



## NOTICE OF REGULAR MEETING OF STOCKHOLDERS 29 November 2025

The 2025 Regular Meeting of the Stockholders of Allied Care Experts (ACE) Medical Center – Zamboanga (doing business in the name and style of Premier Medical Center Zamboanga with SEC Reg. No. CS201540355) will be held on 29 November 2025 at 10:00 in the morning.

The meeting will be conducted remotely via communication through a Zoom Conference. The Chairman will preside over the meeting at the Premier Medical Center Zamboanga, Don Alfaro Street, Tetuan, Zamboanga City.

Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Regular Stockholders' Meeting held on 26 January 2025
4. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended 31 December 2024
5. Open Forum
6. Ratification and Approval of the previous acts and resolutions of the Board of Directors and Corporate Officers
7. Amendment of Articles of Incorporation
  - Article I Corporation Name
  - Article VI Number of Independent Directors
8. Amendment of Corporation's By-Laws
  - Article II Place of Meeting Section 3
  - Article II Notice of Meeting Section 4
  - Article II Quorum Section 5
  - Article II Conduct of Meeting Section 6
  - Article II Manner of Voting Section 7
  - Article III Qualification of a Director Section 8
9. Appointment of External Auditor for year ending 2025
10. Election of the 2025 Board of Directors
11. Other Matters
12. Adjournment

Only stockholders of record as of 9 November 2025 are entitled to notice and to vote at this meeting.

Stockholders can attend and participate in the meeting remotely via Zoom communication. Stockholders also have the option to vote in absentia or appoint the Chairman as proxy.



Stockholders who intend to attend by remote communication shall inform the Company by email to [acemczamboanga@gmail.com](mailto:acemczamboanga@gmail.com) on or **before 5:00 PM of 24 November 2025**, subject to the procedure set in the Information Statement which will be posted in the Company's website [pmczamboanga.com](http://pmczamboanga.com). In the same website, stockholders may access the following: (a) Minutes of the Meeting on 26 January 2025, and (b) Proxy Form for Attendance at Meeting and other meeting documents required under Section 49 of the Revised Corporation Code. The link for the Zoom webinar will be sent to the email address of the stockholders who registered to attend via remote communication.

To those who would opt to participate by voting through the Chairman as proxy, the deadline for submission of proxies will be on **28 November 2025 on or before 5:00 pm**. Those who are unable to join the meeting via remote communication but wish to vote on items in the agenda may appoint the Chairman as proxy with specific voting instructions which will be duly counted. Proxies can be submitted to the Office of the Corporate Secretary or via email to the aforementioned address. For individual stockholders, the submission must be accompanied by **a copy of a government issued ID as proof of identification**.

During the meeting, the Board shall entertain questions and comments after the presentation of the Annual Report. Questions which were not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for appropriate response via email.

For ASM-related queries, please email to [acemczamboanga@gmail.com](mailto:acemczamboanga@gmail.com) or contact the Office of the Corporate Secretary (Investment Relations Office) at +63 917 779 9816. For shareholding concerns, please contact +63 917 779 9816 or via email directly to [acemczamboanga@gmail.com](mailto:acemczamboanga@gmail.com).

  
GIOVANNI PAOLO C. GIMENA, M.D., FPBS  
Corporate Secretary



## EXPLANATION OF AGENDA ITEMS

### Call to Order

The Chairman will formally open the meeting at approximately 10 o'clock in the morning (until quorum is reached).

### Certification of Notice and Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Section 57 and 23 of the Revised Corporation Code which allow voting in Absentia by the stockholders, the Corporation has set up an online voting portal which may be accessed by the stockholders to register and vote at the matters of the meeting in absentia. A stockholder who votes in absentia shall be deemed present for purposes of quorum.

Stockholders may participate in the meeting by remote communication. Stockholders who intend to attend by remote communication who have not registered to vote in absentia shall inform the Company by email to [acemczamboanga@gmail.com](mailto:acemczamboanga@gmail.com) on or before **28 November 2025** subject to the procedure set in the Information Statement which will be posted in the Company's website or register in the online voting portal within the period prescribed.

### Approval of the Minutes of the Regular Stockholders Meeting held on 26 January 2025

The Minutes of the Meeting held on 26 January 2025 is available at the company website [pmczamboanga.com](http://pmczamboanga.com).

### Presentation of the Annual Report and Audited Financial Statement

Presentation of the Annual Report containing the Chairman's Message, President's Report and the 2024 Audited Financial Statements which will also be posted in the Company's website.

The Audited Financial Statements (AFS) as of 31 December 2024 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement to be sent to the stockholders at least fifteen (15) business days prior to the meeting and will also be set forth in the Annual Report. The Audit Committee has recommended to the Board the approval of the AFS, and the Board had approved the same on May 2, 2025.

### Open Forum

The Investor Relations Officer will read the questions and comments of stockholders which will be answered by the concerned officers. Questions and comments not taken up shall be forwarded to the Office of the Corporate Secretary and will be addressed via email.





### **Ratification and Approval of All the Acts and Proceedings of the Board of Directors and Corporate Officers**

The acts of the Board and its Committees were those adopted from the Annual Stockholders Meeting on 26 January 2025 until the date of the meeting. They include the approval of agreements, appointments, bank transactions and other matters covered by disclosures to the Securities and Exchange Commission.

The acts of the officers were those taken to implement the resolution of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

### **Amendment of Articles of Incorporation**

In its special Board Meeting held last 29 September 2025, the Board of Directors of Allied Care Experts (ACE) Medical Center -Zamboanga, Inc. with requisite quorum present and acting by majority vote, resolved to approve the amendments to the Corporation's Articles of Incorporation specifically Article I and Article VI.

#### **Article I**

##### **From**

That the name of the corporation shall be:

ALLIED CARE MEDICAL EXPERTS (ACE) MEDICAL CENTER-ZAMBOANGA CITY INC.  
DOING BUSINESS UNDER THE NAME AND STYLE OF PREMIER MEDICAL CENTER  
ZAMBOANGA

##### **To**

That the name of the corporation shall be:

PREMIER MEDICAL CENTER ZAMBOANGA INC.

A resolution approving the amendment of Article I of the AOI will be presented for approval by the vote of the stockholders representing at least two-thirds ( $\frac{2}{3}$ ) of the outstanding capital.



## Article VI

From

That the number of directors of said corporation shall be nine ( 9 ) and that the names, citizenships and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: xxxx

To

That the number of directors of said corporation shall be nine ( 9 ), three (3) of whom shall be Independent Directors and that the names, citizenships and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: xxxx

A resolution approving the amendment of Article VI of the AOI will be presented for approval by the vote of the stockholders representing at least two-thirds ( $\frac{2}{3}$ ) of the outstanding capital.

## Amendment of By - Laws

In its special Board Meeting held last 29 September 2025, the Board of Directors of Allied Care Experts (ACE) Medical Center -Zamboanga, Inc. with requisite quorum present and acting by majority vote, resolved to approve the amendments to the Corporation's by laws, specifically **Article II Sections 3, 4 ,5, 6 and Article III Section 8**. On 16 October 2025, the Board of Directors also resolved and approved the amendment of **Article II Section 7** during the Special Board Meeting.

## Article II, Section 3

From

**Section 3. Place of Meeting** - Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located. Under special circumstances that cannot be controlled, conduction of meetings via remote communication and participation shall be allowed.

To

**Section 3. Place of Meeting** - Stockholders 'meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located. The conduct of the meeting via remote communication and participation shall be allowed.



When the meeting is conducted through tele/video conferencing, the presiding officer shall call and preside the stockholders' meeting, whether regular or special, at the principal of the corporation or if not practicable, in the city or municipality where the principal office of the Corporation is located.

A resolution approving the amendment of Article II Section 3 of the Company's By-Laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

#### Article II, Section 4

From

**Section 4. Notice of Meeting** - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mailing the notice **at least one (1) week prior** to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date, and hour of the meeting purpose or purposes for which the meeting is called. When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

To

**Section 4. Notice of Meeting** - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, email or by mailing the notice **at least twenty one (21) days prior** to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date, and hour of the meeting purpose or purposes for which the meeting is called. When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

A resolution approving the amendment of Article II Section IV of the Company's by-laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

#### Article II, Section 5

From

**Section 5. Quorum** - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be presented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the





requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of some stockholders to less than a quorum.

To

**Section 5. Quorum** - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be presented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of some stockholders to less than a quorum. **A stockholder who participates through remote communication shall be deemed present for the purpose of attaining quorum.**

A resolution approving the amendment of Article II Section 5 of the Company's By-Laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

#### Article II Section 6

From

**Section 6. Conduct of Meeting** – Meeting of the stockholders shall be presided over by the Chairman or, in his absence, by the President. The Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.

To

**Section 6. Conduct of Meeting** – Meeting of the stockholders shall be presided over by the Chairman or, in his absence, by the President. The Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.

**The meeting may be conducted through tele/video conferencing. Stockholders who cannot physically attend or vote at stockholders' meetings can participate and vote through remote communication such as video conferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.**

**If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such facts in the Minutes of the meeting.**

The Board shall adopt internal procedures for the conduct of stockholders' meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues. Meetings through remote communications or other alternative modes of communications to address administrative, technical and logistical issues. The notice of meetings may be sent to all Directors through electronic mail, messaging services stating the date, time and place of the meeting and must be sent to every Director at least five (5) days prior to the scheduled meeting.

A Director may waive this requirement either expressly or impliedly. The notice of meeting shall include the following information:

- a. Date, Time and Place of the meeting
- b. Agenda of the meeting
- c. All pertinent materials for discussion which shall be numbered and marked in such manners that all directors or trustee can easily follow and participate in the meeting;
- d. That a director may participate via remote communication;
- e. Contact information of the corporate secretary or office staff whom the director may communicate
- f. When the meeting is for election of directors or officers, the requirements and procedure for nomination and election;
- g. The fact that there will be a visual and/or audio recording of the meeting; and
- h. Other instructions to facilitate participation in the meeting through remote communications.

A resolution approving the amendment of Article II Section 6 of the Company's By-Laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

#### Article II Section 7

From

**Section. 7 - Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person or via remote communication or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the Secretary.

For the election of board of directors, voting manner should be cumulative multiplied by the number of board seats. Result of such shall be the stockholder's number of voting shares. Other agenda, voting shall be one is to one. (1:1).

All Proxies must be in the hands of the Secretary **not later than one (1) day before the scheduled meeting**. Based on the scheduled Stockholders' Meeting, the deadline of submission is on the LAST SATURDAY OF NOVEMBER on or before 5:00 P.M.





Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.

**To**

**Section. 7 - Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person or via remote communication or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the Secretary.

For the election of board of directors, voting manner should be cumulative multiplied by the number of board seats. Result of such shall be the stockholder's number of voting shares. Other agenda, voting shall be one is to one. (1:1)

All Proxies must be in the hands of the Secretary **not later than seven (7) days before the scheduled meeting on or before 5:00 pm**. Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.

A resolution approving the amendment of Article II Section 7 of the Company's by-laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

### **Article III Section 8**

**From**

**Section 8. Qualification of a director**-A stockholder, in addition to the requirements of law, must own or have in his name at least fifty (50) blocks of common shares of the capital stock of the corporation before he or she may be elected to the Board of Directors. Any director who ceases to be the owner of at least Fifty (50) blocks of common shares of the capital stock of the corporation shall thereby cease to be a Director. One block of common shares is equivalent to **ten (10) common shares**.

**To**

**Section 8. Qualification of a director**- A stockholder, in addition to the requirements of law, must own or have in his name at least fifty (50) blocks of common shares of the capital stock of the corporation before he or she may be elected to the Board of Directors. Any director who ceases to be the owner of at least Fifty (50) blocks of common shares of the capital stock of the



corporation shall thereby cease to be a Director. One block of common shares is equivalent to **fifteen (15) common shares**.

A resolution approving the amendment of Article III Section 8 of the Company's By Laws will be presented for approval by the vote of the stockholders representing at least majority of the outstanding capital.

### **Election of the Board of Directors**

The Nominations and Election Committee of the Board had evaluated and determined that the Ten (10) nominees to the Board, including the nominees for independent directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement.

A resolution on the election of the eight (8) nominees for Directors and two (2) Independent Directors who will garner the highest votes will be presented to and approved by the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

### **Appointment of External Auditor and Fixing of its Remuneration**

Endorsement to the stockholders of the appointment of **QUILAB and GARSUTA, CPAs** as the external auditor for the ensuing year as well as its proposed remuneration. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of **QUILAB and GARSUTA, CPAs** will be provided in the Information Statement.

A resolution for the appointment of the external auditor **QUILAB and GARSUTA, CPAs** and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock present at the meeting.

Consideration of Such Other Business as May Properly Come Before the Meeting

The stockholders may raise such other matters or issues that may be properly discussed during the meeting.