX0u5d/view?usp=sharing">https://drive.google.com/file/d/137C5H32EaO0GcCISlFqBiVOBzdAX0u5d/view?usp=sharing</a></li></ul>
Recommendation 12.2				

1	The company has established an independent internal audit function that delivers objective assurance and consulting services aimed at adding value and enhancing the effectiveness of the company's operations.	Compliant	<p>The Internal Audit Function is set forth in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE pages 15-16 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	
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CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS

Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS

The company is committed to treating all shareholders and members fairly and equitably, while also recognizing, protecting, and facilitating the full exercise of their rights.

Recommendation 13.1

1	The Board ensures that fundamental rights of shareholders and members are clearly outlined and disclosed in the Manual on Corporate Governance.	Compliant	<p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE pages 19-22</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> </ul>	
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Recommendation 13.2				
1	<p>The Board promotes active shareholder participation by ensuring that the Notice of Annual and Special Shareholders’ or Members’ Meeting, containing sufficient and relevant information, is distributed at least twenty-one (21) days prior to the scheduled meeting.</p>	Compliant	<p>The Notice of the 2024 Annual Stockholders’ Meeting, including the Agenda and other relevant information, was disseminated twenty-one (21) days prior to the meeting through email, publication on the company’s website, and in a newspaper of general circulation.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li> <b>MANUAL ON CORPORATE GOVERNANCE page 24 :</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
Recommendation 13.3				

1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 24:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
2	The minutes of the Annual and Special Shareholders' or Members' Meetings were made accessible on the company's website within five (5) business days following the date of the meeting.	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 24-25:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
<b>Recommendation 13.4</b>				
1	The Board provides shareholders or members, at their discretion, with an alternative dispute resolution mechanism to address	Compliant	<b>Reference documents/links:</b> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 25</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	

	intra-corporate disputes in an amicable and efficient manner.			
Recommendation 13.5				
1	The Board establishes an Investor Relations Office (IRO), Customer Relations Office (CRO), or a comparable unit to facilitate continuous engagement with shareholders and members.	Compliant	<p>The Company has an Investor Relations Officer in the person of Maurice Glaiza A. Madrazo  Telephone Number:  Fax Number: NONE  Email address: premierhealthinvestment@gmail.com</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li>• <b>MANUAL ON CORPORATE GOVERNANCE page 25:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li> <li>• <b>Board Resolution appointing the IRO or appointment from the President Page 2 :</b>  <a href="https://drive.google.com/file/d/1L4z4OJF-8xXMBb0vMbzVVI8MP L4knlK/view?usp=drive link">https://drive.google.com/file/d/1L4z4OJF-8xXMBb0vMbzVVI8MP L4knlK/view?usp=drive link</a></li> </ul>	



2	The Investor Relations Office (IRO), Customer Relations Office (CRO), or its equivalent is present at every shareholders’ or members’ meeting.	Non- Compliant		The IRO was appointed in March 22, 2024. She is moderating the Annual Stockholders Meeting held on January 26, 2025.
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DUTIES TO STAKEHOLDERS

Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS

Stakeholders’ rights, whether established by law, contractual agreements, or voluntary commitments, must be respected. In cases where these rights or interests are compromised, stakeholders should be provided with the opportunity to seek prompt and effective redress.

Recommendation 14.1

1	The Board recognizes the company’s diverse stakeholders and fosters collaboration between them and the company to drive wealth creation, growth, and sustainability.	Compliant	<p>The Company’s various stakeholders are identified in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 25:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	
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## Recommendation 14.2

1	The Board formulates clear policies and programs that establish mechanisms to ensure the fair treatment, protection, and enforcement of stakeholders' rights.	Compliant	<p>The general policy is established in the Manual on Corporate Governance.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li><b>MANUAL ON CORPORATE GOVERNANCE page 25:</b> <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a></li></ul>	
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## Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be established to foster a collaborative working environment that aligns with the company's objectives and supports the principles of good corporate governance.

## Recommendation 15.1

1	<p>The Board adopts policies, programs, and procedures to support employee involvement in the achievement of corporate goals and in governance processes.</p>	<p>The following are the employee engagement activities of the company:</p> <p><b>Reference documents/links:</b></p> <p><b><i>PMC Medical Mission :</i></b> <a href="https://m.facebook.com/story.php?story_fbid=pfbid02E9SCwHhRcqSqtYNtf7sw972NgPe7UWC9qaAFoqugoMBe2wGbSuGe5QMA3DMBHtaVI&amp;id=61555939319502&amp;mibextid=Nif5oz">https://m.facebook.com/story.php?story_fbid=pfbid02E9SCwHhRcqSqtYNtf7sw972NgPe7UWC9qaAFoqugoMBe2wGbSuGe5QMA3DMBHtaVI&amp;id=61555939319502&amp;mibextid=Nif5oz</a></p> <p><b><i>PMC Blood Letting Activity :</i></b> <a href="https://www.facebook.com/share/p/1C4Z6MAiFL/">https://www.facebook.com/share/p/1C4Z6MAiFL/</a></p>	
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**Recommendation 15.2**

1	The Board establishes a clear stance against corrupt practices by incorporating an anti-corruption policy and program into the company's Code of Business Conduct and Ethics. This action reflects its commitment to upholding integrity and promoting ethical governance.	Non-Compliant		<p>The policy has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b>Draft CODE OF BUSINESS ETHICS Page 5 (Anti-Corruption Policy :</b> <a href="https://drive.google.com/file/d/12CfCSIDDo cXjS_XLLfGOLv-zSkz6rf-T/view?usp=sharing">https://drive.google.com/file/d/12CfCSIDDo cXjS_XLLfGOLv-zSkz6rf-T/view?usp=sharing</a></li></ul>
2	The Board ensures the effective dissemination of the policy and program across the organization by conducting training sessions for employees. These efforts are aimed at embedding ethical standards and anti-corruption principles into the Company's corporate culture.	Compliant	<p>At the moment, policies and programs are disseminated through Orientation Training Programs.</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b>Employee Orientation :</b> <a href="https://drive.google.com/file/d/18_wcMq-ZK1PAysYngu3CscQQaF_io0og/view">https://drive.google.com/file/d/18_wcMq-ZK1PAysYngu3CscQQaF_io0og/view</a></li></ul>	

**Recommendation 15.3**

1	The Board implements an appropriate whistleblowing framework that enables employees to report concerns regarding illegal or unethical conduct in a safe and confidential manner. This framework is designed to protect individuals from any form of retaliation, thereby promoting a culture of accountability and transparency.	Non- Compliant		<p>The whistle-blowing policy has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b>Draft Whistleblowing Policy :</b> <a href="https://drive.google.com/file/d/1pRJjSnKEO4ycWncbYHUA1jx4qJHTJksg/view?usp=sharing">https://drive.google.com/file/d/1pRJjSnKEO4ycWncbYHUA1jx4qJHTJksg/view?usp=sharing</a></li></ul>
2	The Board has put in place an appropriate whistleblowing framework that grants employees direct access to an independent Board member or a designated unit responsible for handling whistleblowing concerns. This ensures that reports are addressed impartially and in a timely manner.	Non- Compliant		<p>The framework has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"><li>• <b>Draft Whistleblowing Policy :</b> <a href="https://drive.google.com/file/d/1pRJjSnKEO4ycWncbYHUA1jx4qJHTJksg/view?usp=sharing">https://drive.google.com/file/d/1pRJjSnKEO4ycWncbYHUA1jx4qJHTJksg/view?usp=sharing</a></li></ul>
3	The Board oversees the implementation of the whistleblowing framework and ensures its effective enforcement throughout the organization.	Non-Compliant		<p>The framework has been developed and is currently pending review by the Corporate Governance Committee and expected to be approved by the Board in 2025. Please see attached draft:</p> <p><b>Reference documents/links:</b></p>

				<ul style="list-style-type: none"> <li><b>Draft Whistleblowing Policy :</b>  <a href="https://drive.google.com/file/d/1pRJjSnKE04ycWncbYHUA1jx4qJHTJksg/view?usp=sharing">https://drive.google.com/file/d/1pRJjSnKE04ycWncbYHUA1jx4qJHTJksg/view?usp=sharing</a> </li> </ul>
<b>Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY</b>				
<p>The Company is expected to uphold social responsibility in all its engagements with the communities where it operates. It must ensure that its interactions contribute positively to the environment and stakeholders, in a manner that supports inclusive and sustainable development.</p>				
<b>Recommendation 16.1</b>				
1	<p>The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	Compliant	<p><b>Reference documents/links:</b></p> <ul style="list-style-type: none"> <li><b>MANUAL ON CORPORATE GOVERNANCE page 25:</b>  <a href="https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view">https://drive.google.com/file/d/1iEMXmh-lGERLvouQo5vEtEmbjKWMqB6f/view</a> </li> </ul>	

Pursuant to SEC Memorandum No. 13 Series of 2021 mandating all Public Companies and Registered Issuers to submit an Annual Corporate Governance Report for the year 2024, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of ~~Zamboanga~~ June 20, 2025

**Allied Care Experts (ACE) Medical Center, Zamboanga Inc.**  
(doing business under the name and style of Premier Medical Center)

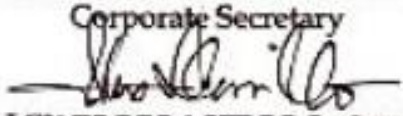
**SIGNATURE PAGES FOLLOWS**

  
**JAMES ROBERTSON C. PICHEL**  
President

  
**RONALD D. POLICARPIO**  
Independent Director

  
**ROMEO A. ONG**  
Chairman

  
**GIOVANNI PAOLO C. GIMENA**  
Corporate Secretary

  
**ALEX ESCOLASTICO L. CERRILLO**  
Independent Director

Republic of the Philippines)  
City of \_\_\_\_\_)

SUBSCRIBED AND SWORN to before me this JUN 30 2025 day of \_\_\_\_\_ affiant(s) exhibiting to me and known to me personally to be the same person who executed and personally signed the foregoing Annual Corporate Governance Report before me and acknowledged that they executed the same.

<u>NAMES</u>	<u>VALID ID#</u>	<u>DATE OF ISSUE</u>	<u>PLACE OF ISSUE</u>
ROMEO A. ONG	PRC-0048753	12-11-1978	ZAMBOANGA CITY
JAMES ROBERTSON C. PICHEL	PRC-0092430	09-07-1997	ZAMBOANGA CITY
GIOVANNI PAOLO C. GIMENA	PRC-0088361	09-05-1997	ZAMBOANGA CITY
RONALD D. POLICARPIO	TIN-202-0277-244-000	02-09-2010	QUEZON CITY
ALEX ESCOLASTICO L. CERRILLO	PRC-0052587	02-05-1982	ZAMBOANGA CITY

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Page No 13  
Book No XIV  
Series of 2025


  
**RENA JOY C. CASTIGADOR**  
Notary Public for Zamboanga City  
Not. Comm. No. 2025-05  
Commissioned 01-10-2025 to 12-31-2026  
CTLA LAW 3<sup>rd</sup> Floor, Arcada Complex, Tietuan, Z.C.  
Roll No. 67987; 05-26-17  
IBP OR No. 494520; 01-02-2025; ZAMBASULTA  
PTR No. 3067124; 01-03-2025; ZC



Pursuant to SEC Memorandum No. 13 Series of 2021 mandating all Public Companies and Registered Issuers to submit an Annual Corporate Governance Report for the year 2024, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY on 30 JUN 2025.

**Allied Care Experts (ACE) Medical Center, Zamboanga Inc.**  
(doing business under the name and style of Premier Medical Center)

**SIGNATURE PAGES FOLLOWS:**

  
**MAYLENE B. VILLANUEVA**  
Compliance Officer

Republic of the Philippines) City of PASIG CITY) SUBSCRIBED AND SWORN to before me this 30 JUN 2025 day of 2025 affiant(s) exhibiting to me and known to me personally to be the same person who executed and personally signed the foregoing Annual Corporate Governance Report before me and acknowledged that they executed the same.

**NAMES**  
MAYLENE B. VILLANUEVA

**VALID ID#**  
Phil.Passport# P1972096C

**DATE OF ISSUE**  
10 October 2022

**PLACE OF ISSUE**  
DFA NCR East

Doc No 391  
Page No 60  
Book No 125  
Series of 2025

**FERDINAND D. AVILAO**  
Notary Public  
For and to Pasig City and the Municipality of Pateros  
Appointment No. 96 (2024-2025) valid until 12/31/2025  
MCLE-Programme No. VLS-20001214, until 06/14/25  
Roll No. 40379, 507132442023; CR 535786; 06/21/2001  
TIN 123-011-743; FTR-2021-021A-A/04/01/23; Pasig City  
Office, G/F West Tower Bldg., Exchange Road  
Ortigas Center, Pasig City Tel. 8632-26314099