



ASIA PACIFIC MEDICAL CENTER ILOILO

(Formerly: Allied Care Experts Medical Center-Iloilo, Inc.)
Brgy. Ungka 1, Jaro, Iloilo City, Philippines 5000

CALL FOR NOMINATION

For the 2022 Board of Directors

On 29 September 2022 the terms of the current (2021) Board of Directors including its three Independent Directors will expire. Hence, this is an official call for nomination to the APMCI –Iloilo, Inc. Board of Directors.

We are inviting all the investors/stockholders of APMCI to nominate candidates for the Board who meet the following qualifications:

- a. Ownership of at least fifty (50) blocks or 500 of shares of the capital stock of the Corporation standing in his name in the books of the Corporation at the time of his election;
- b. A college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or sufficient experience and competence in managing a business to substitute for such formal education;
- c. Relevant qualification, such as previous business experience, membership in good standing in relevant industry, and membership in business or professional organizations;
- d. Integrity, probity and diligence and assiduousness in the performance of his functions;
- e. Attendance of an accredited corporate governance seminar and other relevant trainings, as required by the DOH and/or SEC, within a period of six (6) months from date of election. However, the following shall be exempted from attending such seminars:
 1. Filipinos with recognized stature and influence and reputation in the hospital industry and/or whose business practices stand as testaments to good corporate governance; and

2. Former Chief Justice and Associate Justices of the Philippines Supreme Court and legislators who authored corporate governance laws.

The following persons shall be disqualified from becoming a director:

- a. A person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years within his tenure as director or within five (5) years prior to the election or appointment;
- b. A person convicted by final judgment for violating the Revised Corporation Code within his tenure as director or within five (5) years prior to the election or appointment;
- c. A person convicted by final judgment for violating the Securities Regulation Code within his tenure as director or within five (5) years prior to the election or appointment;
- d. A person found administratively liable, by final judgment, for any offense involving fraudulent acts punishable under the Revised Corporation Code, the Securities Regulation Code and other laws, rules or regulations enforced or implemented within his tenure as director or within five (5) years prior to the election or appointment;
- e. A person convicted or found administratively liable by a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) of Section 26 of the Revised Corporation Code within his tenure as director or within five (5) years prior to the election or appointment;
- f. A person found administratively liable, by final judgment, for refusal to allow the inspection and/or reproduction of corporate records within five (5) years prior to the election or appointment; or within the tenure.
- h. Other grounds as the SEC may provide pursuant to the provisions of the Revised Corporation Code of the Philippines, Securities Regulation Code and other related laws.

The Nominators are also advised to access the Revised Manual on Corporate Governance of the company in its website for the other grounds for the permanent and temporary disqualification of a director.

Independent Directors shall have the same qualifications with that of a regular Director except that his beneficial equity ownership in the Corporation or in its related companies must not exceed two percent (2%), or less than 4,800 shares.

Independent Directors shall, apart from their fees and shareholdings, be independent of Management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with the exercise of independent judgment in carrying out his responsibilities as a Director of the Corporation. For this purpose, an Independent Director shall submit to the Corporate Secretary a letter of confirmation stating that he holds no interest affiliated with the Corporation, Management or controlling shareholder at the time of his election or appointment and/or re-election as a Director.

An Independent Director shall also be disqualified during his tenure under the following instances or causes:

- a. If a director has been a senior officer or employee of APMCI unless there was a change in the controlling ownership of the company;
- b. If the director has been in the two (2) years immediately preceding the election a director of APMCI; a director, officer, employee of the APMCI's subsidiaries, associates, affiliates or related companies or a director, officer employee of APMCI's substantial shareholders and its related companies;
- c. If the director has been appointed in APMCI, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within two (2) years immediately preceding his election;

- d. If the director owns more than two percent (2%) of the outstanding shares of APMCI, its subsidiaries, associates, affiliates or related companies;
- e. If the director is a relative of a director, officer, or substantial shareholder of APMCI or any of its related companies or of any of its substantial shareholders. For this purpose relatives include spouse, parent, child, brother or sister, parent-in-law, son/daughter-in-law, and or brother-/sister-in-law;
- f. If the director is acting as a nominee or representative of any director of APMCI or any of its related companies.
- g. If the director is a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer;
- h. If the director is retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of APMCI, any of its related companies or substantial shareholder, within the two (2) years immediately preceding the date of his election;
- i. If the director is engaged or has been engaged, whether by himself or with other persons or through a firm of which he is a partner, director or substantial shareholder in any transaction with APMCI or any of its related companies or substantial shareholders, unless such transactions are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment;

- j. If the director is affiliated with any non-profit organization that receives significant funding from APMCI or any of its related companies or substantial shareholders;
- k. If the director is employed as an executive officer of another Company where any of APMCI's executives serve as directors; and
- l. If the director does not meet the attendance requirement as set forth under this code and/or in the Corporation's By-laws.

All nominees must be willing to serve the Board from 29 September 2022 until the successors have been elected.

All nominations for Directors and Independent Directors shall be submitted to the Nominations and Election Committee through any of the Members or to the Corporate Secretary of the Corporation on or before 15 August 2022.

The nomination shall be in writing duly signed by the nominating stockholder or representative duly authorized in writing, with the written acceptance and conformity of the nominee. The nomination must indicate whether the nominee is intended to be an independent director and shall contain the nominee's personal data, educational background/attainment, and full disclosure of work and/or business experience and/or affiliations. The attached Nomination Form may be used for convenience. In addition to the Nomination Form, the Nominees for Independent Directors shall also submit a Certificate of Qualification a format of which is also attached herewith.

The Nomination Committee shall pre-screen the qualifications of the nominees on the basis of the nominations and/or supporting papers and prepare a final list of candidates containing all relevant information about the nominees, and indicate the nominees for independent directors, if any. In the unlikely event that no one among the stockholders who made the nominations indicated any particular candidate as nominee for independent director, the Committee shall endorse by majority vote of their members the nominees for independent directors who meet the guidelines/criteria set by the SEC and other relevant laws.

If there is not enough nominees for directors and/or independent directors, the Nominations and/or Corporate Governance Committees, jointly or separately, as may be agreed upon among the members, may by majority vote nominate such number of nominees for the said position/s and include them in the final list to be submitted at the stockholders' meeting.

The final list shall be included in the Definitive Information Statement to be sent to all stockholders.

For more inquiries, please contact the Corporate Secretary, Atty. Maylene B. Villanueva through the following: Mobile – (63) 917 5234802; Email: corpsec@apmciloilo.com.



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2x2 picture in
Executive Attire
w/ white
background

NOMINATION FORM

PLEASE CHECK PROPER BOX

- Nominee for Independent Director
- Nominee for Regular Director

NAME OF NOMINEE

CITIZENSHIP: _____ AGE: _____ DATE OF BIRTH: _____
PLACE OF BIRTH: _____ NAME OF SPOUSE: _____
RESIDENTIAL ADDRESS: _____ CONTACT NO.: _____
OFFICE ADDRESS: _____ CONTACT NO.: _____

EDUCATIONAL BACKGROUND/ATTAINMENT

EDUCATIONAL INSTITUTION	DEGREE	YEAR GRADUATED
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FULL DISCLOSURE OF WORK AND/OR BUSINESS EXPERIENCE (please attach a separate sheet if necessary)

COMPANY	POSITION	LENGTH OF SERVICE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

DIRECTORSHIP/MEMBERSHIP IN OTHER CORPORATIONS/ASSOCIATIONS (please attach a separate sheet if necessary)

CORPORATION/ASSOCIATION	POSITION	LENGTH OF SERVICE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

STOCKHOLDINGS/SECURITY OWNERSHIP (please attach a separate sheet if necessary)

CORPORATION	PERCENTAGE OF OWNERSHIP	NATURE OF OWNERSHIP (DIRECT OR INDIRECT)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

CONVICTION, IF ANY, OF AN OFFENSE, JUDICIAL OR ADMINISTRATIVE, OR JUDICIAL DECLARATION OF BEING INSOLVENT, SPENDTHRIFT OR INCAPACITATED TO ENTER INTO CONTRACT. IF APPLICABLE, PLEASE STATE:

NATURE OF OFFENSE FILED	COURT/BODY	DATE COMPLAINT/ INFORMATION WAS
_____	_____	_____
_____	_____	_____
_____	_____	_____

SIGNATURE

**PRINTED NAME OF NOMINATOR STOCKHOLDER
OR AUTHORIZED REPRESENTATIVE**

DATE SUBMITTED

RELATION TO NOMINEE

CONFORMITY & ACCEPTANCE:

I hereby certify to the correctness of the above-stated information and I consent to the collection, generation, use, processing, storage and retention of my personal data by APMCI for my nomination and/or election as one of the members of its Board of Directors and other legal purpose. This certification also signifies my conformity and acceptance of my nomination as a Regular/Independent Director.

SIGNATURE

PRINTED NAME OF NOMINEE

DATE SUBMITTED

REPUBLIC OF THE PHILIPPINES _____)
CITY/MUNICIPALITY OF _____) S.S.

SUBSCRIBED AND SWORN to before me this ____ day of _____ at _____, Philippines. Affiant is personally known to me and was identified by me through competent evidence of identity as defined in the 2004 Rules on Notarial Practice (A.M. No. 02-8-13-SC). Affiant exhibited to me her/his _____ with her/his photograph and signature appearing thereon, with no. _____ issued by the _____ and her/his Community Tax Certificate No. _____ on _____ at _____, Philippines.

Witness my hand and seal.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2022

CERTIFICATION OF INDEPENDENT DIRECTOR

I, _____, Filipino, of legal age and a resident of _____, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of _____ and have been its independent director since _____ (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of _____, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS

6. (For those in government service/affiliated with a government agency or GOCC) I have the required permission from the (head of the agency/department) to be an independent director in _____, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of _____ of any changes in the abovementioned information within five days from its occurrence.

Done, this _____ day of _____, at _____.

Affiant

SUBSCRIBED AND SWORN to before me this _____ day of _____ at _____, affiant personally appeared before me and exhibited to me his/her _____ issued at _____ on _____.

Doc. No. _____;

Page No. _____;

Book No. _____;

Series of _____;