

COVER SHEET

SEC Number CS201540355
File Number

ALLIED CARE EXPERTS (ACE) MEDICAL CENTER-ZAMBOANGA
(doing business under the name and style of Premier Medical Center Zamboanga)
(Company's Full Name)

Don Alfaro Street, Tetuan, Zamboanga City 7000
(Company's Address)

Tel # (062) 991-9778 / 0917-779-9816
(Company's Telephone Number)

2025 December 31
(Fiscal Year Ending-Month and Day)

2025 Definitive Information Statement
(FORM TYPE)

31 October 2025
(Period Ended Date)

(Amendment Designation, if Applicable)

Issuer of Securities
(Secondary License Type, if any)

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter Allied Care Experts (ACE) Medical Center- Zamboanga City, Inc. (doing business in the name and style of Premier Medical Center Zamboanga)
3. Zamboanga City, Philippines
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number CS201540355
5. BIR Tax Identification Code 478-905-770
6. Don Alfaro St., Tetuan, 7000
Zamboanga City
 .
 Address of principal office Postal
 Code
7. Registrant's telephone number, including area code
 . (062) 991-9778
8. Date, time and place of the meeting of security holders
 Date: 29 November2025
 Time: 10:00 AM
 Place: No physical venue but Chairman will preside at Premier Medical Center Zamboanga Main Building, Don Alfaro Street, Tetuan, Zamboanga City
 Online web address for registration for remote communication and voting:
 Registration Link : <https://pmczamboanga.com/stockholders-meeting-2025>
 Voting Portal : <http://voting.pmczamboanga.com/>
9. Approximate date on which the Information Statement is first to be sent or given to security holders: 7 November 2025
10. Proxy is not solicited.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Founder	600
Common	327,030
Amount of Debt	PhP 821, 728, 500.00 (as of 30 June 2025)
12. Are any or all of the registrant's securities listed in a Stock Exchange?
 Yes No ✓
 None of the founder and common shares of PMCZ are listed on the Philippine Stock Exchange

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

- (a) Date: **29 November 2025**
- (b) Time: **10:00 AM**
Place: **Remote Communication**

The Chairman will call and preside over the stockholders' meeting at the Garden Orchids Hotel Convention Center, Zamboanga City.

Complete Mailing Address : Premier Medical Center Zamboanga, Don Alfaro Street, Tetuan, Zamboanga City.

Online web address for registration for remote communication and voting:

Registration Link : <https://pmczamboanga.com/stockholders-meeting-2025>

Voting Portal : <http://voting.pmczamboanga.com/>

- (c) Approximate date when the Information Statement is first sent out to stockholders of record:
7 November 2025

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Item 2. Dissenters' Right of Appraisal

In accordance with Sec. 80 of the Revised Corporation Code of the Philippines, any stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case of an amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
3. In case of merger and consolidation; and
4. In case of investment of funds for any purpose other than the primary purpose of the corporation.

The procedure for the exercise by a dissenting stockholder of his appraisal right are as follows:

- (a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- (b) The dissenting stockholder shall make a written demand on the Company within 30 days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver on his appraisal right.
- (c) If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate (s) of stock within 10 days after demanding payment for his shares, the fair value of the shareholder's shares in the Company as of the day prior to the date on which the vote was taken. Failure by the dissenting shareholder to surrender his shares within said 10-days period shall, at the option of PMCZ, terminate his appraisal rights.
- (d) If within sixty (60) days from the date the corporate action was approved by the stockholders, the dissenting stockholder and PMCZ cannot agree on the fair value of the shares, it shall be appraised and determined by three (3) disinterested persons, one of whom shall be named by the stockholder, another by PMCZ and the third by the two (2) thus chosen.
- (e) The findings of a majority of the appraisers shall be final, and their award shall be paid by PMCZ within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless PMCZ has unrestricted retained earnings in its books to cover such payment.

- (f) Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the company.

No matter that will require the exercise of the stockholder's right of appraisal shall be taken up in the 2025 Annual Stockholders' Meeting.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

None of the following persons have any substantial interest, direct or indirect in any matter to be acted upon other than election to office:

- i. Directors or officers of the Company at any time since the beginning of the last fiscal year;
- ii. Nominees for election as directors of the Company
- iii. Associate of any of the foregoing persons

No director or nominee for election as director has informed the Company of his opposition to any matter to be acted upon at the Annual Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- a. The Company has 327,630 outstanding shares as of 31 October 2025 composed of 600 Founder shares and 327,030 common shares. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.
- b. All stockholders of record as of 09 November 2025 are entitled to notice and to vote at the Company's concerned annual stockholders' meeting.
- c. Manner of Voting and Election of Directors (Cumulative Voting)

As provided in Section 23 of the Revised Corporation Code and reiterated in SEC Memorandum Circular No. 6 Series of 2020, the right to vote in absentia or via remote communication may be exercised by the stockholder in corporations vested with public interest notwithstanding the absence of a provision in the by-laws of a corporation. The requirements and procedure for electronic voting in Absentia and participation by remote communication is attached in this Information Statement as **Annex A**.

A stockholder may also vote in the meeting pursuant to Sec 7, Article II of the By-laws by proxy executed in writing by the stockholder through the Chairman who will preside the meeting in Zamboanga City as mandated by Section 15 of SEC Memorandum Circular No. 6 Series of 2020.

If the stockholder chooses to vote through proxy, ACE-MCZI requires the submission of a proxy form to the Corporate Secretary no later than **28 November 2025 5:00 pm** via **corpsec@pmcz.com.ph**. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies filed with the Secretary may be revoked by the stockholder concerned either an instrument in writing duly presented and recorded with the Secretary before a scheduled meeting or by participation via remote communication provided he had previously registered to participate via remote communication.

The Inspection of Ballots and Proxies Committee shall convene thru a meeting on **28 November 2025 at 07:00 PM**. The Committee shall validate the proxies received. Any questions and issues relating to the validity and sufficiency, both as to form and substance of proxies shall only be resolved by the Corporate Secretary at that forum. The decision of the Corporate Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

The Stockholders are entitled to cumulative voting in the election of the Board of Directors, as provided by the Corporation Code.

Each common share of ACE-MCZI owned by a shareholder as of **09 November 2025** is entitled to one (1) vote (each, a Voting Share/s) except in the election of directors where one share is entitled to as many votes as there are Directors to be elected. The election of Directors shall be by online ballot and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as Directors, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. Thus, since there are **nine (9) directors** to be elected, each Voting Share is entitled to nine (9) votes. One (1) block of fifteen (15) common shares would be entitled to 135 votes.

The Shares shall be voted through the Company's online voting portal. Votes will be counted by the Voting count system integral to the application and canvassed by the Committee of Canvassers. The Committee shall convene on **28 November 2025, 07:00 pm** for partial canvassing of votes made through the online voting portal.

d. Security Ownership of Certain Record and Beneficial Owners and Management

1) Security Ownership of Certain Record and Beneficial Owners

The only record and/or beneficial owners of more than 5% of any class of registrant's voting securities as of 31 October 2025 are Pichel, James Robertson C., Gimena, Giovanni Paolo C., and Biron, Ferjenel G.

<u>Title of Class</u>	<u>Names / Address of Record Owner</u>	<u>Name of Beneficial Owner / Relationship with Record Owner</u>	<u>Citizenship</u>	<u>Number of Shares Held</u>	<u>Percent</u>
<u>COMMON</u>	<u>PICHEL, JAMES ROBERTSON C.</u> <u>133 CANELAR STREET, ZAMBOANGA CITY</u>	<u>PICHEL, JAMES ROBERTSON C. / Record owner is also Beneficial Owner</u>	<u>FILIPINO</u>	<u>24,000</u>	<u>7.33 %</u>
<u>COMMON</u>	<u>GIMENA, GIOVANNI PAOLO C.</u> <u>132-1 ST. IGNATIUS SUBDIVISION, CABATO ROAD, TETUAN, ZAMBOANGA CITY</u>	<u>GIMENA, GIOVANNI PAOLO C. / Record owner is also Beneficial Owner</u>	<u>FILIPINO</u>	<u>22,500</u>	<u>6.87 %</u>
<u>COMMON</u>	<u>BIRON, FERJENEL G.</u> <u>DOLLAR CORNER PESO ST., BANKERS' VILLAGE, JARO, ILOILO CITY</u>	<u>BIRON, FERJENEL G. / Record owner is also Beneficial Owner</u>	<u>FILIPINO</u>	<u>18,000</u>	<u>5.49 %</u>

2) SECURITY OWNERSHIP OF MANAGEMENT

The following are each class of equity securities of the Company beneficially owned by individual directors, officers and nominees as of 31 October 2025

DIRECTORS, OFFICERS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Ong, Romeo A.	3,000	None	Filipino	0.92%
Common	Lee, Patrick G.	4,500	None	Filipino	1.37%
Common	Pichel, James Robertson C.	6,000	18,000	Filipino	7.33%
Common	Tamin, Jonathan John F.	6,000	None	Filipino	1.83%
Common	Gimena, Giovanni Paolo C.	6,000	16,500	Filipino	6.87%
Common	Tan, Yolanda M.	3,000	None	Filipino	0.92%

DIRECTORS, OFFICERS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Sahi, Lieza G.	6,000	None	Filipino	1.83%

DIRECTORS AND NOMINEES

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Cerrillo, Alex Escolastico L.	500	None	Filipino	0.15%
Common	Policarpio, Ronald D.	500	None	Filipino	0.15%

NOMINEE

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Belleza, Linda Ann	6,000	None	Filipino	1.83%

EXECUTIVE OFFICERS

Title of Class	Names of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Estrella, Leila Nelia L.	3,000	None	Filipino	0.92%
Common	Villanueva, Maylene B.	None	None	Filipino	N/A
Common	Yeo-Landero, Diana Rose	None	None	Filipino	N/A
Common	Maurice Glaiza A. Madrazo	500	None	Filipino	0.15%

Except for James Robertson C. Pichel who owns 7.33% and Giovanni Paolo C. Gimena who owns 6.87%, none of the company's directors and management owns directly or indirectly 2.0% or more of the outstanding capital stock of the Company.

VOTING TRUST HOLDERS OF 5% OR MORE

As of 31 October 2025, no stockholder holding more than 5.0% of a class of shares has entered into any voting trust or similar agreement.

CHANGES IN CONTROL

Since the beginning of the last fiscal year, the Company is not aware of any arrangement which may result in a change of control of the Registrant in the next twelve (12) months.

Item 5. Directors and Executive Officers

- (a) The following are the names, ages, citizenship and periods of service of the incumbent directors/ and independent directors of the Company.

Name	Position	Age	Citizenship	Period during which individual has served as such
Ong, Romeo A.	Chairman	73	Filipino	2018-2019; 2022-Present
Lee, Patrick G.	Vice-Chairman	57	Filipino	2024-Present
Pichel, James Robertson C.	President & CEO	50	Filipino	2018-Present
Tamin, Jonathan John F.	Vice-President	47	Filipino	2020-Present
Gimena, Giovanni Paolo C.	Corporate Secretary & COO	54	Filipino	2016-2017 (Board Member); 2018-2021 (Vice-President); 2022-Present (COS)
Sahi, Lieza G.	Corporate Treasurer & CFO	54	Filipino	2017 (Board Member); 2018-Present (Treasurer/CFO)
Tan, Yolanda M.	Assistant Treasurer	67	Filipino	2024-Present
Cerrillo, Alex Escolastico L.	Independent	69	Filipino	July 2022-Present
Policarpio, Ronald D.	Independent	47	Filipino	July 2022-Present

All the above individuals were elected as Board of Directors and Officers of the Corporation for the year 2025, until their successors were elected, during the Annual Stockholders' Meeting of the Company held on 26 January 2025. During the Organizational Meeting held on the same day, all Executive Officers were elected to their positions. Moreover, Dr. Alex Escolastico Cerrillo and Atty. Ronald Policarpio also retained their position as Independent Directors of the company.

b) The following are the names, ages, citizenship and periods of service of the persons nominated to become directors/ independent directors of the Company. They constitute the Final List of Candidates approved by the 2025 Board of Directors after evaluation for the ensuing year and have accepted their nomination:

Name	Age	Citizenship	Period during which individual has served as such
Ong, Romeo A.	73	Filipino	2018-2019; 2022-2024
Lee, Patrick G.	57	Filipino	2024-Present
Pichel, James Robertson C.	50	Filipino	2018-Present
Tamin, Jonathan John F.	47	Filipino	2020-Present
Gimena, Giovanni Paolo C.	54	Filipino	2016-2017 (Board Member); 2018-2021 (Vice-President); 2022-Present (COS)
Belleza, Linda Ann	69	Filipino	Newly Nominated
Tan, Yolanda M.	67	Filipino	2024-Present

Policarpio, Ronald D.	47	Filipino	July 2022- Present
Cerrillo, Alex Escolastico L.	69	Filipino	July 2022- Present

The nominees were formally nominated by the shareholders of the Company as shown in the attached Final List of Candidates attached as Annex "C". Nominated as independent directors are Atty. Ronald Policarpio and Dr. Alex Escolastico Cerrillo.

Dr. Romeo Ong, Mr. Patrick Lee, Dr. James Robertson Pichel, Dr. Jonathan John F. Tamin, Dr. Giovanni Paolo Gimena, and Mrs. Yolanda Tan are incumbent directors of the Company. None of the nominators are related to any of the nominees for independent directors.

Only nominees whose names appear in the Final List of Candidates are eligible for election as directors. **No nominations will be entertained or allowed on the floor during the Annual Stockholders' Meeting.**

Atty. Ronald Policarpio and Dr. Alex Escolastico Cerillo have served as Independent Directors of the Company since July 2022.

(c) The following are the names, ages and citizenship of the Company's executive officers that are non-board members as of 31 October 2025.

The Executive Officers of the company are not members of the Board, detailed as follows:

Name	Position	Age	Citizenship	Period during which individual has served as such
Estrella, Leila Nelia L.	Medical Director	69	Filipino	2024 to present
Villanueva, Maylene B.	Compliance Officer	44	Filipino	August 2024 to present
Landero, Diana Rose Y.	Data Protection Officer	29	Filipino	August 2024 to present
Madrazo, Maurice Glaiza A.	Investment Relations Officer	30	Filipino	2024 to present

The Business Profile of the incumbent directors and officers are attached hereto as **Annex B** while the profile of the nominees for directors for election at the Annual Stockholders' Meeting is set forth in **Annex C1**. The certifications on the qualifications of Independent Directors are attached hereto as **Annex D to D1**. The permission of directors in government service, are hereto attached as **Annex D2 and D3**.

TERM OF OFFICE

Article III Section 2 of the Company's By-Laws provides:

Section 2 – The Board of Directors shall be elected each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

The Board has established committees to assist in exercising its authority in monitoring the performance of the business of the Company. The committees, as detailed below, provide specific and focused means for the Board to address relevant issues including those related to corporate governance.

COMMITTEES

Audit Committee:

Chairman: Ronald Policarpio Members:
Members: Dr. Alex Escolastico L. Cerrillo
Dr. Jonathan John F. Tamin

Corporate Governance Committee:

Chairman: Dr. Alex Escolastico L. Cerrillo
Members : Mrs. Yolanda M. Tan
Atty.Ronald D. Policarpio

Board-Risk Oversight Committee:

Chairman: Dr. Alex Escolastico L. Cerrillo
Members : Atty.Ronald D. Policarpio
Dr. Lieza G. Sahi

DIRECTORSHIP IN REPORTING COMPANIES

The following are the Directorships in other reporting companies of the incumbent Directors

DIRECTORS	REPORTING COMPANIES
1. Ong, Romeo A.	NONE
2. Lee, Patrick G.	NONE
3. Pichel, James Robertson C.	NONE
4. Tamin, Jonathan John F.	NONE
5. Gimena, Giovanni Paolo C.	NONE
6. Sahi, Lieza G.	NONE
7. Tan, Yolanda M.	NONE
INDEPENDENT DIRECTORS	
1. Cerrillo, Alex Escolastico L.	NONE
2. Policarpio, Ronald D.	NONE

SIGNIFICANT EMPLOYEES

The company does not believe that its business is dependent on the services of any particular employee who is not an executive officer.

FAMILY RELATIONSHIPS

The company affirms that the members of the Board of Directors and officers of the Company do not have any family relationships, whether by blood or marriage, with each other. This declaration is made in accordance with the company's governance practices to ensure transparency, maintain the integrity of decision-making processes, and comply with applicable regulatory requirements.

The absence of familial connections between the Board and the executive team further ensures that all decisions are made with the utmost objectivity and in the best interest of the company and its stakeholders.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

The Issuer is a party in the pending intra-corporate dispute with damages entitled "Al-Rajid J. Jamiri, vs. Aesha Yahcob Pingli, Lilia Go, Lieza G. Sahi, James Robertson C. Pichel, Allied Care Experts Medical Center- Zamboanga City, Inc. and Securities and Exchange Commission Zamboanga Extension Office, represented by Atty. Jesus Salvador Uro" pending before the Regional Trial Court of Zamboanga City., Branch 12 [Civil Case No. 7229].

The Complaint for Intra-Corporate Dispute with Damages, dated 20 February 2024, was filed before the Regional Trial Court of Zamboanga City on 21 February 2024. The Principal Parties are as follows: Plaintiff - Al-Rajid J. Jamiri Defendants - Aesha Yahcob Pingli, Lilia Go, Lieza G. Sahi, (incumbent Treasurer) James Robertson C. Pichel (incumbent President) , Allied Care Experts Medical Center- Zamboanga City, Inc. and Securities and Exchange Commission Zamboanga Extension Office, represented by Atty. Jesus Salvador Uro.

The Plaintiff is praying for the 1] issuance of stock certificates of the Corporation in his favor in the amount of Php 12,000,000.00, 2] inspection of the corporate books, records, and minutes of the meetings of the Issuer, and 3] payment of loss of potential income, attorney's fees, and litigation Expenses.

The Plaintiff's avers that he paid the amount of Php 12,000,000.00 corresponding to Php 12,000,000.00 worth of shares of the stock of the Issuer despite only paying Php 1,550,000.00 appearing in the corporate records of the Issuer. The Plaintiff states that he was denied access to corporate books and records when the truth of the matter is that the Issuer never denied access to corporate books and records provided it shall be made during office hours. The Issuer filed its Answer with Counterclaims, dated 1 March 2024, on 4 March 2024 and has sought the dismissal of the aforesaid Complaint and was dismissed by the RTC last July 19, 2024. After the dismissal the Plaintiff forwarded the matter to the Court of Appeals.

On February 10, 2025, a copy of the Court of Appeals' Resolution dated December 13, 2024, which addressed several matters related to the ongoing petition for review under Rule 43 was received. The Resolution included the following directives and notes:

1. The Court granted the petitioner's motion for an extension to file the petition for review.
2. It noted the petition for review filed on August 22, 2024, subject to the submission of proof of electronic filing.
3. The Court instructed the petitioner to correct two specific deficiencies:
 - The complete, current, and actual addresses of the respondents, and
 - The affidavit of service.
4. The Court also acknowledged the Comment with Entry of Appearance filed on September 13, 2024, by Atty. Rena Joy C. Castigador of CTL Law Office, as counsel for the private respondents, including Allied Care Experts Medical Center-Zamboanga City, Inc.
5. It noted the petitioner's Reply to the Comment, which was filed on November 4, 2024.
6. Finally, the Court directed the Securities and Exchange Commission (SEC) Zamboanga Extension Office to file a Comment on the petition.

On the following day, February 11, 2025, a Compliance was filed on the same day, formally informing the Court of Appeals, Twenty-Second Division, that the company has received the Resolution dated December 13, 2024, on February 10, 2025, in accordance with the Court's directive.

Subsequently, on March 11, 2025, a copy of a Manifestation filed by the SEC Zamboanga City Office was received, through the Office of the Solicitor General. In the Manifestation, the SEC stated that it would not be filing a Comment on the petition, maintaining its position that its involvement in Civil Case No. 7229, and consequently in the present petition, is neither necessary nor indispensable for the full resolution of the petitioner's claims.

On August 2025, the Company received a copy of the Court of Appeals Resolution dated 07 July 2025 noting the Petitioner's Compliance filed on 12 February 2025 and the Manifestation of Respondent Securities and Exchange Commission Zamboanga Extension filed on 21 February 2025 stating that they do not intend to file a comment to the petitioners.

In the same resolution, the Court directed the parties to simultaneously file their respective memoranda in amplification of their positions in the case or a manifestation that they will no longer file a memorandum, within fifteen (15) days from notice with the case being deemed submitted for decision with or without said memoranda after the lapse of the period. On September 3, 2025, a compliance was submitted manifesting receipt of the said resolution and intention to submit the memoranda within the reglementary period, the last day falls on September 15, 2025.

On September 4, 2025, the petitioner filed his compliance and on September 12, 2025, a Memorandum for private respondents was filed.

On September 17, the petitioner filed his petitioner's memorandum.

To date, the petitioner has complied with the electronic filing requirements and other directives issued by the Court of Appeals. The last pleading received was the SEC's Manifestation, which was sent via registered mail. The most recent resolution received from the Court of Appeals remains the one dated

December 13, 2024.RESIGNATION OF DIRECTORS

No director has resigned or declined to stand for re-election to the Board since the last Annual Stockholders' Meeting due to any disagreement with the company related to its operation, policies and practices.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has reviewed its transactions and relationships and confirms that there were no related party transactions during the 2nd quarter of 2025.

Related parties are defined as individuals or entities that have the ability to control or significantly influence the financial and operating decisions of the Company. These include key management personnel, shareholders, and entities under common control.

Management has conducted a thorough review of all transactions and relationships to ensure compliance with the requirements for related party disclosures. Based on the review and assessment, the Company confirms that there were no related party transactions during the reporting period, and therefore, no related party disclosures for the year 2024

Item 6. Compensation of Directors and Executive Officers

(a) Summary of Compensation of Executive Officers

Information provided by the Finance Department as to the aggregate compensation paid or accrued to ACE-PMC Zamboanga's Chief Executive Officer (CEO) and other compensated executive officers, as well as directors during the last two completed fiscal years and the ensuing fiscal year is as follows

(b)

Compensation of Directors

1. Standard Arrangements

Name/Position	Year	Salary (PhP)	Bonus (PhP)	Other Annual Compensation (PhP)	Total
James Robertson C. Pichel, President & CEO Giovanni Paolo C. Gimena, Corporate Secretary & COO Lieza G. Sahi, Corporate Treasurer & CFO Other Members of the Board	2022	660,000.00	0.00	150,000.00	810,000
James Robertson C. Pichel, President & CEO Giovanni Paolo C. Gimena, Corporate Secretary & COO Lieza G. Sahi, Corporate Treasurer & CFO Other Members of the Board	2023	1,050,000.00	0.00	140,000.00	1,190,000
James Robertson C. Pichel, President & CEO Giovanni Paolo C. Gimena, Corporate Secretary & COO Lieza G. Sahi, Corporate Treasurer & CFO Other Members of the Board	2024	990,000.00	0.00	175,000.00	1,165,000
James Robertson C. Pichel, President & CEO Giovanni Paolo C. Gimena, Corporate Secretary & COO Lieza G. Sahi, Corporate Treasurer & CFO Other Members of the Board Ruvelinda Grace C. Uy, Asst. Corporate Secretary	January 2025 to October 2025	265,000 5,000	0.00	175,000.00	445,000
President & CEO, Corporate Secretary & COO, Corporate Treasurer & CFO Other Members of the Board Assistant Corporate Secretary	November 2025 to October 2026 (Estimate)	2,400,000.00 60,000	0.00	1,200,000.00	3,660,000

During its January 07, 2021 Regular Board Meeting, the Board of Directors approved the following monthly salaries of its By-Laws and Executive Officers which took effect on 2022 for CEO and CFO, and 2023 for COO, respectively:

Position	Salary
CEO	30,000.00
COO	30,000.00
CFO	30,000.00

In addition, the Board of Directors are accorded a per diem of Php5,000.00 for every regular and/or special board meeting.

2. Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated or is to be compensated in 2024 and 2023 for any service provided as a director.

3. Warrants and Options Held by Directors and/or Officers : Repricing

The Company has not awarded any warrants or options to any person hence there is no repricing.

Item 7. Independent Public Accountants (QUILAB & GARSUTA, CPAs)

- a. The auditing firm of **QUILAB & GARSUTA, CPAs** is being recommended for election as external auditor for the current year by the Board for a fee of Four Hundred Twenty Five Thousand Pesos annually (Php 425,000.00) exclusive of 12% VAT and 10% creditable withholding tax . The profile of **QUILAB & GARSUTA, CPAs** is attached to this Information Statement as **Annex E2**.
- b. **QUILAB & GARSUTA, CPAs** is represented by its managing partner Ms. Ana Mariae Michelle D. Quilab-Arrabaca. The firm is recommended for election for the year 2025 in view of the requirement for the Company to engage a Category B Auditor. The Auditor for the year 2024 is Florivel De Jesus Accounting Office.
- c. Representatives of **QUILAB & GARSUTA, CPAs** are expected to be present at the Annual Stockholders' Meeting and will have the opportunity to make a statement if they desire to do so , and are expected to be available to respond to appropriate questions. In 2024, the previous external auditor of the company had not performed any substantial non-audit services for the Company.
- d. The Supreme Court C En Banc granted the SEC's Second Motion for Reconsideration (MR), reversing its previous ruling and upholding Rule 68, paragraph 3 of the Implementing Rules and Regulations of the Securities Regulation Code (Republic Act No. [RA] 8799) and SEC Memorandum Circular No. 13, series of 2009 (SEC MC No. 13-2009). These rules required CPAs serving as external auditors for corporations issuing registered securities to obtain SEC accreditation. Being a registered issuer, the Company is required under the applicable rules to be audited by a Category B Auditor. As the present accreditation of **Florivel De Jesus Accounting Office** is only Category C, they have deemed it necessary to step down as Auditor of the Company.

The Company has engaged the services of **QUILAB & GARSUTA, CPAs** for the year 2025. There were no disagreements with **Florivel De Jesus Accounting Office** and **QUILAB & GARSUTA, CPAs** and Company on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

e. Audit and Audit Related Fees

The 2nd Quarter 2025 Audited Financial Statements of the Company and Address and Statement of Management's Responsibility are attached hereto as **Annex E3**.

THE AGGREGATE FEES BILLED ARE SHOWN BELOW:

Fees approved in connection with the Audit of the Annual Statements and assurance rendered by Florivel De Jesus Accounting Firm pursuant to the regulatory and statutory requirements for the years ended, December 31, 2023 amount to 350,000.00 exclusive of 12% VAT. December 31, 2022 amount to 250,000.00 exclusive of 12% VAT, December 31, 2021 amount to ₱ 26,000.00 exclusive of 12% VAT. All other fees for 2022, 2023 and 2024 include out of pocket expenses (OPE) such as Printing, Paper and Ink, Postage, Overtime meals, Transportation Communication i.e internet and calls. No tax service was rendered by the Auditor during the year.

Year	2026 (Estimate)	2025 (Estimate)	2024	2023	2022
Audit Service	PHP 425,000	PHP 425,000.00	PHP 360,000.00	PHP 350,000.00	PHP 250,000.00
Value Added Tax	—	—	—	—	—
All Other Fees	—	—	—	—	—

Item 8. Compensation Plans

No action is to be taken in this meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

Item 9. Authorization or Issuance of Securities

No action is to be taken with respect to the authorization or issuance of any securities other than what is currently being offered over-the-counter.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the registrant or the issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

As previously stated, no action is to be taken with any matter specified in Items 9 & 10.

Item 12. Merger, Consolidation, Acquisition and Similar Matters

No action is to be taken with respect to any transaction involving the following:

- 1) the merger or consolidation of the company into or with any person or of any other person into or with the company;
- 2) the acquisition by the company or any of its security holders of securities of another

- person
- 3) the acquisition by the registrant of any other going business or of the assets thereof;
 - 4) the sale or other transfer of all or any substantial part of the assets of the company;
 - 5) the liquidation or dissolution of the company;

Item 13. Acquisition/Disposition of Property

No action is to be taken with respect to an acquisition or disposition of any property by the company.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are the acts to be submitted for approval during the stockholders' meeting

.A. Minutes of the Annual Meeting of Stockholders held on 26 January 2025 (Annex F)

The approval or disapproval of the above Minutes will refer only to the correctness of the Minutes and will not constitute an approval/disapproval of the matters stated in the Minutes.

B. Annual Report including the President's Report and 2024 Audited Financial Reports

While the Annual Report which includes the Management Report (**Annex G**) shall only be noted, the 2024 Audited Financial Reports shall be approved by the stockholders attending the meeting.

Item 16. Matters Not Required to be Submitted

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By laws or Other Documents

No action is to be taken with respect to any amendments of the registrant's charter, by-laws or other documents.

The Board of Directors of Allied Care Experts (ACE) Medical Center- Zamboanga Inc. in its regular Board Meeting held last 26 September 2025 and Special Board Meeting on 17 October 2025 with majority of the Directors present, unanimously approved the amendment of the following provisions of the Corporation's Amended by-laws with the following changes:

A. Amendment of Articles of Incorporation

1. Article I

Article	From	To	General Effect and Rationale of Amendment
Article I	ALLIED CARE EXPERTS (ACE) MEDICAL CENTER – ZAMBOANGA CITY, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF PREMIER MEDICAL CENTER ZAMBOANGA	PREMIER MEDICAL CENTER ZAMBOANGA, INC.	The amendment of its corporate name is to better reflect a new business direction and branding effort.

2. Article VI

Article	From	To	General Effect and Rationale of Amendment
Article VI	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 :	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 :	The amendment is being made to comply with the recommendation of the SEC in SEC Memorandum Circular No. 24 series of 2019.

B. Amendment of By-Laws

1. Article II Section 3

Article and Section No.	From	To	General Effect and Rationale of Amendment
<p>Article II</p> <p>Place of Meeting</p> <p>Section 3</p>	<p>Section 3. Place of Meeting</p> <p>-- 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.</p>	<p>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.</p> <p>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.</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedures.</p>

2. Article II Section 4

Article and Section No.	From	To	General Effect and Rationale of Amendment
<p>Article II</p> <p>Notice of Meeting</p> <p>Section 4</p>	<p><u>Section 4. Notice of Meeting -</u></p> <p>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.</p>	<p><u>Section 4. Notice of Meeting -</u></p> <p>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.</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code.</p>

3. Article II Section 5

Article and Section No.	From	To	General Effect and Rationale of Amendment
Article II Quorum Section 5	<u>Section 5. Quorum</u> - 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.	<u>Section 5. Quorum</u> - 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.	The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.

4. Article II Section 6

Article and Section No.	From	To	General Effect and Rationale of Amendment
<p>Article II</p> <p>Conduct of Meeting</p> <p>Section 6</p>	<p><u>Section 6. Conduct of Meeting</u> – 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.</p>	<p><u>Section 6. Conduct of Meeting</u></p> <p>– 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.</p> <p>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.</p> <p>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</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 to provide clarity on the procedure.</p>

		<p>meeting and must be sent to every Director at least five (5) days prior to the scheduled meeting.</p> <p>A Director may waive this requirement either expressly or impliedly. The notice of meeting shall include the following information:</p> <ul style="list-style-type: none"> 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 or 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. 	
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5. Article II Section 7

Article and Section No.	From	To	General Effect and Rationale of Amendment
Article II Manner of Voting Section 7	<p><u>Section. 7 - Manner of Voting</u></p> <p>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.</p> <p>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).</p> <p>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.</p> <p>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.</p>	<p><u>Section. 7 - Manner of Voting</u></p> <p>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.</p> <p>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)</p> <p>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.</p>	<p>The amendment is being made to harmonize the by-laws with the relevant provisions of the Revised Corporation Code.</p>

6. Article III Section 8

Article and Section No.	From	To	General Effect and Rationale of Amendment
Article III Qualification of a Director Section 8	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. ten (10) common shares.	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.	To align the number of blocks per share with the approved prospectus of the Securities and Exchange Commission.

Item 18. Other Proposed Actions

(a.) Acts and Resolutions of the Board of Directors and Management from the date following the last Annual Stockholders' Meeting to the present including, but not limited to the following:

1. Election of the following officers of the corporation until their successors are elected:

POSITION	NAME
Chairman	Romeo A. Ong
Vice-Chairman	Patrick G. Lee
President	James Robertson C. Pichel
Vice-President	Jonathan John F. Tamin
Corporate Secretary	Giovanni Paolo C. Gimena
Treasurer	Lieza G. Sahi
Asst. Corporate Treasurer	Yolanda M. Tan
Asst. Corporate Secretary	Ruvelinda Grace A. Uy

2. Appointment of the Company's Newly Elected Board of Directors, Officers and Organizational Meeting for the year 2024
3. Appointment of the Chairpersons and members of the committees ; Audit Committee ; Corporate Governance Committee ; Board Risk Oversight Committee and appointment of Atty. Ronald D. Policarpio as the Lead Independent Director
4. Designation of Marjorie Rose F. Pascua, RN, MAN as the Officer-In-Charge (OIC) Director of Nursing during the official leave of absence of the incumbent Nursing Director, Ms. Ma.Jannet L. Yao,RN,MAN from May 15,2025 to July 30, 2025
5. Approval of thirty (30) days suspension (no pay) for violating Employee Code of Conduct: Chapter IV, Section 19 & 20 of the Deputy Hospital Administrator
6. Approval of the Termination of Employment of the Deputy Hospital Administrator.
7. Approval of the 2025 Annual Stockholders Meeting on November 2025 at 10:00am in its principal of business via remote communication
8. Approval of the Designation of Dr. Romeo A. Ong as Officer-In-Charge (OIC) Medical Director during the official leave of absence of the incumbent Medical Director, Dr. Leila Nelia L. Estrella from October 20,2025 to December 31,2025

Item 19. Voting Procedures

1. **Voting Requirement.**

The amendment of Articles I and VI of the Company's Articles of Incorporation will require the vote of the stockholders representing $\frac{2}{3}$ of the outstanding capital stock.

The amendment of Articles II Sections 3,4,5,6,7 and Article III Section 8 of the Company's By-Laws will require the vote of the stockholders representing the majority of the outstanding capital stock.

Nominees for directors receiving the highest number of votes shall be declared elected. All other matters to be brought for approval of the shareholders of the Company at this year's Annual Stockholders' Meeting shall be decided by the majority vote of stockholders voting in absentia or remote communication or by proxy, a quorum being present.

2. **Method of Voting: Straight and Cumulative Voting**

In all items for approval, each voting share of stock entitles its registered owner as of the Record Date to one vote. Stockholders may vote by remote communication, proxy or in absentia.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected

A stockholder may vote electronically in absentia using the online voting portal, a link of which has been provided in this Information Statement. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum.

Upon successful registration at the Annual Stockholders' Meeting, each stockholder will be provided a ballot within the period stated in Annex A to enable him to vote. All votes will be counted by the vote count system integrated in the voting application and tabulated and canvassed by the Board of Canvassers.

Proxies shall be in writing, signed and filed, by the stockholders, in the form provided in the Information Statement, and shall be received by the Corporate Secretary via email at acemczamboanga@gmail.com on or before 5:00 pm, 28 November 2025. Proxy votes will be counted and tabulated by the Board of Canvassers after inspection and validation.

Item 20. Participation of Shareholders by Remote Communication

To save on costs, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication, as set forth below, and by voting in absentia, as provided in Item 4(c) and Item 19 above, or voting through the Chairman of the meeting as proxy.

To enable the Company to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders shall inform the Company by email to acemczamboanga@gmail.com on or before 24 November 2025 of their participation in the meeting by remote communication. Stockholders may email questions or comments prior to or during the meeting at the following email address: acemczamboanga@gmail.com. The detailed instructions for participation through remote communication are attached as **Annex A**.

COMPLIANCE WITH SECTION 49 OF THE REVISED CORPORATION CODE

In compliance with the requirements of Section 49 of the Revised Corporation Code, please see the following Annexes:

- A. Minutes of the Regular Meeting held last 26 January 2025 (**Annex F**)
- B. Material Information on the Current Stockholders (**Annex H**)
- C. Management Report (**Annex G**)
- D. 2024 Audited Financial Statements (**Annex E3**)
- E. Directors Profile (**Annex B**)
- F. Board Attendance Report (**Annex I**)
- G. Board Appraisal/Performance Report (**Annex J**)
- H. Board Compensation Report (**Annex K**)
- I. Candidates Profile (**Annex C1**)
- J. Disclosure on Directors' Self-Dealing and Related Party Transactions (**Annex L**)

DIVIDEND POLICY

The Company's Board is authorized to declare cash or stock dividends or a combination thereof. A cash dividend declaration requires the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board and shareholders representing at least two-thirds of the Company's outstanding capital stock. Holders of outstanding shares on a dividend record date for such shares will be entitled to the full dividend declared without regard to any subsequent transfer of shares.

The Board of Directors has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from ACE-MCZ's unrestricted retained earnings. The amount of such dividends (either in cash, stocks or property) will depend on the corporation's profits, cash flow, capital expenditure, financial condition and other factors and will follow the SEC guidelines on determination of retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings. Actual earnings or profits shall be the net income for the year based on Audited Financial Statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Hospital's cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board.

No dividends were issued this year because the hospital had just commenced operations, the revenue generated was insufficient to offset the total operating expenses incurred during the year.

ATTENDANCE OF DIRECTORS DURING THE 2024 ASM

The attendance of the Directors during the 2024 Annual Stockholders Meeting is disclosed in the Minutes of the previous meeting.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is complete and correct. This report was signed in Zamboanga City, Philippines on the 4th day of November 2025.

By:

Allied Care Experts (ACE) Medical Center-Zamboanga City, Inc.

(Doing business under the name and style of Premier Medical Center Zamboanga) Issuer



GIOVANNI PAOLO C. GIMENA, MD, DBPS, MHcA
Corporate Secretary