

## **EXPLANATION OF AGENDA ITEMS**

### **Call to Order**

The Chairman will formally open the meeting at approximately 9:00 o'clock in the morning.

### **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 shall inform the Company by email to [businessoffice@apmcbacolod.com](mailto:businessoffice@apmcbacolod.com) or send their Letter of Proxy on or before 5:00 PM on 22 May 2024 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 11 June 2023**

The Minutes of the Meeting held on 11 June 2023 is available on the company website at <https://www.apmcbacolod.com/asm-index/>.

Copies of the Annual Report which contains the Chairman's Message, Management Report, and the 2023 Audited Financial Statements will be posted in the Company's website.

The Audited Financial Statements (AFS) as of 31 December 2023 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement posted in the website and will also be set forth in the Annual Report. The Board had approved the AFS on 09 March 2024.

A Resolution noting the report and approving the Audited Financial Statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock present at the meeting.

### **Report of the Management on the Construction Status as of 30 April 2024**

The President and the Construction Committee Chairman shall deliver a report to the stockholders on the hospital's construction status and outlook.

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

The acts of the Board and its Committees were those adopted from the Annual Stockholders Meeting on 11 June 2023 until 05 June 2024. They include the approval of agreements, appointments, amendment of the Articles of Incorporation, By-Laws, 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.

### **Appointment of External Auditor**

The Audit Committee of the Board through the Corporate Treasurer will endorse to the stockholders the appointment of Querido Diel & Co., CPAs as the external auditor for the current year. 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 Querido Diel & Co., CPAs will be provided in the Information Statement.

A resolution for the appointment of the external auditor, Querido Diel & Co., CPAs 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.

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

The Nominations and Election Committee of the Board had evaluated and determined that the fifteen (15) 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 for the Board of Directors will be provided in the Information Statement. A resolution of the election of the twelve (12) nominees for Directors and three (3) 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.

### **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 taken up during the meeting.

### **Open Forum**

The Chairman of the Board will open the floor for questions and comments by the stockholders. The moderator of the meeting 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.