

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITALS

GENERAL INSTRUCTIONS

1. Pursuant to SEC Res. No. 225, s. of 2017, hospitals may use Form 12-1 SRS for registration of its securities that are sold or offered for sale pursuant to Sections 8 and 12 of the Code. The use of Form 12-1 SRS is without prejudice to the right of the Commission to require such other information or documents as it may prescribe, consistent with the interest of the general public and for the protection of investors.
2. Under Section 13.1(b) of the Securities Regulation Code ("SRC"), the Commission may reject a Registration Statement that on its face is *incomplete*. Notwithstanding the said provision, Sec. 14.2 of the SRC states that an amendment filed before the effective date of the Registration Statement ("RS") shall recommence the twenty-eight (28) day period within which the Commission shall act on an RS. Thus, should the company be amenable to extending the 28-day processing period (by executing a letter consenting to the processing time of the application to enable the company to amend its RS) the Market and Securities Regulation Department ("MSRD") shall be constrained to elevate the application based on the existing RS on file, to enable MSRD to comply with the said processing period mandated under Section 12.6 of the SRC.
3. Attention is directed to Section 68, As Amended on the Financial Statement requirements. Before the preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations for Filing of SEC Forms with the Securities and Exchange Commission." Definitions contained in "Annex B" and SRC Rule 68, as amended, to the extent they are not defined herein, shall govern the meanings of similar terms used therein.
4. The registration statement shall be signed by the registrant's chief executive officer, its chief operating officer, its chief financial officer, its controller, its chief accounting officer, its corporate secretary, or persons performing similar functions.
5. The name of each person who signs the registration statement shall be typed or printed beneath his/her signature. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the registration statement. At least one (1) copy of the documents filed shall be manually signed and the unsigned copies shall be conformed.
6. Every amendment to a registration statement shall be signed by the persons specified in Section 12.4 of the Code or by any executive officer duly authorized by the Board of Directors. The final prospectus shall, however, be signed by all required signatories under Section 12.4 of the Code.
7. Three (3) copies of the complete Form 12-1 SRS shall be filed including exhibits and all other papers and documents filed as part thereof.
8. In case of withdrawal of a registration statement, fifty percent (50%) of the filing fee paid shall be *forfeited and not* be allowed for future applications.

9. In the event that the registration statement is rejected pursuant to Section 13 of the Code, the filing fee paid thereon shall be *forfeited*.
10. Confidential Treatment of Information filed with the Commission -any request for confidentiality will be presented to Commission En Banc prior to its application for registration or offering
11. How to use this form: Put ✓ inside the box to mark a box.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SRS
SIMPLIFIED REGISTRATION STATEMENT FOR HOSPITAL

1. SEC Registration Number ... CS201540355

2. Exact name of issuer as specified in its charter ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - ZAMBOANGA CITY, INC.

3. Principal Business Address including postal code..... Don Alfaro Street, Tetuan Zamboanga City, 7000

4. Province, country of other jurisdiction of incorporation or organization Zamboanga City, Philippines

5. BIR Tax Identification No. 478-905-770

6. Industry Group: Hospitals and Physicians

7. Telephone Number including area code: (062) 991-9778
Fax: (062) 991-9778

8. Official Company's website..... <https://pmczamboanga.com/>

9. Fiscal Year (Day and Month) 31 December

COMPUTATION OF FILING FEE

Title of each class of securities to be registered	Shares to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
<u>Primary Offering - Common</u>	18,000	<u>150,000.00</u> (15 shares per block)	180,000,000.00	
<u>Primary Offering- Common</u>	21,000	<u>300,000.00</u> (15 shares per block)	420,000,000.00	
<u>Primary Offering- Common</u>	15,000	<u>400,000.00</u> (15 shares per block)	400,000,000.00	
<u>Sub Total</u>	<u>54,000</u>		<u>1,000,000,000.00</u>	
<u>Issued and Outstanding Founder Shares</u>	<u>600</u>	<u>1,000.00 par value per share</u>	<u>1,000.00 par value per share</u>	
<u>Issued and Outstanding Common Shares</u>	<u>305,400</u>	<u>1,000.00 par value per share</u>	<u>1,000.00 par value per share</u>	
<u>Sub Total</u>	<u>306,000</u>			
<u>Total</u>	<u>360,000</u>			<u>902,500.00</u>

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

The maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

1. Front of the Registration Statement and Outside Front Cover Page of Prospectus
2. Inside Front Cover and First Two or More Pages of Prospectus
3. Forward-looking Statement
4. Definition of Terms
5. Executive Summary
6. Risk Factors
7. Business Information
8. Use of Proceeds
9. Description of Securities Offered
10. Plan of Distribution
11. Capitalization
12. Outstanding Securities and Principal Shareholders
13. Board of Directors
14. Management
15. Financial Information
16. Information on Independent Accountant and Other Related Matters
17. Independent Auditors and Counsels
18. Other Material Factors

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT BUT NOT REQUIRED IN THE PROSPECTUS

19. Other Expenses of Issuance and Distribution

Give the itemized statement of all expenses of the offering other than the discounts and commission (if applicable). If any of the securities are registered for sale by security holders, state how much of the expenses the security holders will pay. If the amount of any items is not known, give estimates but identify them as such.

20. Exhibits



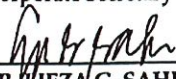
Description	Exhibit No.
1. Publication of Notice re: Filing	"A"
2. Certificate of Incorporation with Articles of Incorporation and By-laws/ Certificate of Filing of Amended Articles of Incorporation/ Certificate of Filing of Amended By-Laws	"B" to "B-2"
Amended Articles of Incorporation and By Laws (as amended on 27 Nov 2021) and Certificate of Amended Articles of Incorporation and By-Laws	"C - "C-1 series"
3. Instruments defining the rights of security holders/Stock Certificate/Subscription Agreement/ Shareholder Benefits Table	"D" to "D-2"
4. Opinion re: Legality	"E"
5. Opinion re: Tax Matters	"F"
6. Table of Material Contracts and Material Contracts	"G" to "G-1 series"
7. Audited Financial Statements/ Audited Interim Financial Statements and General Information Sheet (2016 up to present)/Interim Audited Financial Statement 2023	"H-series"

Description	Exhibit No.
8. Subsidiaries of the Issuer	N/A
9. Consent of Experts and Independent Counsel	Please refer to Exh. "E"
10. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors	"I" to "I-8"
11. Authorization re: Issuer's Bank Account	"J"
12. Copy of Board Resolution approving the securities offering and authorizing the filing of Registration Statement	"K"
13. Duly verified resolution of the Issuer's Board of Directors approving the disclosure contained in the registration statement and prospectus and assuming liability for the information contained therein	"L"
14. Manual on Corporate Governance	"M"
15. Additional Exhibits:	
Certification that all mandated government license, permit are secured and valid	"N to N-1"
Certification on legal proceedings filed against and by the Issuer	"O"
Certification that all AFS of all subsidiaries has been filed with the Commission (if applicable)	N/A
Certification by selling shareholder as to the accuracy of any part of the registration statement contributed by such selling shareholders (if applicable)	N/A
Certification from Project Engineer as to the percentage of building constructed	"P"
Tax Compliance Report filed by the Issuer	"Q"
Feasibility study prepared by qualified profession on the capacity of the Issuer to provide Medical Benefits	"R"
Memorandum of Agreement with other Group of Hospitals (if applicable)	N/A
Permit to Construct Hospital issued by Bureau of Health Facilities and Services (BHFS) of the Department of Health (DOH)	"S"
Credit Line Agreement/Term Loan Agreement	"T series"
Copy of the Environmental Compliance Certificate	"U"
Copy of Development Agreement	N/A
Certified True Copy of Transfer Certificate Title	"V series"
Certification of Qualification of Independent Director	"W series"
Contractor's Agreement	"X"
Treasurer's Affidavit	"Y"
List of Medical Equipment and Furniture	"Z"
Mayor's Permit	"AA"
Occupancy Permit	"BB"
Healthcare Waste Management Plan	"CC"
Undertaking to submit the following documents as soon as available: License to Operate issued by the DOH Copy of the Memorandum of Agreement with a private provider of Treatment Storage and Disposal for waste collection Deed of Assignment of receivables from PhilHealth	"DD"

21. Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

SIGNATURES


Pursuant to the requirements of the Securities Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Zamboanga on March 08, 2024.

 <hr/> DR. GIOVANNI PAOLO C. GIMENA Corporate Secretary	 <hr/> DR. JAMES ROBERTSON C. PICHEL President & Chief Executive Officer
 <hr/> DR. LIEZA G. SAHI Chief Financial Officer	<hr/> N/A Comptroller

SUBSCRIBED MAR 08 2024 **AND** **SWORN** to before me this
 _____ affiants exhibiting to me his/her PRC License as follows:

Name	Type of Identification	I.D. Number	Date/Place of Issue
James Robertson C. Pichel	PRC	92430	09/07/1999 Sampaloc, Manila
Giovanni Paolo C. Gimena	PRC	88361	09/05/1997 Sampaloc, Manila
Lieza G. Sahi	PRC	85494	09/16/1996 Sampaloc, Manila

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 Book No. IX
 Series of 2024.


NOTARY PUBLIC
RENA JOY C. CASTIGADOR
 Notary Public for Zamboanga City
 Not. Comm. No. 22-128
 Commissioned 12-29-2022 to 12-31-2024
 CTIA LAW, L' Arcada Complex, Tetuan, Z.C.
 Roll No. 67987; 05-26-17
 IBP OR No. 383615; 01-01-24; ZAMBASULTA
 PTR No. 2800240; 01-03-24; ZC



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

A Corporation existing and duly organized under the
Laws of the Republic of the Philippines with

SEC Certificate of Registration No. CS201540355

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE THEREBY, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND. AT ANY TIME PRIOR TO THE NOTICE OF ITS ACCEPTANCE, AN INDICATION OF INTEREST IN RESPONSE THERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR BE CONSIDERED A SOLICITATION OF AN OFFER TO BUY.

This Preliminary Prospectus relates to the registration of 54,000 issued and outstanding shares of ACE Medical Center Zamboanga City, Inc. ("ACE Zamboanga City") consisting of 54,000 common shares equivalent to 3,600 blocks (consisting of 15 shares per block) of ACE Zamboanga City (the Offer Shares) for issuance to the public at an Offer Price ranging from Php 150,000.00 up to a maximum amount of Php 400,000.00 per block.

The securities will be traded over-the-counter through the registered salesmen of the Issuer.

DATE: 08 March 2024

Principal Office:

Don Alfaro St., Tetuan,
Zamboanga City, Philippines
7000

Telephone Numbers:

(062) 991-9778

This Preliminary Prospectus relates to the primary offer and sale of 54,000 common shares with an aggregate principal amount of One Billion Pesos (Php 1,000,000,000.00) of ACE Medical Center Zamboanga City, Inc. ("ACE Zamboanga City", "Issuer", and/or "Company") equivalent to 3,600 blocks (consisting of 15 shares per block) at an on offer price starting from Php 150,000.00 per block with a maximum offer price of Php 400,000.00 per block. The securities will be issued upon approval of the Securities Exchange Commission.

The 3,600 blocks shall be offered in tranches, through a series of offerings at an offer price in progressive amounts. The first 18,000 shares or 1,200 blocks shall be sold at Php 150,000.00 per block. The next 21,000 shares or 1,400 blocks shall be sold at Php 300,000.00 per block. The last 15,000 shares or 1,000 blocks shall be sold at Php 400,000.00 per block. The blocks shall be sold at a first come-first served basis, subject to pre-qualification procedures.

The Issuer expects to raise gross proceeds amounting up to One Billion Pesos (Php 1,000,000,000.00) and the net proceeds are estimated to be at least Php 997,558,445.00 after deducting fees, commissions and expenses relating to the issuance of the securities. The net proceeds of the Offer shall be used primarily by the Company to: pay existing loans, complete construction, development and pre-operation of the Issuer. For further detailed information on the use of proceeds, see "Use of Proceeds" on page 31 of this Preliminary Prospectus.

Each investor must comply with all laws applicable to it and must obtain the necessary consent, approvals or permission for its purchase, offer, or sale under the laws and regulations in force to which it is subject.

The company is organized under Philippine Law. The Company is authorized to distribute dividends out of its surplus profit, in cash, properties of the Company, and shares of stock. Dividends paid in the form of cash or property, are subject to the approval of the Board of Directors of the Company. Dividends paid in the form of additional Common Shares are subject to the approval of the Board of Directors and stockholders who own at least two-thirds (2/3) of the outstanding capital of the company. The Board may declare dividends, as determined by the Board, taking into consideration factors such as the implementation of business plans, debt service requirements, operating expenses, budgets, funding of new investments and acquisitions, and appropriate reserves and working capital. Refer to page 43 on Dividends and Dividend Policy of this Prospectus.

Unless otherwise indicated, all information in this Preliminary Prospectus is as of the date of this Preliminary Prospectus. Neither the delivery of this Preliminary Prospectus nor any sale made pursuant to this Preliminary Prospectus shall, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

No person has been authorized to give any information or to make any representation not contained in this Preliminary Prospectus. If given or made, any such information or representation must not be relied upon as having been authorized by the Company. This Preliminary Prospectus does not constitute an offer or any securities, or any offer to sell or solicitation of any offer to buy any of the securities of the Company in any jurisdiction, to or from any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Before making an investment decision, investors must rely on their due diligence examination of the Company and the terms of the Offer including the risks involved.

The Issuer has included in this Statement all of its representation about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Statement in making an investment decision. Investors should be aware that risks and uncertainties might occur.

By:

A handwritten signature in black ink, appearing to read 'J. Pichel', written over a vertical line.

DR. JAMES ROBERTSON C. PICHEL
President and Chief Executive Officer

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(1) **Front of Registration Statement and Outside Front Cover Page of Prospectus.**

On the outside front cover page of the prospectus, the information provided shall be in an easily readable style and format and include, at a minimum, the following information:

- (a) Name of the issuer :

ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - ZAMBOANGA CITY, INC.

- (b) The terms of the offer including:

- (i) Description and amount of securities offered;

This relates to the primary offer and sale of 54,000 common shares of ACE Medical Center Zamboanga City, Inc., equivalent to 3,600 blocks - consisting of 15 shares per block, with an aggregate principal amount of One Billion Pesos (Php 1,000,000,000.00).

- (ii) Public offering price or the offering price range in the case of a preliminary prospectus;

The offering price ranges shall be Php 150,000.00 per block with a maximum offer price of Php 400,000.00 per block. The first tranche of 18,000 shares or 1,200 blocks shall be sold at Php 150,000.00 per block. The next tranche of 21,000 shares or 1,400 blocks shall be sold at Php 300,000.00 per block. The last tranche of 15,000 shares or 1,000 blocks shall be sold at Php 400,000.00 per block.

- (b) Name(s) of the salesman; (if applicable)

The Issuer shall utilize over the counter or in-house salesmen.

<u>Name</u>	<u>Relationship to Issuer</u>	<u>Address</u>	<u>Contact No.</u>	<u>Compensation received for selling securities</u>
<u>1. Dr. Kristine H. Bantala-Supnet</u>	<u>Employee</u>	<u>Zamboanga City</u>	<u>0917-779-9816</u>	<u>N/A</u>
<u>2. Dr. Linda Ann Belleza</u>	<u>Employee</u>	<u>Zamboanga City</u>	<u>0917-779-9816</u>	<u>N/A</u>

- (c) The date of the prospectus.
08 March 2024

- (e) The following statement in bold face 12-point type, prominently displayed:

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE THEREBY, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND. AT ANY TIME PRIOR TO THE NOTICE OF ITS ACCEPTANCE, AN INDICATION OF INTEREST IN RESPONSE THERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR BE CONSIDERED A SOLICITATION OF AN OFFER TO BUY.

Forward-looking Statements

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors which may cause actual results, performance, or achievements of the Issuer, to be materially different from any future results; and
- performance or achievements expressed or implied by forward-looking statements.

Such forward-looking statements are based on assumptions regarding the present and future business strategies and the environment in which the registrant will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- the ability of the registrant to successfully implement its strategies;
- the ability of the registrant to anticipate and respond to healthcare trends;
- the ability of the registrant to successfully manage its growth;
- the condition and changes in the Philippines, Asian or global economies;
- any future political instability in the Philippines, Asia, or other regions;
- changes in interest rates, inflation rates, and the value of the Peso against the U.S. Dollar and other currencies;
- changes in government regulations, including tax laws, or licensing requirements in the Philippines, Asia, or other regions; and
- competition in the healthcare industries in the Philippines and globally.

Additional factors that could cause actual results, performance, or achievements of the registrant to differ materially include, but are not limited to, those disclosed under "Risk Factors" and elsewhere in this Prospectus.

These forward-looking statements speak only as of the date of this Prospectus. The registrant expressly disclaim any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of the registrant with regard thereto or any change in events, conditions, assumptions, or circumstances on which any statement is based.

This Prospectus includes forward-looking statements, including statements regarding the expectations and projections of the Issuer for future operating performance and business prospects. The words "believe", "expect", "anticipate", "estimate", "project", "may", "plan", "intend", "will", "shall", "should", "would" and similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in this Prospectus as to the opinions, beliefs, and intentions of the Issuer accurately reflect in all material respects the opinions, beliefs, and intentions of the management of the registrant as to such matters at the date of this Prospectus, although the Issuer can give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Prospectus discloses, under the section "Risk Factors" and elsewhere, important factors that could cause actual results to differ materially from the expectation of the Issuer. All subsequent written and oral forward-looking statements attributable to either the Issuer or persons acting on behalf of the Issuer are expressly qualified in their entirety by cautionary statements

DEFINITION OF TERMS

As used in this Prospectus, the following terms shall have the meanings ascribed to them:

<u>"Articles"</u>	The Articles of Incorporation of the issuer
"ACE-MCZ"	Refers to ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - ZAMBOANGA CITY, INC.
<u>"Ambulatory Services"</u>	<u>Medical care that is given on an outpatient basis is known as ambulatory care, and it includes services for diagnosis, observation, consultation, treatment, intervention, and rehabilitation. Even when given outside of hospitals, this treatment may involve cutting-edge medical equipment and techniques.</u>
<u>"Beneficial Owner or Beneficial Ownership"</u>	<p>Means any person who, <u>directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares voting power (which includes the power to vote or direct the voting of such security) and/or investment returns or power (which includes the power to dispose of, or direct the disposition of such security); provided, that a person shall be deemed to have an indirect beneficial ownership interest in any security which is held by:</u></p> <p><u>(i) members of his immediate family sharing the same household; (ii) a partnership in which he is a general partner; (iii) a corporation in which he is a controlling shareholder; or (iv) is subject to any contract, arrangement or understanding</u></p> <p><u>which gives him voting power or investment power with respect to such securities; provided, that the following persons or institutions shall not be deemed to be beneficial owners of securities held by them for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business, as long as such shares were acquired by such persons or institutions without the intention of effecting a change or influencing the control of the Issuer:</u></p> <p><u>(a) a broker dealer;</u></p> <p><u>(b) an investment house registered under the Investment Houses Law;</u></p> <p><u>(c) a bank authorized to operate by the Bangko Sentral ng Pilipinas (BSP);</u></p> <p><u>(d) a duly-registered insurance company;</u></p> <p><u>(e) an investment company registered under the Investment Company Act;</u></p>

(f) a pension plan registered with and regulated by the Bureau of Internal Revenue, Insurance Commission or any other regulatory authority; and

(g) an entity whose members are the persons specified above.

"By-laws"

The By-laws of the issuer

"Corporation"

Refers to ALLIED CARE EXPERTS (ACE) MEDICAL CENTER - ZAMBOANGA CITY, INC., doing business under the name and style of Premier Medical Center Zamboanga, unless otherwise specifically described in this document.

"Corporate Applicants"

Refers to buyers of the offer shares which are duly registered and incorporated under the laws of the Republic of the Philippines.

"Director"

The individual membership of the incumbent Board of Directors of the Issuer.

"SEC"

Philippine Securities and Exchange Commission.

"BIR"

Bureau of Internal Revenue.

"Condo Hospital"

An ownership structure whereby a hospital building is divided into several clinic units that are each separately owned by healthcare professionals located on designated floors surrounded by common areas that are jointly owned.

"Dental Center"

A general dental practice that delivers comprehensive dental services for adult and pediatric patients from preventive services like exams and cleanings; restorative services like fillings and dentures; and even surgical services like root canals, gum surgery and implants.

"Doctors"

A physician, medical practitioner, medical doctor, or simply doctor, is a licensed health professional who practices medicine, concerned with promoting, maintaining or restoring health, diagnosis, prognosis and treatment of disease, injury, and other physical and mental challenges.

"DOH"

Department of Health.

Environmental Compliance Certificate "ECC"

Environmental Compliance Certificate is a document issued by the DENR/EMB after a positive review of an ECC application certifying that the proposed project will not cause significant negative environmental impact and the project proponent has complied with all the requirements of the Environmental Impact System and has committed to implement its approved Environmental Management Plan.

<u>"Eye Center"</u>	<u>A full eye care services that caters urgent health concern related to the examination, diagnosis, surgical treatment and management of conditions, illnesses and diseases of the eye ranging from cataracts, senile mature cataract, diabetic retinopathy, retinopathy of prematurity (ROP), conjunctivitis and others.</u>
"Founder"	Refers to the individual holders of founder share.
<u>"HMO"</u>	<u>Health Maintenance Organization are health insurance company providers that are affiliated with a hospital to extend aid the process of clients' or patients' hospital coverage per case management.</u>
"Hospital"	ACE Medical Center - Zamboanga Hospital, or the building referred herein being built in the name of ACE Medical Center - Zamboanga City.
"Internal Rules"	Refers to the rules and regulations concerning application procedures, availability, use, and enjoyment of facilities and services, and all amendments thereto.
<u>"Institutional Applicants"</u>	<u>Refers to buyers of the offer shares which are duly registered and incorporated under the laws of the Republic of the Philippines.</u>
"Issuer"	The same as Allied Care Experts (ACE) Medical Center-Zamboanga City, Inc.
"Medical Specialist"	A doctor or medical practitioner who has successfully passed the screening process of ACE Medical Center-Zamboanga City, Inc., is in good standing and is admitted/accepted to practice his profession.
<u>"Medical Staff Membership"</u>	<u>Membership on the medical staff of ACE Medical Center Zamboanga, Inc. is a privilege that may be extended to physicians licensed to practice in the Philippines who can document their background, experience, training, demonstrated competence, adherence to the ethics of their profession, their good reputation, their health, and their ability to work with others with sufficient adequacy to assure the medical staff and the Board of Directors that any patient treated by them in the hospital will be given care in accordance with accepted standards within their profession.</u>
"Offer Price"	The price at which the Offer Securities are being offered in tranches to the public as indicated in this Prospectus.
"Offer Securities"	Refers to the 54,000 Common shares or 3,600 blocks (1 block is equivalent to 15 shares) of ACE Medical Center-Zamboanga City, Inc. to be offered for sale to the public, also interchangeably called "Offer Shares".

<u>"Physicians"</u>	<u>A licensed health professional who practices medicine, a physician, medical practitioner, medical doctor, or simply doctor, is concerned with promoting, maintaining or restoring health as well as with the diagnosis, prognosis, and treatment of disease, injury, and other physical and mental challenges.</u>
"Prospectus"	This document and any supplement or amendments thereto, about the issuance and sale of the Offer Securities.
"Stock Certificate"	The written or electronic evidence of ownership of a share of stock of ACE Medical Center-Zamboanga City, Inc.
"Stockholder"	A registered holder of shares of stocks of ACE Medical Center-Zamboanga City, Inc. He may be a medical practitioner or a non-medical stockholder.
<u>"Tertiary Hospital"</u>	<u>A hospital that offers tertiary care—specialist medical attention received in a major hospital following referrals from primary and secondary care—is known as a tertiary hospital. Medical professionals interested in specializing can enroll in training programs at tertiary hospitals.</u>

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and audited financial statements, including notes thereto, found in the appendices of this Prospectus.

Prospective investors should read this entire Prospectus fully and carefully, including the section on "Risk Factors". In case of any inconsistency between this summary and the more detailed information in this Prospectus, then the more detailed portions, as the case may be, shall at all times prevail.

Brief Background on the Company

ACE Medical Center - Zamboanga City, Inc. is a stock corporation duly organized under the laws of the Republic of the Philippines on December 18, 2015. ACE Zamboanga originally had an authorized capital stock of Three Hundred Sixty Million Pesos (PHP 360,000,000.00) divided into Six Hundred (600) Founders' shares, One Hundred Seventy-Nine Thousand Four Hundred (179,400) Common shares, and One Hundred Eighty Thousand (180,000) Preferred Shares, all with a par value of One Thousand Pesos (P1,000.00) per share.

On 17 August 2019, the Issuer amended Article I (corporate name) and Article VI (number of directors) of its Articles of Incorporation. The corporate name under Article I was amended to "Allied Care Experts (ACE) Medical Center- Zamboanga City, Inc., doing business under the name and style of Premier Medical Center Zamboanga. Article VI was amended to decrease the number of the members of the board of directors from fifteen (15) members to nine (9) members.

On 27 November 2021, the Issuer amended Article III (principal place of business) and Article VII (converting the preferred shares to common shares) of its Articles of Incorporation duly approved by the SEC on 7 March 2024. The Issuer likewise amended its By-Laws, more particularly Article II Section 1 (annual meeting); Section 3 (place of meeting) and Section 7 (manner of voting); and Article VI Section 1 (principal place of business).

Core Business

ACE Medical Center-Zamboanga City, Inc. was established to maintain, operate, own, and manage hospitals, medical and related healthcare facilities, and businesses such as but without restriction to clinical laboratories, diagnostic centers, ambulatory clinics, condo hospitals, scientific research, and other allied undertakings and services which shall provide medical, and services surgical, nursing, therapeutic, paramedic, or similar care, provided that purely professional, medical or surgical services shall be performed by duly qualified physicians or surgeons who may or may not be connected with the hospitals and whose services shall be freely and individually contracted by the patients.

Business Strategies

It is the mission of ACE Medical Center - Zamboanga City, Inc. to set up a tertiary health care facility with an organized, systematic, cost-effective, sympathetic, and holistic approach to its goal of providing the best quality and justifiable medical services to its clients and stakeholders. ACE Medical Center Zamboanga will be a 10-story 200-bed capacity hospital, with floor area of 20,165.35 sqm, constructed in a 12,200 sqm property located in Zamboanga City, along Don Alfaro Street, Barangay Tetuan. It will be a multidisciplinary specialty medical facility that will house medical specialists who are subscribers to the capital stock of the Corporation. The intended and considered markets for its shares are mostly medical specialists and individuals who are related to medical specialists.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession and use the facilities of ACE Medical Center Zamboanga, Inc., although it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block or fifteen (15) shares of the capital stock issued under this Registration Statement, have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as provided under the Internal Rules of the Hospital. After successfully passing this process, the applicant shall then be entitled to the privileges offered by the Hospital. The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as may be imposed by ACE Medical Center - Zamboanga City, Inc. pursuant to rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the hospital.

ACE Medical Center - Zamboanga City, Inc. will assess and collect from each duly admitted medical specialist the appropriate lease/rental fee for the Doctor's clinic and monthly dues effective on the date of turnover.

Tertiary Hospital is a hospital that provides tertiary care, which is health care from specialists in a large hospital after a referral from primary care and secondary care. Tertiary Hospitals offer training programs for doctors who want to go into specialization.

RISK FACTORS

An investor should seek professional advice if he or she is uncertain of, or has not understood any aspect of the securities to invest in or the nature of risks involved in buying of securities.

An investor deals in an investment of which may carry a different level of risks.

1. The following is a summary of all the risks that apply to the Issuer and/or this offering. You should carefully consider these risks prior to investing in this offering.

Operating History:

The Issuer has limited or no operating history because the Issuer may have operated for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.

Difficulty to collect from patients (select all that apply): Check Box

√	Existing law penalizes the refusal of hospitals and medical clinics to administer appropriate initial medical treatment and support in emergency or serious medical cases.
√	Hospital experience delay in payment from Health Insurance or Health Maintenance Organizations.

However, the Issuer can mitigate said risk by:

The Issuer/Hospital may mitigate the above risks through accreditation of various Health Maintenance Organizations (HMOs) and support from the Philippine Health Insurance Corporation (Philhealth) for indigent patients to decrease the probability of non-payment. The Hospital may likewise mitigate the risks in delay of payment by implementing a monitoring system to effectively monitor the Issuer's pending receivables and finances.

Limited Resources/Losses (select all that apply):

√	The Issuer has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Issuer to continue to finance operations. The Issuer expects to continue to experience losses from operations and it cannot be predicted when or if the Issuer will become profitable. If the Issuer achieves profitability, it may not be sustainable.
√	The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of the date of the most recent financial statements, <u>the Issuer had an accumulated deficit of ₱92,055,845.00 as of July 31, 2023.</u>

However, the Issuer can mitigate said risk by:

The Issuer mitigates such risk through the availability of term loans, such as a Construction Loan with the Development Bank of the Philippines (DBP) totaling to P450,000,000.00. As of the date of this Prospectus, the Company has already credited P442,500,000.00 for the said term-loan. The Issuer also availed Equipment Loan through the same bank totaling to P430,000,000.00.

Key Personnel

	The Issuer success depends substantially on the services of a small number of individuals
	The Issuer may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements
√	The Issuer's officers, directors, managers and key persons will continue to have substantial ownership and control over the Issuer after the offering
√	The Issuer does not maintain key person life insurance on those individuals on whom the Issuer's success depends. The loss of any of these individuals could have a substantial negative impact on the Issuer and your investments.

However, the Issuer can mitigate said risk by:

Once operational, the Issuer intends to mitigate such risk by maintaining a competitive compensation package and full benefits for its Management and Key Officers. The Human Resources Department (HRD) together with the top management will likewise maintain a program that will enhance and develop the career path of key officers and employees to ensure continued stay and loyalty to the Company.

Inexperience Management (select all that apply):

N/A	None of the Issuer's officers, directors, and/or managers has managed a company in this industry. The Issuer's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
N/A	None of the Issuer's officers, directors, and/or managers has experience in managing a development stage hospital

However, the Issuer can mitigate said risk by:

√	Not Applicable
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Past Failures

N/A	Prior to organizing the Issuer, one or more of the Issuer's officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Issuer's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.
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However, the Issuer can mitigate said risk by:

	Not applicable.
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Government Regulations:

√	The Issuer must comply with local and national rules and regulations. If the Issuer fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be revoked or suspended. The Issuer may have to stop operation and you may lose your entire investment.
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Dilution (select all that apply):

√	The price of a share in this offering is significantly higher than the book value of the securities. By participating in this offering, you will incur immediate and substantial dilution of the book value of your investment.
	To the extent outstanding options or warrants to purchase securities are exercised, new Investors will incur further dilution of the book value of their investment
√	There are no limits in place to restrict the Issuer's ability to issue securities in the future. If the Issuer issues additional securities, by participating in this offering you may experience further dilution of the value of your investment.

No Existing Market

√	Because there is no market for the Issuer's securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.
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Offering Price

	The offering price of the Issuer's securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Issuer.
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Best-effort Offering:

√	The Issuer is offering these securities on a "best-effort" basis. The Issuer has <u>not</u> contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of its securities and there is no assurance that it can sell all or any of the securities.
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Lack of Investor Control (select if applicable):

√	The Issuer's officers, directors, managers, and/or key persons will continue to have substantial control over the Issuer after the offering. As such, you may have little or no ability to influence the affairs of the Issuer.
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Other Risks

Risk relating to Hospital Business

- Licenses, permits
- Regulatory risks
- Healthcare infections
- Emergencies/disaster risks
- Government discount programs/collection from Philhealth
- Hazardous material events, e.g. chemical/radiological exposure
- Physician litigation

Risks to purchasers associated with corporate actions including:

- Additional issuance of securities
- Issuer repurchases of securities
- A sale of the Issuer or of assets of the Issuers
- Transactions with related parties

In addition to the foregoing enumeration, there may be other risks (either unknown to the Company as of the date of this Prospectus or deemed immaterial) which may have an adverse effect on the investment to be made by the prospective buyers.

BUSINESS INFORMATION

Description of Business

1. Business of the Issuer and form of organization

ACE Medical Center-Zamboanga City, Inc. (ACE-MCZ) is a private healthcare institution initiated by a group of doctors and non-medical incorporators that aims to establish a modern, state-of-the-art and technologically-advanced healthcare facility in the region. This 10-storey facility shall house the 200-bed capacity hospital with multi-specialty departments located at Don Alfaro Street, Barangay Tetuan, Zamboanga City. Aiming to provide access to healthcare products to complement the services including medicines, medical supplies, etc. A combination of competent human resources, modern and technologically-advanced facilities and equipment, reliable policies, procedures and systems.

ACE Medical Center-Zamboanga City, Inc. was founded in 2015 by a group of specialists from Manila & Zamboanga. Equipped with zeal and passion in providing a state of the art and specialized health services and with competence in provision of medical services and management by majority of the incorporators had established the first of its kind healthcare facility in the region. The birth of the medical center shall bring about a significant new face of healthcare services in Zamboanga peninsula and Basulta.

The group initially composed of doctors and consultants from Manila and Zamboanga City, experienced & competent non-medical staff had opened the venture with stock or shareholders. Over the past years, the company gradually attracted more shareholders which made the realization of the dream to put up the hospital possible. Premier Medical Center Zamboanga City would gradually travel through growth and development.

The approach of ACE Medical Center-Zamboanga City, Inc. is the establishment of a policy-driven healthcare facility that ensures safe and quality care including state of the art Operating Room Unit, first-in-the-city Eye Center and Dental Center inside the building.

On 17 August 2019, the Issuer amended Article I (corporate name) and Article VI (number of directors) of its Articles of Incorporation. The corporate name under Article I was amended to "Allied Care Experts (ACE) Medical Center- Zamboanga City, Inc., doing business under the name and style of Premier Medical Center Zamboanga". Article VI was amended to decrease the number of the members of the board of directors from fifteen (15) members to nine (9) members.

On 27 November 2021, the Issuer amended Article III (principal place of business) and Article VII (converting the preferred shares to common shares) of its Articles of Incorporation duly approved by the SEC on 7 March 2024. The Issuer likewise amended its By-Laws, more particularly Article II Section 1 (annual meeting); Section 3 (place of meeting) and Section 7 (manner of voting); and Article VI Section 1 (principal place of business).

2. Anticipated Business Plan of the Issuer

Healthcare services shall be opened on a gradual basis:

First Year	-	Ambulatory Services
Second Year	-	Level 2
Third Year	-	Level 3

<u>Operations</u>	<u>Year</u>	<u>Services</u>
<u>Ambulatory Services</u>	<u>1</u>	<p><u>An ambulatory service is a government or privately owned institution which is primarily organized, constructed, renovated or otherwise established for the out-patients whose recovery, under normal and routine circumstances, will not require inpatient care.</u></p> <p><u>ACE Medical Center - Zamboanga City, Inc. shall have as minimum, all of outpatient care services, including, but not limited to, the following:</u></p> <ol style="list-style-type: none"> <u>Laboratory</u> <u>Radiology</u> <u>Pharmacy</u> <u>Dialysis</u> <u>Medical Arts (Clinics)</u> <u>Eye Center</u> <u>Cardio-Pulmo Unit</u> <u>Rehab Unit</u>
<u>Level 2</u>	<u>2</u>	<p><u>A Level 2 Hospital shall have as minimum, all of Level 1 capacity, including, but not limited to, the following:</u></p> <ol style="list-style-type: none"> <u>An organized staff of qualified and competent personnel with Chief of Hospital/Medical Director and appropriate board-certified Clinical Department Heads;</u>

		<ol style="list-style-type: none"> 2. <u>Departmentalized and equipped with the service capabilities needed to support board certified/eligible medical specialists and other licensed physicians rendering services in the specialties of Medicine, Pediatrics, Obstetrics and Gynecology, Surgery; their subspecialties and ancillary services;</u> 3. <u>Provision for Intensive Care Units-- Medical ICU, Surgical ICU and Coronary Care Unit for critically ill patients;</u> 4. <u>Provision for PICU (Pediatric Intensive Care Unit) and NICU (Neonatal Intensive Care Unit);</u> 5. <u>Provision for HRP (High Risk Pregnancy Unit).</u>
<u>Level 3</u>	<u>3</u>	<p><u>A Level 3 hospital shall have as minimum, all of Level 2 capacity, including, but not limited to, the following:</u></p> <ol style="list-style-type: none"> 1. <u>Teaching and/or training hospital with accredited residency training program for physicians in the four (4) major specialties namely: Medicine, Pediatrics, Obstetrics and Gynecology, and Surgery;</u> 2. <u>Provision for physical medicine and rehabilitation unit;</u> 3. <u>Provision for ambulatory surgical clinic;</u> 4. <u>Provision for dialysis facility;</u> 5. <u>Provision for blood bank;</u> 6. <u>A DOH licensed tertiary clinical laboratory with standard equipment/reagents/supplies necessary for the performance of histopathology examinations;</u> 7. <u>A DOH licensed level 3 imaging facility with interventional radiology.</u>

Total number of outpatient consultations are projected at more than 600 per day. Total revenues in the first year are projected to be more than 100 million pesos.

The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession and use the facilities of the Issuer although it is a prerequisite. Physicians and medical specialists who are subscribers to at least one (1) block or fifteen (15) shares of the capital stock, whether Founders' or common shares, and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as provided under the Internal Rules of the Hospital. After successfully passing this process, the applicant shall then be entitled to the privileges granted by the Hospital.

The privilege to practice in the Hospital is subject to restrictions, limitations, and obligations as may be imposed by the Issuer pursuant to its rules and duly approved resolutions. Medical Specialists who have been granted the privilege to practice shall continuously possess the required qualifications and may be subjected to post qualification assessment to ensure the quality of service provided by the hospital.

Business Perspective

PERSPECTIVE	MEASUREMENTS
Customer	Patient Satisfaction Rating, Number of New and Repeat Patients, Number of Referrals, Market Share
Internal Business Process	Innovation – ability of the company to identify the future needs of patients; Operations – costs of operation (administrative, operational,

	patient care costs), number of patients, Turn Around Time (TAT) of patient care activities (ex. Laboratory and Radiology TAT)
Financial	Return of Investment, Economic Value Added, Productivity Growth (Gross Income and Number of Patients), Cash Flow
Learning and Growth	Human Resources development and delight - employee retention - training, skills and morale of employees - Staff satisfaction rates

For the next five years of operation, ACE Medical Center-Zamboanga City, Inc. aims to achieve the following objectives:

1. To gain a steady increase in profit
2. To expand market presence
3. To increase patient satisfaction
4. To make the organization a happy and rewarding place to work in.

With these objectives, the following are the Key Result Areas (KRA) - or the manifestations that the objectives are achieved.

Objectives	Key Result Areas (KRA)
To gain a steady increase in profit	- Amount of Net profit realized for the next five years - Return of Investment
To expand market presence	- Number of patients who availed the services - Sales volume attained (Gross income from the projects) - Market Share
To increase patient satisfaction	- Number of patients served - Number of repeat patients (indicates how satisfied the patient was on her first experience) - Growth in patient admission (IN or OPD)- productivity growth rate (indicates the increasing patronage) - Number of patient complaints - patient survey rating
To make the organization a happy and rewarding place to work	- compensation and benefits of employees are above industry rate - employee turnover - number of trainings or employee activities - number of job applicants compared to similar establishments (shows reputation of the company because of favorable word of mouth ads by its own employees)

8. Operations

The Issuer (select all that apply):

√	Has never conducted operations
√	Is in the construction development stage
N/A	Is currently conducting operations
N/A	Has shown a profit in the last fiscal year

Briefly describe

Aiming to cater to our vision "to be the premier hospital of choice, adaptive to the dynamic healthcare needs of the Southern Region" and mission "to provide state of the art, comprehensive, globally competitive quality health care delivered by highly competent, committed, and compassionate health professionals for the region."

ACE Medical Center-Zamboanga City, Inc. is a venture that offers comprehensive healthcare services for the residents of Zamboanga Peninsula and Basulta, providing access to healthcare products to complement the services including medicines, medical supplies, etc. A combination of competent human resources, modern and technologically-advanced facilities and equipment, reliable policies, procedures and systems.

The approach of ACE Medical Center-Zamboanga City, Inc. is the establishment of a policy-driven healthcare facility that ensures safe and quality care.

The Hospital is not yet operational as construction of the Hospital building and its facilities are still on-going.

The actual progress on the on-going construction of the hospital building as of February 15, 2024 are as follows: (a) Structural works at 100%; (b) Earth works at 100%; (c) Pile Driving works at 100%; (d) Masonry works at 100%; (e) General Requirements at 100%; (f) Architectural works - 99%; (g) Mechanical Works - 99.10%; (h) Electrical works - 97.83%; (i) Sanitary and Plumbing works - 99.22%; and (j) Fire Pro Works - 99.01%. Target completion date of the Hospital Building is on the 2nd quarter of 2024.

The facilities to be constructed within the Hospital includes the ambulatory facilities (Laboratory, Radiology, Pharmacy, Dialysis, Medical Arts (Doctor's Clinic), Eye Center, Cardio-Pulmo Unit, Rehab Unit), Dental center, Operating rooms, office area for the HMO, administration offices, elevators, comfort rooms, waiting areas for patients, parking lots and a separate commercial building.

9. Jurisdiction: Is the Issuer an entity organized and doing business in the Philippines?
 Yes ___ No

10. Date of Incorporation: December 18, 2015

11. Fiscal Year End (Month and Day): December 31

Competition

The Issuer belongs to the industry which caters to the need of the public and medical practitioners for hospital facilities. The Issuer's competitors include the following:

Zamboanga City Medical Center (ZCMC), known before as Zamboanga Regional Hospital, is a government owned hospital with authorized 800-bed capacity, ISO Certified for Quality Management System 9001:2015 Standard (International Organization for Standardization), caters Residency Trainings for physicians pursuing sub-specialties, COVID Facility, medical services hemodialysis, Help Emergency Management, Toxicology Unit, Multiple Drug Resistant (MDR) Treatment Center, TB-Dots Clinic, and other outpatient services. Located at Dr. Evangelista Street, barangay Sta. Catalina, Zamboanga City.

Zamboanga Doctors' Hospital, Inc. (ZDH) is the second private hospital in Zamboanga City that opened in 1966. To date, this hospital has a 150-bed capacity and plans to accommodate more to achieve 260. Offering in-patient and out-patient services, located at Veterans Avenue of the city.

West Metro Medical Center (West Metro) is a secondary-level private hospital located at Veterans Ave. Extension, Zamboanga City catering in-patient and out-patient services. As of 2015, the hospital has a capacity of 110 beds and ongoing construction of an annex will increase bed capacity to 190. It is operated by Metro Pacific Zamboanga Hospital Corporation (MPZHC) and a member of Metro Pacific Hospital Holdings, Inc. (MPHHI), one of the country's largest chain of private hospitals.

Ciudad Medical Zamboanga (CMZ) was established in 2001 by the Zamboanga Polymedic Hospital, Inc. that opened in 2003. CMZ is a partner of Mount Grace Hospitals, Inc. (MGHI), a private tertiary hospital operating with 160-bed capacity for in-patient services and catering out-patient services as well as a residency training program for physicians pursuing Internal Medicine specialty. Located at Mayor Vitaliano Agan Avenue, Zamboanga City.

Zamboanga Peninsula Medical Center, Inc. (ZamPen) is a level two general hospital employing approximately Four Hundred Eighty-Nine (489) staff. It started as Zamboanga Children's Hospital in 1999 catering the largest Pediatric care in the entire Zamboanga Peninsula. This hospital has One Hundred Ninety-Eight (198) bed capacity with Ancillary Services strategically available and of service to fully satisfy the needs of clients. Their rooms and other amenities are designed to deliver the comfort of the demands of the care.

Hospital De Zamboanga (HDZ), formerly known as Zamboanga Children's Hospital, is a level one hospital operating with 23 bed capacity offering affordable quality care for in-patient services and catering out-patient services. Located at Pilar Street, Zamboanga City beside Southern City Colleges.

Zamboanga Puericulture Center Maternity Lying-in Hospital is a level one hospital that caters 15-bed capacity with a vision of a globally competitive and holistic Non-Government Organization, providing an integrated health care program and development, relevant education, and excellent delivery of socio-economic services. Located at P. Brillantes Street, Zamboanga City.

Universidad de Zamboanga Medical Center, Inc. (UZMC) formerly Zamboanga Arturo Eustaquio Colleges (ZAEC)-Zamboanga Medical Center, is an affiliate, non-profit training institution of Universidad de Zamboanga School of Allied Medicine. This level I hospital has Twenty five (25) bed capacity for in-patient services and catering out-patient services as well. This hospital is located at San Jose Road, Zamboanga City.

Brent Hospital and Colleges Inc. (Brent) is a Level II tertiary hospital with 100-bed capacity as approved by the Department of Health (DOH), located along R.T. Lim Boulevard, offering services such as diagnostic and laboratory examinations, out-patient and in-patient services, emergency, surgery. The hospital is fully equipped with a centralized oxygen generator system.

Labuan General Hospital, previously known as the Labuan Public Hospital, is located in barangay Labuan-limpapa Road Zamboanga City. It is a Level II government-owned general hospital with authorized 100-bed capacity for general care services.

Mindanao Central Sanitarium (MCS) is a government owned 450-bed capacity and Department

ACE Medical Center-Zamboanga will offer the following ambulatory services with latest technology:

- Radiology
- Laboratory
- Pharmacy
- Medical Arts (Clinics)
- Dialysis Center
- Eye Center
- Rehabilitation Unit
- Cardiology-Pulmonary Unit

MARKETING

Describe how the Issuer plans to market its products or services during the next 12 months, including who will perform these marketing activities.

ACE Medical Center-Zamboanga City, Inc. will advertise and offer its stocks through its employees who will act as in-house salesmen. These authorized in-house salesmen are knowledgeable with the hospital's goal, mission, vision and operations. The hospital's management believes that its advantageous location, its facilities and services, as well as the management who will run it, will be enough to pique the interest of potential investors and medical professionals. Efficiency of salesmen and good feedback from contented patients will be crucial to ACE Medical Center-Zamboanga City, Inc. to disseminate the facilities and services the hospital provides.

Employees

The Issuer (select all that apply):

N/A	Has existing Labor Union in the company
N/A	Has existing Collective Bargaining Agreement
N/A	Has existing labor strike

Indicate whether or not any of them are subject to collective bargaining agreements (CBA) and the expiration dates of any CBA. If the registrant's employees are on strike, or have been in the past three (3) years, or are threatening to strike, describe the dispute. Indicate any supplemental benefits or incentive arrangements the registrant has or will have with its employees;

There are no existing labor unions in the Company. There is likewise no collective bargaining agreement entered into by the Issuer with its employees.

The Board has not yet made a decision regarding the supplemental benefits or incentive arrangements that will be provided to its employees because the Hospital is still under construction. The Issuer anticipates being operational by the 4th quarter of 2023.

Type of Employees	Number of Current Employees	Expected within the Next 12 months
Medical Support Staff	14	75
Administrative Staff	8	45
Engineering and Maintenance	13	18
Outsourced	2	-
Clerical	11	15
Others	-	-

Medical Practitioners

Briefly describe the qualifications and criteria to qualify. Disclose the current number of medical practitioners and its expected number within the next 12 months.

Medical Practitioners are Doctors who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee, approved by the Board and Management of ACE Medical Center-Zamboanga City, Inc. Licensed medical/dental practitioner, a graduate of accredited training hospitals, of good moral character and must have passed the required credentials (per Department), as may be determined by the Credentials Committee of ACE Medical Center-Zamboanga City, Inc.

Currently, ACE Medical Center-Zamboanga City, Inc. has a total of 28 Medical Practitioners that will practice within the hospital. Within the next 12 months, it is expected that the Hospital will accept at least 100 more physicians/doctors.

No.	Medical Specialist	Specialization
1	BADDIRI, ABUBAKAR T.	Internal Medicine - Adult Nephrology
2	BANTALA, KRISTINE H.	Internal Medicine - Cardiology
3	BAZAN, JAYBEE D.	Anesthesiology
4	BELLEZA, LINDA ANN D.	Internal Medicine - Cardiology
5	CONCEPCION, PASCUALITO I.	Pediatrics - Allergy, Immunology
6	ESTRELLA, LEILA NELIA L.	OB-Gyne
7	GIMENA, GIOVANNI PAOLO C.	General Surgery
8	GO, DAISY T.	OB-Gyne
9	GILLER, ELIZABETH AILEEN G.	Ophthalmology
10	JAMIRI, AL-RADJID J.	General Surgery
11	LOONG, TITINA F.	Anesthesiology
12	LORENZO, ARMANDO JR. A.	ENT-Head and Neck Surgery
13	ONG, ROMEO A.	ENT-Head and Neck Surgery
14	PANG, ALEX JR. Y.	Internal Medicine - Gastroenterology
15	PICHEL, JAMES ROBERTSON C.	Pediatrics - Nephrology
16	PINGLI, AEESHA M. YAHCOB	Family Medicine - Toxicology
17	ROJAS, LIZA LESLIE I.	Anesthesiology
18	SAHI, LIEZA G.	Pediatrics - Neonatology
19	SAHIJUAN, MARYAM LIZBETH L.	OB-Gyne
20	SINGKEE, JULRATAG H.	General Surgery
21	TAN, KIM C.	Dental

22	TAMIN, JONATHAN JOHN F.	General Surgery - Transplant Surgery
23	TORREGOSA, MARY ANN R.	Pathology
24	URAO, ZAIDA S.	ENT-Head and Neck Surgery
25	UY, RUVELINDA GRACE A.	OB-Gyne
26	WEE, PAULINE CORAZON L.	Dental
27	YAP, DANNY JR. F.	Internal Medicine - Gastroenterology
28	YU, EUGENE Y.	OB-Gyne - Sonology
29	KOA, KARL JOHN	Radiologist

Properties

The Issuer (select all that apply):

Property	Own	Lease
Land/Building/Real Estate	√	
Equipment and other long-term assets	√	
Intangible property such as patents, licenses, copyrights, trademarks, etc.	√	

Give the location and describe the condition of the principal properties (such as real estate, plant and equipment, mines, patents, etc.) that the registrant and its subsidiaries own. Disclose any mortgage, lien or encumbrance over the property and describe the limitations on ownership or usage over the same. Indicate also what properties it leases, the amount of lease payments, expiration dates and the terms of renewal options. Indicate what properties the registrant intends to acquire in the next twelve (12) months, the cost of such acquisitions, the mode of acquisition (i.e. by purchase, lease or otherwise) and the sources of financing it expects to use. If the property is being leased, indicate and describe the terms and conditions of the lease.

ACE Medical Center – Zamboanga City, Inc. is a private healthcare institution with 10-story facility shall house the 200-bed capacity hospital with multi-specialty departments located in the 20,165.35 sqm. property along Don Alfaro Street, barangay Tetuan, Zamboanga City. The birth of the medical center shall bring about a significant new face of healthcare services in Zamboanga peninsula and Basulta.

The actual progress on the on-going construction of the hospital building as of February 15, 2024 are as follows: (a) Structural works at 100%; (b) Earth works at 100%; (c) Pile Driving works at 100%; (d) Masonry works at 100%; (e) General Requirements at 100%; (f) Architectural works - 99%; (g) Mechanical Works - 99.10%; (h) Electrical works - 97.83%; (i) Sanitary and Plumbing works - 99.22%; and (j) Fire Pro Works - 99.01%. Target completion date of the Hospital Building is on the 2nd quarter of 2024.

The real properties where the Hospital is located are covered by Transfer Certificates of Title and Tax Declarations registered in the name of Allied Care Experts (ACE) Medical Center – Zamboanga City, Inc., enumerated as follows:

Transfer Certificate of Title No. (Land)	Tax Declaration No. (Land)
1) (Lot 1124-B-1) 129-2016003090	1) (Lot 1124-B-1)1101008510654
2) (Lot 1124-B-2) 129-2016003091	2) (Lot 1124-B-2) 1101008510657
3) (Lot 1124-B-3) 129-2016003089	3) (Lot 1124-B-3) 1101008510658
4) (Lot 1124-B-4) 129-2016003097	4) (Lot 1124-B-4) 1101008510659

5) (Lot 1124-B-5) 129-2018004145
6) (Lot 1124-C-1) 129-2020000224
7) (Lot 1124-C-2) 129-2020000271
8) (Lot 1124-C-3) 129-2020000225
9) (Lot 1124-C-4) 129-2020000268

5) (Lot 1124-B-5) 1101008503155
6) (Lot 1124-C-1) 1101008530024
7) (Lot 1124-C-2) 1101008530044
8) (Lot 1124-C-3) 1101008530069
9) (Lot 1124-C-4) 1101008511101

The foregoing titles are subject to the following liens and encumbrances:

- 1) TCT No. 129-2016003089; TCT No. 129-2016003090; TCT No. 129-2016003091; and TCT No. 129-2016003097 have the following encumbrance/s:

Real Estate Mortgage executed in favor of Development Bank of the Philippines for the sum of Php 450,000,000.00 as provided under the Term Loan Agreement dated 5 October 2018. [subscribed before Notary Public Atty. Jose Rizalino L.Ortega, with Doc. No. 102, Page No. 22, Book No. X, series of 2022,]

Pursuant to the above Term Loan Agreement , the Issuer may not, among others, declare or pay dividends to its stockholders or partners (other than dividends payable solely in shares of its capital stock) or retain, retire, purchase or otherwise acquire any class of its capital stock, or make any other capital or other asset distribution to its stockholders or partners, until full payment of the amount due under the Term Loan Agreement. (Section 6.02. Negative Covenants)

The hospital will have the following facilities:

Ground Floor (2,838 square meters)

Emergency Department

Animal Bite Center

Minor Operating Room

Hospital Lobby/Lounge/Reception

Radiology Department with MRI, CT-Scan, and Mammography

Pharmacy

Laboratory

Billing Section and Cashier

Admitting Office

Central Supply

Security

Second Floor (2,067 sq.m.)

Operating/Delivery Room Complex

Intensive Care Unit (ICU)

Endoscopy Unit

Neonatal Intensive Care Unit (NICU)

Catheterization Laboratory Complex

Third Floor (2,055 sq.m.)

Hemodialysis

Cardiology/Pulmonology Unit

Medical Arts for Internal Medicine with Sub-specialty (Clinics)

Fourth Floor (2,055 sq.m.)

Rehab Therapy Center and Gym

Medical Arts for Pediatrics, OB-Gyne, General Surgery and Sub-specialty, General Medicine and Family Medicine

Fifth Floor (2,055 sq.m.)

Patient Rooms

Male and Female Surgical Ward

Nurse Station

Sixth Floor (2,055 sq.m.)

Patient Rooms

Wards (Female, Stroke, Cancer Ward)

Nurse Station

Seventh Floor (2,055 sq.m.)

Patient Rooms

Wards (Male, Female, Special Ward)

Nurse Station

Eight Floor (2,055 sq.m.)

Patient Rooms

Wards (Pediatrics and Special Ward)

Nurse Station

Ninth Floor (2,037 sq.m.)

Executive Offices (Chairman, President, COO, Legal, Medical Director's Office) and Board Room

Administrative Offices

Residency Training Program (Residents Doctors' Dorm, Library, and Training Room)

Chapel and Muslim Prayer Room

Tenth Floor (2,037 sq.m.)

Lounge

Eye Center (Rooms: Diagnosis, Laser, Operating, Recovery, Data Rooms and Front Desk)

Dental Clinic

Patient Suite Rooms

Nurse Station

Legal Proceedings of Company, its Subsidiaries and/or Affiliates

Describe briefly any material pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities or any other entity.

THE ISSUER IS NOT A PARTY TO ANY LEGAL PROCEEDINGS, NEITHER IS ANY OF ITS PROPERTIES THE SUBJECT OF ANY PENDING LEGAL PROCEEDINGS.

Services and Departments

Provide information on hospital departments and their functions. Include personnel overview per department and their functions.

DEPARTMENT OF INTERNAL MEDICINE

The Department of Internal Medicine, headed by Dr. Alex Y. Pang, Jr., includes physicians whose primary role is to provide medical care in the hospital. This team of providers includes physicians, resident physicians and nurse practitioners, who work closely with bedside nurses, social workers, physical therapists and other staff to provide thoughtful, safe, collaborative and effective medical care.

Objectives:

- a. To provide prompt, updated medical care for patients
- b. To maintain a high standard of ethical and professional service in the various fields of Internal Medicine.
- c. To support the continuing medical education programs for the medical staff and paramedical personnel
- d. To develop a residency training program in Internal Medicine with the ultimate goal of accreditation by the Philippine College of Physicians (PCP).
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among medical staff

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physicians	:	8

DEPARTMENT OF OBSTETRICS AND GYNECOLOGY

The Department of Obstetrics and Gynecology, headed by Dr. Eugene Y. Yu, focuses on women's health and wellness by providing high quality patient care, educating future leaders, and fulfilling innovative research within a highly collaborative environment. It is a leading institution in all aspects of women's health with nationally recognized programs in obstetrics and gynecology, including high-risk pregnancy, reproduction genetics, gynecology, breast disease, infertility, contraception and cancer.

Objectives:

- a. To provide prompt, updated obstetrical and gynecologic care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of Obstetrics & Gynecology
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.
- d. To develop a residency training program in Obstetrics & Gynecology with the ultimate goal of accreditation by the Philippine Board of Obstetrics and Gynecology (PBOGS).
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among medical staff.

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1

Resident Physician : 2

DEPARTMENT OF PEDIATRICS

The Department of Pediatrics, headed by Dr. James Robertson C. Pichel, promotes the health of children and adolescents with a balanced program that seeks new knowledge through research, provides outstanding educational opportunities, delivers high quality comprehensive clinical care and service, advocates vigorously for children and adolescents, and is responsive to the changing needs of our community and society.

Objectives:

- a. To provide optimum child health care for the community based on professional skills, knowledge, and experience.
- b. Develop camaraderie, understanding, and unity among consultant staff.
- c. Encourage each and every pediatrician to formulate and implement cost-effective therapeutic regimens
- d. Plan towards standardization of specific service units to meet the requirements of the PPS-Hospital Accreditation Board of Residency Training Program, through which we would be proficient enough to deliver the best medical services to our patients.

Manpower complement

Department Chairman	:	1
Training Officer	:	1
Chief Resident	:	1
Resident Physician	:	2

DEPARTMENT of SURGERY

The department of surgery, headed by Dr. Jonathan John F. Tamin, treats patients both in emergency situations and for scheduled procedures. Scopes of services of the departments are:

- Inpatient services to patients diagnosed with a disease that requires surgery.
- Provides outpatient treatment for patients in the outpatient surgery clinic.
- Providing subspecialty surgical services to patients in the clinic and beyond
- Subspecialty surgical procedure under general surgery department based on the time or even during an emergency.
- Perform outpatient surgical procedures.
- Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt, updated surgical care for patients.
- b. To maintain a high standard of ethical and professional service in the various fields of surgery.
- c. To support the continuing medical education programs for the medical staff and paramedical personnel.
- d. To develop and maintain a residency-training program in General Surgery accredited by the Philippine College of Surgeons.
- e. To implement hospital policies emanating from the Board of Directors, Hospital Administrator, Medical Director and Chief of Clinics.
- f. To promote camaraderie among the medical staff.

Manpower Complement

Department Chairman	:	1
Training Officer	:	1
Resident Physician	:	2

DEPARTMENT OF ANESTHESIA

The Department of Anesthesia, has a mission to provide safe, effective, and ethical care to our patients. The Anesthesiology Department shall be responsible for providing all primary anesthesia and pain management services. This includes, but is not limited to, general and regional anesthesia in operating suites, obstetrics, emergency room, radiology and intensive care. Anesthesia services shall be available twenty-four (24) hours of the day and night for emergency cases.

Objectives:

- a. Select, implement, and evaluate anesthesia management plans
- b. Implement the anesthesia plan employing the full scope of anesthesia practice include both general and regional anesthesia
- c. Perform and utilize associated procedures needed during the anesthetic management of the patient
- d. Perform, within medically established guidelines, resuscitation of the newborn infant, child, or adult or as the need arises

Manpower Complement

Department Chairman	:	1
Associate Anesthesiologist	:	4

CLINICAL PATHOLOGY DEPARTMENT

The Department headed by Dr. Mary Ann R. Torregosa, performs pathologic examinations efficiently and accurately in the shortest possible time with the least use of materials and reagents for confirmation of clinical impression, screening, or detection of diseases, for prognosis and for therapeutic management, to aid the physicians in the management of their patients.

The Department caters to the needs of clinical or surgical services of the hospital. It also serves as a training field for undergraduate medical students and paramedical personnel. CPD shall assess nosocomial environmental conditions in the hospital.

The Department of Pathology involves the study and diagnosis of diseases through examination of the surgically removed organ, tissues (biopsy samples), body fluids and in some cases the whole body (autopsy). It promotes understanding the basis of diseases, teaching knowledge to others and to apply understanding to improve medical diagnosis and treatment of patients leading to improved diagnosis, treatment and eventually, prevention.

Objectives:

- a. To provide prompt, updated, and accurate pathologic results.
- b. To maintain a high standard of ethical and professional service in the field of pathology.

- c. To support the continuing medical education program for the staff and personnel.
- d. To implement hospital policies from the Hospital board and administration.

Manpower Complement

Chief Medical Technologist	:	1
Medical Technologist	:	10
Phlebotomist/Lab. Nurse	:	2
Lab. Orderly	:	1

RADIOLOGY DEPARTMENT

The Department of Radiology, headed by Dr. Karl John Koa, uses medical imaging to diagnose and treat diseases such as radiography, ultrasound, computed tomography, and magnetic resonance imaging. It functions under the control of Radiologists and qualified technical staff.

The Department shall provide the hospital with high quality radiological services as required for Good Patient Care. These shall be achieved by the adherence to the following criteria:

- All procedures are to be done on a strict basis of clinical priority and confidentiality.
- All services are to be provided only upon the knowledge of the referring physician.
- Adherence to radiation safety shall conform with the guidelines provided by the Radiation Health Office.
- Assistance shall be provided to other hospital departments in the development of optimal clinical diagnosis and management and protocols.
- Prospective clinical research programs will be developed.
- Continuing Education Program for all the staff shall be maintained.

The scope of services includes:

- a. Out-patient and in-patient diagnostic imaging.
- b. Helping patients to achieve optimal health status while in hospital.

Objectives:

- a. To provide prompt and updated diagnostic procedures for patients
- b. To maintain a high standard of ethical and professional services
- c. To support continuing medical education for the medical and paramedical services
- d. To implement hospital policies in the scope of radiology
- e. To promote camaraderie among the medical staff.

Manpower Complement

Radiologist	:	1
Radiologic Technologist	:	9
Medical Clerk	:	2

INFECTION CONTROL DEPARTMENT

The Infection Control Department, has the authority to institute any appropriate control measures or studies and to recommend corrective action within any department, when there is considered to be a danger to any patient or to personnel. The Infection Control

Department has the ultimate authority, in the event that there is a question or disagreement in relation to infection control policy or procedure. To facilitate early and complete reporting, the Infection Control Department, Infection Practitioner or the Registered Nurse on the patient care unit has the authority to initiate culture and sensitivity testing and institute any appropriate isolation procedures. When any of these actions are taken, the physician responsible for the patient will be notified.

The Department's Objectives are:

- To establish a functional surveillance system for control of nosocomial infections.
- To identify, through the surveillance system, any specific problem areas in need of administrative or professional resolution and report to the medical staff of the hospital.

Manpower Complement

Chair	:	1
Co-chair	:	1
Infection Control Nurse	:	1

EMERGENCY DEPARTMENT

The Emergency Room department is a vital part of the hospital as it is the first to receive patients needing immediate medical attention, either because of the life-threatening condition, multiple injuries or severity of symptoms. It is especially equipped with life-saving devices and trained personnel to handle emergency cases.

The Department's Objectives are:

- Providing competent emergency care at all times by a team of qualified and experienced Emergency Room personnel.
- Providing prompt, lifesaving treatment without discrimination.
- Maintaining the highest standards of emergency care facilities.

Manpower Complement

ER Head	:	1
Staff Nurse	:	10
Orderlies	:	2
Ambulance Driver	:	2

REHABILITATION MEDICINE AND PHYSICAL THERAPY

The Rehabilitation Department caters to individuals who have impairments, functional limitations, disabilities, or changes in physical function and health status resulting from injury, disease or other causes. By designing and implementing therapeutic interventions that may include, but not limited to pharmacologic management, therapeutic exercises, functional training in self-care and home management, manual therapy techniques, prescription and fabrication of assistive and orthotic devices, electrotherapeutic modalities, physical agents and medical modalities, the Rehabilitation Medicine and Physical Therapy Center alleviates impairment and functional limitations. Cases handled vary from neurological, musculoskeletal, cardiopulmonary and pediatric among others. The patient load will consist of in-patients, out-patients and those who will need domiciliary services

The Department's main objectives are:

- Establishing a comprehensive treatment plan to restore the patient to his highest functional mobility, activities of daily living, community reintegration, workplace requirements and recreation.
- Provision of patient and family education which is a cornerstone to all clinical programs.
- Planning of individualized exercises to increase daily activities, increase musculoskeletal strength, maximize cardiovascular fitness.

Manpower Complement

Rehabilitation Doctor or Physiatrist	:	1
Physical Therapist	:	4
Occupational Therapist	:	1
PT/OT Volunteers	:	5

PULMONARY DEPARTMENT

The Department provides immediate cardio-pulmonary management, as requested by the Physician, that will help lead in the accurate diagnosis of an illness for proper administration of therapeutic procedure.

The Department's Objectives include:

- To deliver official results of the procedures within 24 hours.
- To respond during Code Blue.
- To provide ventilatory support to intubated patients.
- To gradually remove mechanically intubated patients from the ventilator.
- To provide accurate pulmonary diagnostic procedure:
 - a. Blood Gas Analysis (ABG)
 - b. Pulmonary Function Test (PFT)
 - c. Peak Expiratory Flow Measurement (PEFR)
- To provide effective pulmonary therapeutic procedures:
 - a. Aerosol Therapy (Nebulization)
 - b. Intermittent Positive Pressure Breathing Therapy (IPPB)

Manpower Complement

Chair	:	1
Supervisor, RT	:	1
Respiratory Therapist	:	2
Medical Staff	:	2

OUT-PATIENT DEPARTMENT

This combination of several departments is a miniature version of the hospital except that the patient is ambulatory. Physicians with different specializations provide services. Individual patients come to consult or receive treatment, others go back to the physician to assess their progress following discharge from hospital.

Department's Objectives include:

- To be the channel of our foremost goal which is to provide "Quality Service" to our clientele. Their satisfaction is our top most priority.
- To ensure that all patients for consultation are given proper assessment before they are decked to the concerned doctor.
- To ensure that all necessary documents are properly prepared, kept and organized.
- To enhance secretaries' knowledge in handling patients.

Manpower Complement

Department Head	:	1
OPD Supervisor	:	1
OPD Clerk	:	2

ADMINISTRATIVE DEPARTMENT

This Department accommodated complaints of patients and their relatives and other hospital problems/issues. Proper approach is needed in dealing with patient's relatives and hospital staff.

Objectives:

- To man the department with qualified and competent staff able to handle and meet the needs & satisfaction of patients being admitted in the hospital.
- To ensure that the staffs' responsibilities & obligations are being observed with quality output and at the same time given job descriptions are properly followed.
- Ensure that the existing policies & regulation of the hospitals pertaining to professional fees, discounts, promissory notes & discharge of patients are properly observed.
- Make sure that less patients will be seeking social service assistance instead of convincing & encouraging them to settle their bills and or issue collateral prior to discharge.
- To be able to meet all the required assignments of the department within the allowable or least time with quality output.

Manpower Complement

Admin Officer	:	1
Asst. to the Admin Officer	:	1
Messenger/Liaison Officer	:	1

BILLING SECTION

The Billing Section is one of the major components of hospital operation. This unit is working based on the revenue of the different departments of the hospital. Proper coordination and communication with the Doctors and staff are very vital in this unit.

Objectives:

- To provide efficient, accurate computation and fastest service to patients, in accordance with the implementing guidelines and hospital policy.
- To provide good service and customer total satisfaction.
- To improve service to patients in order to shorten the processing of their bills or minimize if not eliminate occurrence of "late bills".

Manpower Complement:

Billing Supervisor	:	1
Billing Clerk	:	4

PHARMACY/THERAPEUTICS DEPARTMENT

This Department serves as the vital link in the chain of health professionals dedicated to patient care. The Pharmacist will provide at all times an adequate supply of safe, effective and good quality drugs in appropriate dosage forms consistent with the needs of the patients and to rationalize drug utilization in collaboration with the medical staff.

Objectives:

- To properly utilize the Pharmacy Service to the maximum geared toward the actual dynamics of better patient care.
- To provide at all times, medications of the highest standard in appropriate dosage forms consistent with needs of the patients in collaboration with the medical staff.
- To rationalize drug utilization and procurement in collaboration with the Pharmacy and Therapeutics Committee.
- To render effective and efficient professional service to in and out patients of all economic levels.
- To maintain an adequate system of stock and inventory control and must have the ability to control operational cost without comprising services.

Manpower Complement

Chair	:	1
Chief Pharmacist	:	1
Staff Pharmacist	:	5

CENTRAL SUPPLIES DEPARTMENT

The CS Department has the following personnel: the department head, the assistant head and four (4) clerks. The department is open office hours servicing all sectors of the hospitals.

The CS department will serve as an essential link in the chain of hospital health services dedicated to patient care. The department will provide at all times an adequate supply of safe, effective and quality products for the needs of the patients.

Objectives:

- To improve patient care by providing the necessary sterile and unsterile supplies, articles and equipment in the nursing units and other departments of the hospital.
- To provide and maintain products and emergency equipment made safe for patient use.
- To ensure proper sterilization of supplies relevant to hospital procedure.

Manpower Complement

Department Head	:	1
Assistant Head	:	1
CSR Clerk	:	4

PSYCHIATRY DEPARTMENT

The Department of Psychiatry and Behavioral Services, include physicians whose primary role is to provide comprehensive mental health and counseling services. This team of providers includes physicians who work closely with nurses and other staff to provide expert and effective psychiatric care.

Objectives:

- a. To provide advanced, evidenced-based individualized treatment care plan based on latest research;
- b. To maintain a high standard of ethical and professional service in mental health and counseling services
- c. To support the continuing medical education program for the staff and personnel
- d. To implement hospital policies emanating from the Board of Directors, Hospital Administrators, Medical Director and Chief of clinics
- e. To promote camaraderie among the staff

Manpower Complement

Chair	:	1
Co-chair	:	1
Medical Staff	:	3

Transactions with and/or dependence on related parties

Not applicable. The Issuer has no transactions with and/or dependence on related parties.

USE OF PROCEEDS

Net Proceeds

12. The net proceeds of the offering for the minimum and maximum offering amounts are as follows:

	Minimum Offering	Maximum Offering
Gross Proceeds from the Offering		Php 1,000,000,000.00
Less: Expenses		
SEC Registration Fee		<u>Php 902,500.00</u>
UP Legal Research Fee		<u>Php 9,025.00</u>
Documentary Stamp Tax		<u>Php 30.00</u>
Legal Fees		Php 600,000.00
Auditors Fees		Php 630,000.00
Others (Incidental Expenses)		Php 300,000.00
Net Proceeds from the Offering		<u>Php 997,558,445.00</u>

Detailed Use of Net Proceeds

Provide a detailed breakdown on how the Issuer intends to use the net offering proceeds. Include the repayment of debt, payment to officers, directors and related parties and any purchase of assets.

The Issuer represents that the figures provided hereunder are only estimates which may increase or decrease depending on the sale of the Offer Securities.

<u>Description of Use</u>	<u>Minimum Offering Amount</u>	<u>%</u>	<u>Maximum Offering Amount</u>	<u>%</u>	<u>Disbursement Period</u>
<u>Construction Loan and Interest Payment</u>	<u>180,350,781.40</u>	<u>18%</u>	<u>180,350,781.40</u>	<u>18%</u>	<u>2nd Qtr. of 2024 to 1st Qtr. of 2027</u>
<u>Equipment and Building Utilities Loan and Interest Payment</u>	<u>151,342,395.95</u>	<u>15%</u>	<u>151,342,395.95</u>	<u>15%</u>	<u>2nd Qtr. of 2024 to 1st Qtr. of 2027</u>
<u>Purchase of Medical and Other Equipments</u>	<u>247,844,000.00</u>	<u>25%</u>	<u>247,844,000.00</u>	<u>25%</u>	<u>2nd qtr of 2024 to 4th qtr of 2024</u>
<u>Operational Expenses</u>	<u>408,243,467.65</u>	<u>41%</u>	<u>408,243,467.65</u>	<u>41%</u>	<u>2nd qtr of 2024 to 1st qtr of 2025</u>
<u>Hospital and Office Furnitures</u>	<u>9,777,800</u>	<u>1%</u>	<u>9,777,800</u>	<u>1%</u>	<u>2nd Qtr. of 2024 to 3rd Qtr. of 2024</u>
<u>TOTAL</u>	<u>997,558,445.00</u>		<u>997,558,445.00</u>	<u>100%</u>	

The Issuer intends to generate maximum gross proceeds from the sale of the Offer Securities in the amount of approximately Php 1,000,000,000.00. Less expenses for registration fees, legal and auditor's fees, and other incidental expenses, the Issuer expects net proceeds of Php 997,558,445.00 in the event that all the Offer Securities shall be sold at the Offer Price.

In the event that less than all of the Offer Securities to be offered may be sold, there shall be a corresponding pro-rata decrease to the proposed use as above stated.

The Issuer intends to utilize the amount of Php 995,000,000.00 to pay the construction loan and equipment and building utilities loan and interests; purchase of medical equipment which is presently being subsidized by the funds released under the credit line agreement entered into with Development Bank of the Philippines ("DBP"); pre-operational expenses which shall include the following expenses, but shall not be limited to, the payment of licenses, fees, permits, cost of professional fees of architects, engineers, and cost of personnel

hiring and training expenses; and acquisition of hospital and office furniture for the various departments, medical arts offices and other common areas and spaces.

The net proceeds from the sale of the Offer Securities shall be primarily utilized to repay its existing debt with DBP. To fund the construction of the hospital building, the Issuer incurred a loan from DBP for the principal amount of Php 450,000,000.00 with initial interest of 5.25% per annum and maturity date of 02 February 2034.

The actual progress on the on-going construction of the hospital building as of February 15, 2024 are as follows: (a) Structural works at 100%; (b) Earth works at 100%; (c) Pile Driving works at 100%; (d) Masonry works at 100%; (e) General Requirements at 100%; (f) Architectural works - 99%; (g) Mechanical Works - 99.10%; (h) Electrical works - 97.83%; (i) Sanitary and Plumbing works - 99.22%; and (j) Fire Pro Works - 99.01%. Target completion date of the Hospital Building is on the 2nd quarter of 2024.

The Hospital facilities constructed include, but not limited to, the medical doctor and dentist's clinics, various medical and non-medical departments and administrative offices of the hospital, state of the art operating room, dialysis center, and emergency room facilities, waiting and common areas for patients and visitors, and commercial areas for lease to various business entities.

The Issuer likewise intends to utilize the net proceeds for the purchase of medical equipment and repayment of the credit line agreement with DBP previously secured by the Issuer to fund the purchase of operating room tables and lights, anesthetic machines, surgical instruments, cardiac monitors, diagnostic equipment (x-ray, ultrasound machines, computed tomography (CT) scan machines, magnetic resonance imaging (MRI) machines), and hospital beds, and other hospital supplies and equipment.

The pre-operating expenses of the Issuer shall include, but not limited to, payment of licenses, fees, permits before various government agencies; cost of professional fees of consultants, architects, engineers, lawyers and accountants; cost of salaries and training expenses for its medical and non-medical personnel and staff. The Issuer may incur other pre-operating expenses until the grant of the License to Operate by the Department Of Health. The Issuer expects to operate by the 2nd quarter of 2024 subject to issuance of the aforesaid License to Operate by the Department Of Health. Details of expenses for the six(6) months period are projected as follows:

<u>Particulars</u>	<u>Month 1</u>	<u>Month 2</u>	<u>Month 3</u>	<u>Month 4</u>	<u>Month 5</u>	<u>Month 6</u>	<u>Total</u>
<u>Payroll</u>	<u>7,839,866</u>	<u>7,839,866</u>	<u>7,839,866</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>74,346,499</u>
<u>Utilities</u>	<u>12,046,356</u>	<u>12,046,356</u>	<u>12,046,356</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>92,348,740</u>
<u>Taxes, Permits and Licenses</u>							<u>0</u>
<u>Office Supplies</u>	<u>179,667</u>	<u>180,167</u>	<u>180,167</u>	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>	<u>585,000</u>
<u>Professional Fees/Reader's Fee</u>	<u>562,552</u>	<u>562,552</u>	<u>562,552</u>	<u>457,000</u>	<u>407,000</u>	<u>407,000</u>	<u>2,958,656</u>
<u>Other Supplies</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>300,000</u>
<u>Repairs and Maintenance</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>3,173,000</u>
<u>Fuel, Gasoline and Oil</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>2,175,000</u>
<u>Other Expenses</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>4,046,095</u>
<u>Miscellaneous Expenses</u>	<u>10,000</u>	<u>10,000</u>	<u>142,900</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>192,900</u>
<u>Unforeseen Expenses</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>600,000</u>
<u>TOTAL</u>	<u>22,354,122</u>	<u>22,354,622</u>	<u>22,487,522</u>	<u>37,876,541</u>	<u>37,826,541</u>	<u>37,826,541</u>	<u>180,725,889</u>

In addition to the above expenses, the P95,000,000.00 of the proceeds is allocated to pre-operating expenses. The Issuer expects that the operating expenses starting month 7 until the end of the year will be much higher since the Hospital is already offering Ambulatory services and would eventually prepare for transition for Level 2 services.

Proceeds allocated to operating expenses during these months will cover more on the salaries and allowances of hospital staff, both administrative and medical professionals. Another intended use of proceeds for operating expenses will be for the continuous replenishment of the supplies used for Laboratory, Pharmacy, Office, Central Supply and others. Operating

expenses also cover the payment of Utilities during these months. Other expenses of the hospital includes payment for the Professional Fee/Reader's Fee, Training and Seminars and Fuel, Gasoline and oil expenses all of which are necessary for the operations. Lastly, expenses would also cover other unforeseen expenses that may be incurred due to other operational reasons.

Details of expenses for Month 7 to Month 12 are summarized below:

	<u>Month 7</u>	<u>Month 8</u>	<u>Month 9</u>	<u>Month 10</u>	<u>Month 11</u>	<u>Month 12</u>	<u>Total</u>
<u>Payroll</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>16,942,301</u>	<u>101,653,804</u>
<u>Utilities</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>18,736,558</u>	<u>112,419,346</u>
<u>Taxes and Licenses</u>				<u>300,000</u>			<u>300,000</u>
<u>Office Supplies</u>	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>	<u>90,000.00</u>
<u>Professional Fees/Reader's Fee</u>	<u>407,000</u>	<u>407,000</u>	<u>407,000</u>	<u>407,000</u>	<u>386,167</u>	<u>386,167</u>	<u>2,400,333</u>
<u>Other Supplies</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>300,000</u>
<u>Repairs and Maintenance</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>528,833</u>	<u>3,173,000</u>
<u>Fuel, Gasoline and Oil</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>362,500</u>	<u>2,175,000</u>
<u>Other Expenses</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>674,349</u>	<u>4,046,095</u>
<u>Miscellaneous Expenses</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>60,000</u>
<u>Unforeseen Expenses</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>	<u>900,000</u>
<u>TOTAL</u>	<u>37,876,541</u>	<u>37,876,541</u>	<u>37,876,541</u>	<u>38,176,541</u>	<u>37,855,708</u>	<u>37,855,70</u>	<u>227,517,578</u>

The Issuer is knowledgeable that the gross proceeds from the Offering may not be realized or secured at a given or specific period considering that the Offer Securities shall be offered and sold in tranches. In the event that there are expenses which require additional capital, the Issuer may extend its credit agreement with DBP and/or secure another loan obligation with other banking and financial institutions.

Notably, all figures above are estimates only and made under the assumption that the Offer Securities shall be offered and substantially sold within a short period of time from approval of the Registration Statement by the Securities and Exchange Commission.

Where less than all of the securities to be offered may be sold and more than one use is listed for the proceeds, the registrant shall indicate the order of priority of such purposes and discuss its plans if substantially less than the maximum proceeds are obtained.

In the event that the proceeds of the Offer are less than the proposed use of proceeds, there shall be a corresponding pro-rata decrease to the proposed use of proceeds.

If any material amounts of other funds are necessary to accomplish the specified purpose(s) for which the offering is made, the registrant shall state the amounts and sources of such other funds needed.

If the proceeds will be used to pay-off existing debt, disclose the following: _____ Not Applicable

Name of Debtor	Amount of Debt	Interest	Maturity Date
Development Bank of the Philippines (DBP)	P 450,000,000.00 (Hospital Bldg Construction)	<u>5.25% per annum</u>	February 2, 2034
Development Bank of the Philippines (DBP)	P 430,000,000.00 (Medical Equipment)	<u>5.50% per annum</u>	July 5, 2031
TOTAL	P 880,000,000.00		

Description of the debt:

The Issuer incurred a credit line agreement from Development Bank of the Philippines for the principal amount of Php 450,000,000.00 for the ongoing hospital building construction and Php 430,000,000.00 for the ongoing purchase of medical equipment with initial interest of 5.25% per annum and 5.50% per annum with maturity dates on 2 February 2034 and 5 July 2031 respectively. The credit facility entered into by the Issuer are attached hereto as Annexes "6" and series.

Notes	DBP Loan 1 - Construction of Hospital	DBP Loan 2 - Equipment and Utilities
Date Entered	October 5, 2018	June 29, 2021
Purpose	Finance the construction of the hospital building	Partly finance its acquisition of hospital equipment and building utilities
Principal Amount	Php 450,000,000.00	Php 430,000,000.00
Maturity	15 years, with 3 years grace period	10 years, with 2 years grace period
Interest Rate	<u>5.25 % per annum</u>	<u>5.50 % per annum</u>

DBP Loan 1 is wholly secured by the Issuer's land and project under construction. As of 23 February 2024, the Issuer has only availed a cumulative amount of Php 442,500,00.00. DBP Loan 2 is secured with movable assets as listed in Annex C of its security agreement with DBP (Attached as Annex "6" and series. As of 23 February 2024, the Issuer has only availed Php 308,505,000.00 of said credit line.

Loan	Period Covered	Principal Due	Interest Due	GRT	Total Due
Construction Loan	April 2024- March 2027	119,198,112.72	60,547,352.11	605,316.57	180,350,781.40
Equipment	May 2024-	110,804,448.93	39,797,969.33	739,977.69	151,342,395.95

and Building Utilities	March 2027				
Total		230,002,561.65	100,345,321.44	1,345,294.26	331,693,177.35

Is the debtor related to the Issuer or any of its Directors or Officers? ___ Yes ___ No

If the answer to any of the above is "yes", disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with.

Is the proceeds used to purchase real estate property? _____ Yes ___ No
(Provide information on each property acquired)

Description of Property	
Name of Seller	
Acquisition Cost	
Terms of Payment	

If the answer to any of the above is "yes", disclose the relationship between each person and the issuer and the principal terms of each transaction. If assets were acquired from a person, disclose the cost of the asset to the issuer and the method used to determine this cost. Disclose for each person who has been involved in more than one related party transaction, their relationship with the issuer and which of the transactions they have been involved with.

If any material amount of the proceeds is to be used to acquire assets or finance the acquisitions of other businesses, describe the assets or businesses and identify the persons from whom they will be bought. State the cost of the assets and, where such assets are to be acquired from affiliates of the registrant or their associates, give the names of the persons from whom they are to be acquired and set forth the principle followed in determining the cost to the registrant.

If the proceeds will be used for the construction of the hospital, provide the following:

The Net Proceeds shall be partially utilized for the repayment of debt secured by the Issuer from DBP to fund the construction of the Hospital.

Project Name	Allied Care Experts (ACE) Medical Center- Zamboanga City, Inc.
Project Cost of the Hospital Building and Improvements (Estimate)	P 1,200,000,000.00
Schedule of Disbursement	<u>2024</u>
Target Completion Date	<u>2nd quarter of 2024</u>

Project Name	Allied Care Experts (ACE) Medical Center-Zamboanga City, Inc.
Percentage Completed	<u>The actual progress on the on-going construction of the hospital building as of February 15, 2024 are as follows: (a) Structural works at 100%; (b) Earth works at 100%; (c) Pile Driving works at 100%; (d) Masonry works at 100%; (e) General Requirements at 100%; (f) Architectural works - 99%; (g) Mechanical Works - 99.10%; (h) Electrical works - 97.83%; (i) Sanitary and Plumbing works - 99.22%; and (j) Fire Pro Works - 99.01%. Target completion date of the Hospital Building is in the 2nd quarter of 2024.</u>

13. If proceeds to this offering is not sufficient to fund the intended use, where will the company source the additional funding? Not Applicable

As provided above, the Issuer is knowledgeable that the gross proceeds from the Offering may not be realized or secured at a given or specific period considering that the Offer Securities shall be offered and sold in tranches. In the event that there are expenses which require additional capital or the proceeds of the offering are not sufficient to fund the intended use, the Issuer may extend its credit agreement with DBP and/or secure another loan obligation with other banking and financial institutions. Moreover, since the Issuer is expected to start operations in the 2nd quarter of 2024, the Hospital expects to generate additional capital from its operations.

DESCRIPTION OF SECURITIES OFFERED

Securities of the Registrant

14. The securities being offered are (select all that apply):

<input type="checkbox"/>	Founders Shares
<input checked="" type="checkbox"/>	Common Shares
<input type="checkbox"/>	Preferred Shares
<input type="checkbox"/>	Others (specify):

(a) State the amount of capital stock of each class issued or included in the shares of stock to be offered:

Series of Offer	Class	Amount (Max Offering)	No. of Shares	<u>No. of Blocks to be Offered (15 shares per block)</u>	Total (Php)
1 st Offer	Common	10,000.00	18,000	<u>1,200</u>	180,000,000.00
2 nd Offer	Common	20,000.00	21,000	<u>1,400</u>	420,000,000.00
3 rd Offer	Common	26,666.67	15,000	<u>1,000</u>	400,000,000.00

(b) If the registrant is offering common equity, describe any dividend, voting and pre-emption rights.

Entitlement to Dividends.

The Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash or stock to all stockholders on the basis of outstanding stock held by them as often and at such times as decided by the Board of Directors.

The Board of Directors may declare dividends out of the unrestricted retained earnings which shall be payable in cash or in stock to all stockholders on the basis of outstanding stock held by them, provided that any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses, while stock dividends shall be withheld from the delinquent stockholders until their unpaid subscription is fully paid, provided further that no stock dividend shall be issued without the approval of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a regular or special meeting duly called for the purpose.

Pursuant to the above Term Loan Agreement, the Issuer may not, among others, declare or pay dividends to its stockholders or partners (other than dividends payable solely in shares of its capital stock) or retain, retire, purchase or otherwise acquire any class of its capital stock, or make any other capital or other asset distribution to its stockholders or partners, until full payment of the amount due under the Term Loan Agreement. (Section 6.02. Negative Covenants)

Cumulative Voting. Common shareholders are entitled to vote during the annual stockholders meeting. Each Shareholder shall have the right to vote in person or by proxy the number of shares registered in his name in the stock transfer book of the Hospital for as many persons as there are directors to be elected. Each shareholder shall have the right to cumulate said shares and give one (1) nominee 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 cumulative voting principle among as many nominees as he shall see fit; provided, that the number of votes cast by a shareholder shall not exceed the number of his shares multiplied by the number of directors to be elected.

Pre-emptive Right. The right of a shareholder in a corporation to have the opportunity to purchase a new issue of stock of that corporation in proportion to the amount of stock already owned by the shareholder. All holders of common shares shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings.

- (c) If the registrant is offering preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

15. These securities have (select all that apply):

<input checked="" type="checkbox"/>	Cumulative voting rights
<input checked="" type="checkbox"/>	Pre-emptive rights to purchase any new issue of securities

- (a) Describe any other material rights of common or preferred stockholders.

The common shareholders shall enjoy certain medical benefits as provided hereunder. (See page 48 on Medical Practitioners and all Common Shareholders Medical Benefits)

- (b) Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

As provided under the Issuer's Articles of Incorporation transfer or otherwise disposal of shares shall observe the following priorities:

1. First Priority - to the corporation which must exercise its option within thirty (30) days from the date of receipt of the written offer by the Secretary of the corporation.
2. Second Priority - to holders of founder's shares who must exercise their option within a period of thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation.
3. Third Priority - to holders of common shares who must likewise exercise the option within a period of thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation.
4. Fourth Priority - to outsiders who must likewise exercise the option within a period of thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation.

The foregoing restrictions shall not apply to the dispositions by the stockholders by will, donation, inheritance, bequest, and related transfer of said shares.

16. Source of the aforementioned shares offered for sale (select all that apply):

<input checked="" type="checkbox"/>	Primary (from the unissued portion of the Authorized Capital Stock)
<input type="checkbox"/>	Secondary Selling Shareholders

Secondary Offering

17. If any of the securities to be registered are to be offered for the account of shareholder, name each such security holder, indicating the following: Not Applicable

Name of Selling Shareholder	Class of Securities Offered	No. of Shares Offered for Sale	Offer Price	Issue Value
N/A				

18. The selling shareholder/s (select all that apply):

<input type="checkbox"/>	Certifies as to the accuracy of any part of the registration statement contributed to
<input type="checkbox"/>	Certifies that he/she is the legitimate beneficial owner of the securities.

19. Are these securities to be registered under a delay or continuous offering?

Yes No

Series of Offer	Class	Amount (Max Offering)	No. of Shares	No. of Blocks to be Offered (15 shares per block)	Total (Php)
1 st Offer	Common	10,000.00	18,000	1,200	180,000,000.00
2 nd Offer	Common	20,000.00	21,000	1,400	420,000,000.00
3 rd Offer	Common	26,666.67	15,000	1,000	400,000,000.00

The 3,600 blocks of shares shall be offered in tranches, through a series of offerings at an offer price in progressive amounts. The first 18,000 shares or 1,200 blocks shall be sold at Php

150,000.00 per block. The next 21,000 shares or 1,400 blocks shall be sold at Php 300,000.00 per block. The last 15,000 shares or 1,000 blocks shall be sold at Php 400,000.00 per block. The blocks shall be sold at a first come-first served basis, subject to pre-qualification procedures.

Recent sale of Unregistered or Exempt Securities

Furnish the following information as to all securities of the registrant sold by it within the past three (3) years which were not registered under the Code. Include sales of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities, and new securities resulting from the modification of outstanding securities. Indicate whether the issuer received written confirmation from the Commission under SRC Rule 10.1 that such exemptive relief from registration was available and, if so, the date such confirmation was issued:

Class of Securities Sold	Purchasers	Consideration	Exemption from Registration Claimed
Common	Atty. Ronald D. Policarpio	<u>Paid</u>	N/A
Common	Dr. Alex Cerrillio	<u>Paid</u>	N/A
Common	Dr. James Robertson C. Pichel	<u>Paid</u>	N/A

Determination of the Offer Price

Discuss the various factors considered in determining the offering price of the securities for registration.

The following factors may be relevant to the price at which the securities are being offered: after-tax earnings, price/earnings multiple, net tangible book value per share.

The Offer Price per series as offered to the public was determined in consideration of several factors including, but not limited to: the date of purchase relative to the completion of the construction and operation of the Hospital; the total remaining construction and development costs; price of shares of similar institutions; the market demand vis-à-vis the number of applicants the Hospital may serve and accommodate; risks undertaken by the original stockholders; the exclusive and premium nature of the Hospital and its intended patients and the acceptability of the pricing strategy with the prevailing market.

The Breakdown of the Offer is presented as follows:

Series of Offer	Number of Blocks (15 shares per block)	Maximum Proposed Selling Price Per Block
1 st Offer	1,200	Php 150,000.00
2 nd Offer	1,400	Php 300,000.00
3 rd Offer	1,000	Php 400,000.00

Dilution

Where common equity securities are being registered and there is a substantial disparity between the public offering price and the effective cash cost to officers, directors, promoters and affiliated persons of common equity acquired by them in transactions during the past five (5) years, or which they have the right to acquire, and the registrant is not subject to the reporting requirements of Section 17 of the Code immediately prior to filing of the registration statement, there shall be included a comparison of the public contribution under the proposed public offering and the effective cash contribution of such persons. In such cases, and where common equity securities are being registered by a registrant that has had losses in each of its last three fiscal years, or from inception if shorter, and there is a material dilution of the purchasers' equity interest, the following shall be disclosed:

- (1) The net tangible book value per share before and after the distribution. For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research and development costs, pre-operating costs, and similar intangible assets) minus total liabilities.
- (2) The amount of the increase in such net tangible book value per share attributable to the cash payments made by purchasers of the shares being offered; and
- (3) The amount of the immediate dilution from the public offering price which will be absorbed by such purchasers.

The net tangible book value of the Issuer as of December 31, 2023 is Php 177,335,320 or Php 580.67 per share, which represents the Issuer's total assets (excluding intangible assets) less total liabilities. The Issuer's net tangible book value per share represents the net tangible book value divided by the number of common shares outstanding.

The Issuer's adjusted total assets after receipt of the net proceeds from the Offer, estimated to be at Php 997,558,445.00, is Php2,009,351,863. Taking into account the adjusted total assets and the increase of 54,000 common shares subject of the Offer, the adjusted net tangible book value is 1,174,893,765.00 or Php 3,263.59 per share or an increase of Php 2,682.92 per share for the existing shareholders of the Issuer. There is an average dilution of Php 15,625.30 per share to the investors who purchased the Offer Securities.

The dilution in the book value per share represents the estimated difference between the Offer Price and approximate adjusted tangible book value per share immediately following the completion of the Offer.

The following table illustrates dilution on a per share basis based on the Series of Offer Prices as of December 31, 2023.

	Existing Shareholder	Buyer of 1 st tranche - 1,200 blocks	Buyer of 2 nd tranche - 1,400 blocks	Buyer of 3 rd tranche - 1,000 blocks
Offer price per Share (Php)	1,000.00	10,000.00	20,000.00	26,666.67
<u>Net tangible book value per share as of Dec 31, 2023</u> <u>(Php 177,335,320.00 / 305,400 common shares</u>	<u>580.67</u>	-	-	-

<u>Net tangible book value per share after Offer (Php 1,174,893,765.00/359,400 common shares)</u>	<u>3,263.59</u>	<u>3,263.59</u>	<u>3,263.59</u>	<u>3,263.59</u>
<u>Increase (Dilution) per share</u>	<u>2,682.92</u>	<u>(6,736.41)</u>	<u>(16,736.41)</u>	<u>(23,403.08)</u>

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.

Terms and Conditions of the Offer

Issue Size	P1,000,000,000.00
Offer Shares	54,000 shares for a minimum subscription of 15 shares per block.
Offer Period	From approval until consumption/fully subscribed
Terms and Manner of Payment	Cash/Installment
Eligible Applicant	Medical specialists, relatives of medical specialists, and the public.

Restriction on Ownership	<p><u>As provided under Article VII of the Amended Articles of Incorporation of the Issuer.</u></p> <p><u>The authorized capital stock of the corporation is THREE HUNDRED SIXTY MILLION (PHP 360,000.000) PESOS divided into:</u></p> <ul style="list-style-type: none"> a. <u>THREE HUNDRED FIFTY NINE THOUSAND FOUR HUNDRED (359,400) COMMON shares with a par value of ONE THOUSAND (Php 1,000.00) PESOS per share:</u> b. <u>SIX HUNDRED (600) FOUNDER'S shares with a par value of ONE THOUSAND (Php 1,000.00) PESOS per share.</u> <p><u>The transfer, or otherwise disposition of shares of stocks of the corporation shall likewise be subject to the following priorities: a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; b. Second Priority- to the holders of Founder's Shares, who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; c. Third Priority- to holders of common shares who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; d. To outsiders who must likewise exercise its option within thirty (30) days from the date of receipt of the written offer by the Secretary of the Corporation. The foregoing restrictions shall not apply to the dispositions by the stockholders by will, donation, inheritance, bequest, and related transfer of said shares.</u></p>
Documentary Requirements:	Duly accomplished forms and proof of identity
Corporate Applicants	Yes, only 1 assignee of the Corporation will be allowed to utilize the rights and privileges given by the Issuer
Institutional Applicants	Yes

<p>Right to Accept, Reject and Scale Down Applications</p>	<p>The act of purchasing the securities being offered does not automatically entitle such purchaser to practice his profession, use the facilities and enjoy the privileges of a stockholder of the Issuer, although it is a prerequisite.</p> <p>Physicians who are subscribers to at least one (1) block or fifteen (15) shares of the capital stock and have paid in full may be allowed to practice. Such purchasers have to undergo the required screening process and must possess the minimum requirements as may be determined by the Hospital.</p> <p>After successfully passing this process, the applicant shall then be entitled to the privilege to practice in the Hospital, subject to restrictions, limitations, and obligations as may be imposed by the Hospital pursuant to its rules and duly approved resolutions. Medical specialists who have been granted the right to practice shall continuously possess the required qualifications and may be subjected to post-qualification assessment to ensure the quality of service provided by the Hospital.</p>
<p>Refunds</p>	<p>In the event the project for which the securities of the Hospital are sold, is for any reason, not completed within the periods stated in the prospectus, the Issuer shall refund 50% of the amount of investments of purchasers within thirty (30) business days from receipt of written demand.</p>

<p>Issuance and Transfer Taxes</p>	<p>As provided under Revenue Regulations No. 9-2018 of the Bureau of Internal Revenue regarding the Rules and Regulations Implementing the Increase in the Stock Transfer Tax Under Republic Act No., 10963, otherwise known as the Train Law, on Tax on Sale, Barter or Exchange of Shares of Stock Listed and Traded through the Local Stock Exchange or through Initial Public Offering.</p> <p>There shall be levied, assessed and collected on every sale, barter, exchange, or other disposition of shares of stock listed and traded through the local stock exchange other than the sale by a dealer in securities, a tax at the rate of six-tenths of 1 percent [0.6 percent] of the gross selling price or gross value in money of the shares of stock sold, bartered, exchanged or otherwise disposed which shall be paid by the seller or transferor.</p> <p>Documentary Stamp Tax (DST). On every original issuance of the Hospital, there shall be collected a DST of P2.00 on each P200.00, or fractional part hereof, of the par value of such shares of stock. On secondary sale or transfer of stocks, there shall be collected a DST of P1.50 on each P200.00, or fractional part hereof, of the par value of such shares of stock.</p>
<p>Restriction on the Issuance and Disposal of Shares</p>	<p>The transfer, or otherwise disposition of shares of stocks of the corporation shall likewise be subject to the following priorities: a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; b. Second Priority- to the holders of Founder's Shares, who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; c. Third Priority- to holders of common shares who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; d. To outsiders who must likewise exercise its option within thirty (30) days from the date of receipt of the written offer by the Secretary of the Corporation. The foregoing restrictions shall not apply to the dispositions by the stockholders by will, donation, inheritance, bequest, and related transfer of said shares.</p>
<p>Trading of Securities</p>	<p>The shares will be traded over-the-counter</p>
<p>Others</p>	<p>None</p>

Management Discounts and/or Privileges

20. Does the company provide discounts and/or privileges to its medical and non-medical stockholders?

Disclose in details the discounts and/or privileges

REFLECTED BENEFITS FOR PHYSICIAN SHAREHOLDERS

- I. Medical Staff Membership
- II. Clinical and Decking Privileges: Inpatient and Outpatient
- III. Rights of Practice, Obligations and Conditions
- IV. Medical Benefits

Section 1. Medical Staff Membership

Membership on the medical staff of ACE Medical Center-Zamboanga City, Inc. is a privilege that may be extended to physicians licensed to practice in the Philippines who can document their background, experience, training, demonstrated competence, adherence to the ethics of their profession, their good reputation, their health, and their ability to work with others with sufficient adequacy to assure the medical staff and the Board of Directors that any patient treated by them in the hospital will be given care in accordance with accepted standards within their profession. Such practitioners must continuously meet the qualifications, standards, and requirements set forth by the Corporation, the Philippine Medical Association, and the Boards of Governance in their respective fields of practice.

Section 2. Clinical and Decking Privileges (Discuss in details)

Clinical privileges mean the authorization by a health care entity to a health care practitioner for the provision of health care services, including privileges and membership on the medical staff.

Clinical Privileges for physician stockholders are given priority so that they can select and reserve a clinic space and clinic time slot prior to the start of hospital operations and before applications for visiting consultants' affiliations are accepted. Clinical Privileges to shareholders shall be subject to the availability of the clinic spaces and clinic time slots.

For physician stockholders, the term "decking privileges" refers to the right to be given preference over or recommendations for walk-in patients, who do not have a preferred consultant/physician and/or who are seeking consultation, in accordance with the patient care required from said walk-in patients.

The right to have decking privileges for patients (outpatient and inpatient) as policy provided by the Board of Directors.

The Medical Staff providing clinical services at the Hospital shall be entitled to exercise only those clinical privileges specifically granted to him/her by the credential and privilege committee and Department of Health. Said privileges and services must be Hospital specific, within the scope of any license, certificate or other legal credential authorizing practice and consistent with any restrictions thereon, and shall be subject to the rules and regulations of the Medical Board, as well as any applicable service rules and regulations.

Section 3. Rights to Practice, Obligations and Conditions for Membership - (Discuss in details)

Members of the Medical Staff are expected to cooperate with the Board of Governance and Administration to accomplish the mission of the hospital.

Acceptance of membership on the Medical Staff constitutes the Staff member's agreement that he/she will strictly adhere to the following:

- 1) No clinic subleasing of the slot agreed;
- 2) No fee-splitting or other inducements relating to patient referral;
- 3) Provision of continuous care for his/her patients;
- 4) The delegation of responsibility for diagnosis or care of hospitalized patients to a medical or dental practitioner who is not qualified to undertake this responsibility and/or who is not adequately supervised are not allowed.
- 5) Seek consultation whenever necessary;
- 6) The provision of "ghost" surgical or medical services are not allowed.
- 7) The provision of medical or dental services without indications or inappropriately.

Members of the Medical Staff shall be required to report to the Office of Medical Director immediately upon occurrence of the following:

- (1) any proceeding investigation, formal complaint, or charge concerning their Philippine Drug Enforcement Agency registration;
- (2) any action initiated by any hospital or other health care facility or any regulatory or licensing agency to restrict, modify, or suspend any privilege or license to practice medicine or any other health profession and provide complete information concerning such action;
- (3) any malpractice suit filed against the member and;
- (4) any notice received by the staff member from any physician review organization (PRO) concerning reasonableness, medical necessity, appropriateness, or quality of services.

Failure to fulfill Medical Staff membership obligations as set forth in this agreement, the rules and regulations of the Corporation, its respective departments shall be grounds for corrective action if deemed necessary and the Corporation may declare the Shares as delinquent in accordance with the procedure set forth in the Corporation's Articles of Incorporation and By-Laws.

REFLECTED BENEFITS FOR ALL SHAREHOLDERS

Section 4. Medical Benefits and Discounts

MANAGEMENT DISCOUNTS AND BENEFITS FOR SHAREHOLDERS OF ACEMCZ

SHAREHOLDER & SPOUSE

A. NON-COVID BENEFITS

- Free Regular Room Accommodation for 45 days of admission
- Special discounts on the following:
 - 1) Laboratory tests for twenty percent (20%);
 - 2) Rehab - Physical Therapy for twenty percent (20%);
 - 3) Radiologic procedures such as X-Ray, CT-Scan, Ultrasound, Mammography and MRI for twenty percent (20%);
 - 4) Cardiology procedures such as ECG, EEG, Treadmill, and 2dEcho for twenty percent (20%);
 - 5) CSR (Central Supply) and OR (Operating Room) materials use for five percent (5%);
 - 6) OR (Operating Room), ER (Emergency Room), DR (Delivery Room) Fees for five percent (5%);

B. COVID BENEFITS

- Special discount per day for room accommodation and Professional Fees for OPD and the following:
 - 1) Laboratory tests for five percent (5%);
 - 2) Rehab – Physical Therapy for five percent (5%);
 - 3) Radiologic procedures such as X-Ray, CT-Scan, Ultrasound, Mammography and MRI for five percent (5%);
 - 4) Cardiology procedures such as ECG, EEG, Treadmill, and 2dEcho for five percent (5%);
 - 5) CSR (Central Supply) and OR (Operating Room) materials for five percent (5%);
 - 6) OR (Operating Room), ER (Emergency Room), DR (Delivery Room) Fees for five percent (5%).

The Shareholder and his/her Spouse shall be given benefits, albeit with different rates, if treated as Non-Covid or Covid Patients.

PARENTS AND DEPENDENTS

A. NON-COVID BENEFITS

- Special Discounts on the following:
 - 1) 45 Days Room Accommodation (Subject to availability)
 - 2) Laboratory tests for fifteen percent (15%);
 - 3) Rehab – Physical Therapy for fifteen percent (15%);
 - 4) Radiologic procedures such as X-Ray, CT-Scan, Ultrasound, Mammography and MRI for fifteen percent (15%);
 - 5) Cardiology procedures such as ECG, EEG, Treadmill, and 2dEcho for fifteen percent (15%);
 - 6) OR (Operating Room), ER (Emergency Room), DR (Delivery Room) Fees for 2.5% percent;
 - 7) CSR (Central Supply) and OR (Operating Room) materials for 2.5%percent.

B. COVID BENEFITS

- Special discount on all of the following:
 - 1) Laboratory tests for fifteen percent (15%);
 - 3) Rehab – Physical Therapy for fifteen percent (15%);
 - 4) Radiologic procedures such as X-Ray, CT-Scan, Ultrasound, Mammography and MRI for fifteen percent (15%);
 - 5) Cardiology procedures such as ECG, EEG, Treadmill, and 2dEcho for fifteen percent (15%);
 - 6) OR (Operating Room), ER (Emergency Room), DR (Delivery Room) Fees for 2.5%percent;
 - 7) CSR (Central Supply) and OR (Operating Room) materials for 2.5%percent.

The Parents and Dependants of the Shareholder shall enjoy the same benefits whether treated as Non-Covid or Covid Patients.

Definition of Dependents.

- 1) Legitimate or legally adopted single children under 21 years old;
- 2) Acknowledged illegitimate single children under 21 years old;
- 3) Children of any age with disability (PWD);
- 4) Natural parents of Stockholders.

The company will only grant one discount ID (for holders of Senior Citizen ID or PWD ID).

Duration. Management discounts shall be enjoyed for the duration of forty-five (45) days per annum per stockholder/dependent, noncumulative (i.e. no carry over to the next year), and non-transferable.

Effectivity. The above management discounts shall commence only upon full payment of shares of stocks subscribed, certified, and verified by the Corporate Secretary or his/her duly authorized staff.

Health insurance benefits, of whatever kind or nature, or other health-related entitlements granted by law or contract, whenever applicable, shall be deducted first before determining the amount subject to discounts under the above schedule of management discounts.

Investor Restrictions

21. Is the offering subject to any other Investor restrictions? Yes No

22. Are the securities subject to any resale restrictions by the Issuer? Yes No

Yes, as provided under Article VII of the Issuer's Amended Articles of Incorporation which provides that: The transfer, or otherwise disposition of shares of stocks of the corporation shall likewise be subject to the following priorities: a. First Priority-to the corporation which must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; b. Second Priority- to the holders of Founder's Shares, who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; c. Third Priority- to holders of common shares who must exercise its option within thirty (30) days from date of receipt of the written offer by the Secretary of the Corporation; d. To outsiders who must likewise exercise its option within thirty (30) days from the date of receipt of the written offer by the Secretary of the Corporation.

PLAN OF DISTRIBUTION

23. List the persons or companies who will offer and sell the securities on behalf of the Issuer:

<u>Name</u>	<u>Relationship to Issuer</u>	<u>Address</u>	<u>Contact No.</u>	<u>Compensation received for selling securities</u>
1) <u>Dr. Kristine H. Bantala-Supnet</u>	<u>Employee</u>	<u>Zamboanga City</u>	<u>0917-7799816</u>	<u>N/A</u>
2) <u>Dr. Linda Ann D. Belleza</u>	<u>Employee</u>	<u>Zamboanga City</u>	<u>0917-7799816</u>	<u>N/A</u>

The Issuer may hire licensed brokers of securities and assign other in house employees and over the counter sales personnel to be appointed and trained by the Issuer.

Outline briefly the plan of distribution of any securities to be registered.

The Issuer shall market and offer the securities through its in-house employees who shall be appointed and trained by the Issuer who are well versed with Hospital services and

operations. The Issuer may likewise engage the services of licensed brokers of securities to market and sell the Offer Securities.

Purchasers of the Offer Securities may avail of different terms in acquiring the Offer Securities, either via Direct Cash Payment or Deferred Payment Plan.

Sample:

<u>No. of Shares to Subscribe</u>	<u>Amount Due</u>	<u>Period to Pay</u>	<u>Down Payment</u>
<u>15</u> <u>(Minimum of 15 shares)</u>	<u>P 150,000,00.00 -</u> <u>Php 400,000.00</u>	<u>6 months</u>	<u>50%</u>
		<u>1 year (12 months)</u>	
		<u>2 years (24 months)</u>	

CAPITALIZATION

Capital Stock

Authorized Capital Stock	Par Value (Php)	No. of Shares Subscribed		Paid-Up Amount (Php)	
		Founder	Common	Founder	<u>Common Shares (As of December 31, 2023)</u>
360,000 shares	1,000.00	600	305,400	600,000.00	<u>288,000,000.00</u>
Total	360,000,000.00	600	305,400	600,000.00	<u>288,000,000.00</u>

OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

Outstanding Securities

24. For each class of the Issuer's securities, indicate the total number of outstanding securities and the total number of securities the Issuer is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Securities Outstanding	Securities the Issuer is Authorized to Issue
<u>Common</u>	<u>305,40</u>	<u>54,000</u>
<u>Founder</u>	<u>600</u>	
TOTAL	<u>306,000</u>	<u>54,000</u>

Description of Securities

a) Founder's Share – as provided under the Issuer's Amended Articles of Incorporation, the holders of the Founder's shares shall have the exclusive right to vote and be voted upon in the election of Directors for a period not to exceed five (5) years. The five- year period has already lapsed from the date of Issuer's incorporation.

b) Common Share – holders of Common shares have cumulative voting rights.

c) Preferred Shareholders – as provided under the Issuer's Amended Articles of Incorporation, the shares are convertible to common shares anytime upon the discretion of the board of directors.

The Board of Directors, in a Board Resolution, dated 27 November 2021, converted the preferred shares to common shares which was duly approved by the SEC on 7 March 2024. ¶

Stockholders

Original Stockholders

25. Provide the names of the original stockholders, class of securities, number of shares held and percentage of total shares held over outstanding shares.

No	Name	Class of Securities	Shares Held	Amount (PhP)	%
1	ANG, ALEX CHING MAN W.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
2.	BANTALA, KRISTINE H.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
3.	BADDIRI, ABUBAKAR T.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
4.	BAZAN, JAYBEE D.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
5.	BELLEZA, LINDA ANN D.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
6.	BIRON, FERJENEL G.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
7.	BUENAVENTURA, MARILOU R.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
8	CARLOS, FERNANDO P.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	

No	Name	Class of Securities	Shares Held	Amount (PhP)	%
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
9.	CARLOS, JULIETA B.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
10.	CERNA-LOPEZ, GEANIE A.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
11.	CU, DOROTHY MILDRED S.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
12.	CU, EUGENIO G.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
13.	CONCEPCION, PASCUALITO I.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
14.	DE LEON, MARIA RHODORA G.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
15.	DE LEON, ROBERTO M.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
16.	ENRIQUEZ, AMADO MANUEL C., JR.	FOUNDER	80	80,000.00	13.33%
		COMMON	6,000	6,000,000.00	
		PREFERRED	6,000	6,000,000.00	
		TOTAL	12,080	12,080,000.00	
17.	ENRIQUEZ, MICHAEL EDWARD R.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
18.	ENRIQUEZ, MIGUEL R.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
19.	ENRIQUEZ, MARILYN R.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
20.	ESTRELLA, LEILA NELIA L.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
21.	GIMENA, GIOVANNI PAOLO C.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	

No	Name	Class of Securities	Shares Held	Amount (PhP)	%
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
22.	GILLER, ELIZABETH AILEEN G.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
23	GO, LILIA L.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
24.	GO, DAISY T.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
25.	GO, JANE T.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
26.	JAMIRI, AL-RADJID J.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
27.	LOONG, TITINA F.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
28.	LORENZO, ARMANDO JR. A.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
29.	NOLASCO, FELIX P.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
30	NOLASCO, MARIA EULENA	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
31.	ORILLAZA, GENEROSO M.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
32.	ORILLAZA, MARISSA	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
33.	ORILLAZA, DANILO	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
34.	ONG, ROMEO A.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	

No	Name	Class of Securities	Shares Held	Amount (PhP)	%
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
35.	PANG, ALEX JR. Y.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
36.	PICHEL, JAMES ROBERTSON C.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
37.	ROJAS, LIZA LESLIE I.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
38.	SAHI, LEIZA G.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
39.	SAHIJUAN, MARYAM LIZBETH L.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
40.	SAMOY MARIETTA T.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
41.	SAMOY NOLI JR. T.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
42.	SING, MARIANNE W.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
43.	SINGKEE, JULRATAG H.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
44.	TAN, KIM C.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
45.	TAMIN, JONATHAN JOHN F.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
46.	TEVES, ADRIAN EMMANUEL D.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	
		PREFERRED	750	750,000.00	
		TOTAL	1,510	1,510,000.00	
47.	TORREGOSA, MARY ANN R.	FOUNDER	10	10,000.00	1.67%
		COMMON	750	750,000.00	

No	Name	Class of Securities	Shares Held	Amount (PhP)	%
48.	WEE, PAULINE CORAZON L.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
49.	UY, RUVELINDA GRACE A.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
50.	URAO, ZAIDA S.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
51.	YACOB-PINGLI, AEESHA M.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
52.	YAP, DANNY JR. F.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
53.	YU, EUGENE Y.	PREFERRED	750	750,000.00	1.67%
		TOTAL	1,510	1,510,000.00	
		FOUNDER	10	10,000.00	
		COMMON	750	750,000.00	
TOTAL			90,600	90,600,000.00	100%

Current Stockholders

26. Provide the names of the current stockholders, class of securities, number of shares held and percentage of total shares held over outstanding shares. ___ Same as Above

1	ANG, ALEX CHING MAN W. FILIPINO CC CLIMACO AVENUE ZAMBOANGA CITY	FOUNDER	10	10,000.00	2.12%
		COMMON	6,490	6,490,000.00	
		TOTAL	6,500	6,500,000.00	
2.	BANTALA, KRISTINE H. FILIPINO 1ST ROAD LOPEZ SUBDIVISION UPPER CALARIAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	3.27%
		COMMON	9,990	9,990,000.00	
		TOTAL	10,000	10,000,000.00	
3.	BADDIRI, ABUBAKAR T. FILIPINO BALIWASAN SEASIDE SUBD. ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	
4.	BAZAN, JAYBEE D. FILIPINO #6 PUTIK MCLL HIGHWAY ZAMBOANGA CITY	FOUNDER	20	20,000.00	2.94%
		COMMON	8,980	8,980,000.00	
		TOTAL	9,000	9,000,000.00	

5.	BELLEZA, LINDA ANN D. FILIPINO 28-C ALEJO ALVAREZ ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	
6.	BIRON, FERJENEL G. FILIPINO DOLLAR CORNER PESO ST., BANKERS' VILLAGE, JARO, ILOILO CITY	FOUNDER	30	30,000.00	5.88%
		COMMON	17,970	17,970,000.00	
		TOTAL	18,000	18,000,000.00	
7.	CONCEPCION, PASCUALITO I. FILIPINO PUROK 5 NEW HIGHWAY THNS DRIVE, TALISAYAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
8.	ESTRELLA, LEILA NELIA L. FILIPINO LOT 1 BLOCK 2 MELROSEVILLE SUBD DIVISORIA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
9.	GIMENA, GIOVANNI PAOLO C. FILIPINO 132-1 ST. IGNATIUS SUBDIVISION, CABATO ROAD, TETUAN, ZAMBOANGA CITY	FOUNDER	20	20,000.00	7.35%
		COMMON	22,480	22,480,000.00	
		TOTAL	22,500	22,500,000.00	
10.	CHAN, SHIRLEY C. FILIPINO 21 SAN JOSE ROAD, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
11.	CHUA, DUSTIN KAYNE A. FILIPINO 159-A SAN JOSE ROAD, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
12.	GO, ALLAN T. FILIPINO 467-A STA.MARIA ROAD, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
13.	LEE, PATRICK G. FILIPINO CAMANCHILE STREET, BALINGBING DRIVE, BRGY. ZONE 3, ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.47%
		COMMON	4,490	4,490,000.00	
		TOTAL	4,500	4,500,000.00	
14.	TUBIO, GERALDINE L. FILIPINO SUMMERHILL SUBDIVISION, PASONANCA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
15.	GILLER, ELIZABETH AILEEN G. FILIPINO 258 MAYON STREET, QUEZON CITY	FOUNDER	20	20,000.00	3.92%
		COMMON	11,980	11,980,000.00	
		TOTAL	12,000	12,000,000.00	
16.	GO, LILIA L. FILIPINO 188 GOV. RAMOS AVENUE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	2.94%
		COMMON	8,990	8,990,000.00	
		TOTAL	9,000	9,000,000.00	

17	CHAN, MARY ELAINE O. FILIPINO VICENTE CHAN BLDG., CANELAR STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
18	TAN, YOLANDA M. FILIPINO 172 CALLE REAL, MERCEDES, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
19.	GO, DAISY T. FILIPINO 20 TOMAS CLAUDIO EXTENSION, ZAMBOANGA CITY	FOUNDER	10	10,000.00	2.94%
		COMMON	8,990	8,990,000.00	
		TOTAL	9,000	9,000,000.00	
20.	LIM, JOSEPH DENNIS J. FILIPINO DE LEON STREET, STA. MARIA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
21.	GO, JANE T. FILIPINO 20 TOMAS CLAUDIO EXTENSION, ZAMBOANGA CITY	FOUNDER	10	10,000.00	2.94%
		COMMON	8,990	8,990,000.00	
		TOTAL	9,000	9,000,000.00	
22.	TUBURAN, GOLDIEROSE L. FILIPINO SAN LORENZO DRIVE, C. ATILANO ST., TETUAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
23.	JAMIRI, AL-RADJID J. FILIPINO BLOCK 3, LOT 3, ISLAND GREEN HOMES, KASANYANGAN, ZAMBOANGA CITY	FOUNDER	20	20,000.00	2.94%
		COMMON	8,980	8,980,000.00	
		TOTAL	9,000	9,000,000.00	
24	LOONG, TITINA F. FILIPINO KM. 4 PASONANCA ROAD, PASONANCA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
25.	LORENZO, ARMANDO JR. A. FILIPINO 8 JADE STREET, JOHNSTON SUBDIVISION, SAN JOSE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
26.	ONG, ROMEO A. FILIPINO 57 DURAMOS DRIVE, PASONANCA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
27.	PANG, ALEX, JR. Y. FILIPINO JULIO GO BUILDING, TOMAS CLAUDIO STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
28.	PICHEL, JAMES ROBERTSON C. FILIPINO 133 CANELAR STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	7.84%
		COMMON	23,990	23,990,000.00	
		TOTAL	24,000	24,000,000.00	

29.	ESTRELLADO, ROMELL-CESAR R. FILIPINO GOVERNOR RAMOS, SAN ROQUE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
30.	GO, EMILY Y. FILIPINO 64 CAMPANER STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
31.	ONG, KENNETH MANN W. FILIPINO BAY GARDEN CLUB & RESIDENCES 7-J MANDARIN POWER METROPOLITAN PARK, MACAPAGAL BOULEVARD, PASAY CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
32.	ONGCHUA, RONALD A. FILIPINO EMERALD STREET, JOHNSTON SUBDIVISION, SAN JOSE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
33.	REQUINTO, ALBERTO V. FILIPINO ZONE 1, BRGY. CAWIT, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
34.	ROJAS, LIZA LESLIE I. FILIPINO 715 JALON DRIVE, COMET STREET, TUMAGA PORCENTRO, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
35.	SAHI, LIEZA G. FILIPINO UNIT 6, HAMSIRANI APARTMENT CRYSTAL STREET, JOHNSTON SUBD., ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	
36.	SAHIJUAN, MARYAM LIZBETH L. FILIPINO 51 M 4TH STREET, MARCOS DRIVE PUTIK, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
37.	SING, MARIANNE W. FILIPINO SAMPALOC, CAMANCHILE DRIVE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
38.	SINGKEE, JULRATAG H. FILIPINO JULIAN DRIVE, CANELAR, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
39.	TAN, KIM C. FILIPINO 222 GOVERNOR ALVAREZ STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	
40.	TAMIN, JONATHAN JOHN F. FILIPINO 155-A SAN JOSE STREET, ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	

41.	TORREGOSA, MARY ANN R. FILIPINO LOT 3, A&W SUBD., SUN STREET, TUMAGA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
42.	WEE, PAULINE CORAZON L. FILIPINO VHW/PH BLDG. VETERANS AVENUE, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
43.	UY, RUVELINDA GRACE A. FILIPINO 1034-B, 5TH ST., AURORA VILLAGE, GUIWAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	2,990,000.00	
		TOTAL	3,000	3,000,000.00	
44.	URAO, ZAIDA S. FILIPINO BLOCK 7, LOT 3, TOWNSVILLE SUBDIVISION, SAN ROQUE, ZAMBOANGA CITY	FOUNDER	20	20,000.00	2.94%
		COMMON	8,980	8,980,000.00	
		TOTAL	9,000	9,000,000.00	
45.	YAHCOB-PINGLI, AEESHA M. FILIPINO ZONE 4, TALABAAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	4.90%
		COMMON	14,990	14,990,000.00	
		TOTAL	15,000	15,000,000.00	
46.	BALAIS, VILMA V. FILIPINO 1447 MEDFIELD AVENUE, BALTIMORE, MARYLAND, USA	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
47.	GOCHUCO, ROBERT S. FILIPINO BLK. 7, LOT 17, VILLA ASUNCION SUBDIVISION, DON ALFARO ST., INTERIOR TETUAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
48.	LIM, MARK KRIST C. FILIPINO 83-A MARQUEZ DRIVE, ESTRADA STREET, TETUAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
49.	MARAVILLA, ARNEL O. FILIPINO RIVERA DRIVE, DON ALFARO STREET, TETUAN, ZAMBOANGA CITY	FOUNDER	10	10,000.00	0.98%
		COMMON	2,990	1,490,000.00	
		TOTAL	3,000	3,000,000.00	
50.	YAP, DANNY JR. F. FILIPINO CADENA DE AMOR, GUIWAN, ZAMBOANGA CITY	FOUNDER	20	20,000.00	2.94%
		COMMON	8,980	8,980,000.00	
		TOTAL	9,000	9,000,000.00	
51.	YU, EUGENE Y. FILIPINO ELADIO FABIAN COMPOUND, STA. MARIA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.14%
		COMMON	3,490	3,490,000.00	
		TOTAL	3,500	3,500,000.00	
52.	ONG, EDUARDO A. FILIPINO FARMER'S DRIVE, GOV. RAMOS AVE., STA. MARIA, ZAMBOANGA CITY	FOUNDER	10	10,000.00	1.96%
		COMMON	5,990	5,990,000.00	
		TOTAL	6,000	6,000,000.00	

53.	POLICARPIO, RONALD D. FILIPINO 12-C BENITEZ STREET, BRGY HORSESHOE, QUEZON CITY	FOUNDER	0	0.00	0.16%
		COMMON	500	500,000.00	
		TOTAL	500	500,000.00	
54.	CERRILLO, ALEX ESCOLASTICO L. FILIPINO ABARRO COMPOUND, UPPER CALARIAN, ZAMBOANGA CITY	FOUNDER	0	0.00	0.16%
		COMMON	500	500,000.00	
		TOTAL	500	500,000.00	

Top 20 Stockholders

27. Provide the names of the Top Twenty (20) principal shareholders who beneficially owns at least 10% interest of each class of securities in the Issuer.

No.	Name	Class of Securities	Shares Held	%
N/A				

Dividends and Dividend Policy

28. Dividends and Dividend Policy

- (a) Discuss any cash dividends declared on each class of its common equity by the registrant for the two most recent fiscal years and any subsequent interim period for which financial statements are required to be presented by SRC Rule 68 if applicable.
- N/A
- (a) Describe any restriction that limits the ability to pay dividends on common equity or that are likely to do so in the future.

Pursuant to the above Term Loan Agreement, the Issuer may not, among others, declare or pay dividends to its stockholders or partners (other than dividends payable solely in shares of its capital stock) or retain, retire, purchase or otherwise acquire any class of its capital stock, or make any other capital or other asset distribution to its stockholders or partners, until full payment of the amount due under the Term Loan Agreement. (Section 6.02)

The Negative Covenant under the Term Loan Agreement provides:

"Section 6.02. Negative Covenants

For so long as this Agreement is in effect and until payment in full of the Loan and all other amounts due under the Agreement, the Borrower covenants and agrees that, unless the Lender shall otherwise consent in writing, it will not:

- (a) Change in Business or Scope of Project - Make or permit any material change in the character of its business from that being carried on at the date of the Agreement, or engage in any business operation or activity other than those for which it is presently authorized by law.
- (b) Change of Ownership or Management -Permit any material change in ownership or Control of its business or of its capital stock or in the composition of its top - level management.

(c) Incur Additional Loan - Incur any long - term debt or increase its long - term borrowings with other banks or financial institutions.

(d) Act as Surety - Act as guarantor or surety or otherwise be directly and indirectly contingently liable for any obligation of any person.

(e) Declaration or Payment of Dividends - Declare or pay dividends to its stockholders or partners (other than dividends payable solely in shares of its capital stock) or retain, retire, purchase or otherwise acquire any class of its capital stock, or make any other capital or other asset distribution to its stockholders or partners.

(f) Sale of Assets - Sell, lease, transfer or otherwise dispose of all or substantially all of its properties and assets, divest any of its existing investments therein or consolidate or merge (except where it is the surviving entity) with any other person.

(g) Loans and Advances to any Entity - Extend any loans, advances or subsidies to any corporation, partnership, firm or entity owned by the Borrower or in which it may have equity, other than advances in the ordinary course of business provided that the debt - to - equity ratio of the Borrower is maintained.

(h) Loans and Advances to Directors , Officers and Stockholders - Extend any loan or advance to any of its directors, officers or stockholders except in the ordinary course of business, on ordinary commercial terms and on the basis of arm's - length arrangements; provided, that any advances from the Borrower's affiliates existing as of the date of this Agreement shall be subordinated to the Borrower's obligations hereunder and provided further that debt - to - equity ratio of the Borrower is maintained .

(i) Negative Pledge - Create or suffer to exist any Lien, security interest, or other charge or encumbrance, or any other type of preferential arrangement, upon or with respect to any of its properties, or assign any right to receive income for the purpose of securing any other debt.

(j) Debt to Equity Ratio - Permit the ratio of its total debt - to - stockholders ' equity to exceed 2:1 at any time during the entire term of the Loan. For purposes hereof, the term "total debt" shall mean the aggregate amount of all short - term and long - term liabilities of the Borrower. "Total stockholders ' equity " shall mean the aggregate of issued capital stock, surplus reserves, retained earnings account and any incremental revaluation on a balance sheet of the Borrower, computed in accordance with generally accepted accounting principles.

(k) Current Ratio - It will not permit the ratio of its current assets to current liabilities to be less than 1: 1 at any time until after the term of the Loan.

(l) Debt - Service Coverage Ratio - It will not permit the ratio of its net operating Income to total debts to be less than 1x at any time."

(b) Describe company's dividend policy.

The Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash or stock to all stockholders on the basis of outstanding stock held by them as often and at such times as decided by the Board of Directors.

The Board of Directors may declare dividends out of the unrestricted retained earnings which shall be payable in cash or in stock to all stockholders on the basis of outstanding stock held by them, provided that any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses, while stock dividends shall be withheld from the delinquent stockholders until their unpaid subscription is fully paid, provided further that no stock dividend shall be issued without the approval of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a regular or special meeting duly called for the purpose.

BOARD OF DIRECTORS

Directors

29. The table below sets forth each member of the Board of Directors of the Issuer as of the date of the Prospectus:

No	Name	Age	Position	Citizenship	Year Appointed
1	<u>ONG, ROMEO A.</u>	<u>72</u>	<u>Director/ Chairman</u>	<u>Filipino</u>	<u>2023</u>
2	<u>LEE, PATRICK G.</u>	<u>55</u>	<u>Director/ Vice Chairman</u>	<u>Filipino</u>	<u>2024</u>
3	<u>PICHEL, JAMES ROBERTSON C.</u>	<u>49</u>	<u>Director/Pres</u>	<u>Filipino</u>	<u>2018</u>
4	<u>TAMIN, JONATHAN JOHN F.</u>	<u>45</u>	<u>Director/VP</u>	<u>Filipino</u>	<u>2023</u>
5	<u>GIMENA, GIOVANNI PAOLO C.</u>	<u>52</u>	<u>Director/COS</u>	<u>Filipino</u>	<u>2023</u>
6	<u>SAHL, LIEZA G.</u>	<u>53</u>	<u>Director/CFO</u>	<u>Filipino</u>	<u>2018</u>
7	<u>TAN, YOLANDA M.</u>	<u>65</u>	<u>Director/ Auditor</u>	<u>Filipino</u>	<u>2024</u>
8	ATTY. POLICARPIO, RONALD D.	46	Independent Director	Filipino	2022
9	DR. CERILLO, ALEX ESCOLASTICO L.	<u>68</u>	Independent Director	Filipino	2022

Business and Work Experience

30. Provide information on the business and/or professional working experience of the above-named Directors for the past five (5) years:

No	Name	Business and/or Professional Work Experience
1	<u>ONG, ROMEO A.</u>	<p><u>Chairman of the Board, 2018-2019; 2022 - Present</u></p> <p><u>PROFESSIONAL EXPERIENCE</u></p> <ul style="list-style-type: none"> - <u>Assistant Secretary of Health</u> <u>Department of Health, July 2020-June 2022</u> - <u>Chief of Hospital III/Medical Center Chief II</u> <u>Zamboanga City Medical Center, Zamboanga City,</u> <u>Dec 2003-Feb 2018</u> - <u>Chief of Hospital II</u> <u>MHARS Medical Center, Ozamiz City</u> <u>May 2002-Nov 2003</u> - <u>Medical Specialist II/Medical Specialist III (OIC Chief)</u> <u>Dr. Jose Rizal Memorial Hospital, Dapitan City</u> <u>2000-April 2002</u> - <u>Chief of Hospital I</u> <u>Siocon District Hospital, Siocon, Zamboanga del Norte</u> <u>1992-1999</u> - <u>Chief of Hospital (Medical Specialist I)</u> <u>Labuan Public Hospital, Labuan, Zamboanga City</u> <u>1986-1991</u> - <u>Rural Health Physician</u> <u>Integrated Provincial Health Office</u> <u>Datu Halun Memorial Hospital</u> <u>Bongao, Tawi Tawi</u> <u>1983-1986</u>
2	<u>LEE, PATRICK G.</u>	<p><u>Vice-Chairman of the Board, Present 2024</u></p> <p><u>PROFESSIONAL EXPERIENCE</u></p>

No	Name	Business and/or Professional Work Experience
		<p>- <u>VP/GENERAL MANAGER</u> <u>RGL Aluminum and Glass House</u> <u>25 Years</u></p> <p>- <u>PRESIDENT</u> <u>SERVE ACCESS CORPORATION</u> <u>31 Years</u></p> <p>- <u>CHIEF EXECUTIVE OFFICER (CEO)</u> <u>Isuzu Zamboanga</u> <u>18 Years</u></p> <p>- <u>GENERAL MANAGER/SECRETARY</u> <u>DIPZA Amusement Corporation</u> <u>11 Years</u></p> <p>- <u>OWNER</u> <u>RGL Housing and Property Developer</u> <u>9 Years</u></p>
3	PICHEL, JAMES ROBERTSON C.	<p>President of the Board, 2018-Present; Treasurer, 2016-2017.</p> <p>PROFESSIONAL EXPERIENCE</p> <ul style="list-style-type: none"> - Medical Specialist II, Department of Pediatrics Zamboanga City Medical Center, 2016 – Present - Medical Officer III, Chief Fellow University of the Philippines-Philippine General Hospital, 2012 - Medical Officer III, University of the Philippines-Philippine General Hospital, 2011 – 2012 - Medical Officer III, University of the Philippines-Philippine General Hospital, 2001 – 2003 - Faculty, School of Medicine (Part-Time), Ateneo de Zamboanga University, 2004-2006, 2009-2010, 2014-2019 - Faculty, College of Nursing, Western Mindanao State University, 2005 – 2006
4	TAMIN, JONATHAN JOHN F.	<p><u>Vice-President, 2022-Present; Auditor, 2020 – 2021.</u></p> <p>PROFESSIONAL EXPERIENCE / AFFILIATIONS</p> <ul style="list-style-type: none"> - Medical Specialist (Part-time), Department of Surgery, Zamboanga City Medical Center (ZCMC), Present - Practicing Specialty & Sub-Specialty, Zamboanga City, 2016 – Present <ul style="list-style-type: none"> Zamboanga Doctors Hospital (ZDH) West Metro Medical Center Ciudad Medical Zamboanga (CMZ) Zamboanga Peninsula Medical Center (ZPMC) Brent Hospital, Inc. Hospital De Zamboanga (HDZ) Universidad de Zamboanga Medical Center (UZMC) RT Lim Family Hospital Co.

No	Name	Business and/or Professional Work Experience
		<ul style="list-style-type: none"> - Fellow of the Philippine College of Surgeons, December 2019 - Associate Member of the Philippine Society of Vascular Surgeons, December 2016
5	GIMENA, GIOVANNI PAOLO C.	<p><u>Corporate Secretary, 2022-Present; Vice-President, 2018-2021; Board Member, 2016-2017.</u></p> <p>HIGHLIGHTS</p> <ul style="list-style-type: none"> - More than 20 years of experience in the field of General Surgery - About 25 years in Zamboanga City Medical Center Workforce - Administrator and Manager of the Health Emergency Management Staff (ZCMC-HEMS) - Head In-charge for COVID Referral Facility of ZCMC for Zamboanga Peninsula year 2020 - Representative of ZCMC for Institute for Solidarity in Asia – Panel Discussion Speaker for Advocacy Series of Laban VisMin: Coping, Learning and Rebuilding in the Health Sector 2020 - Former Chair of the Hospital Safety Committee - Chair of the Bids and Awards Committee - Recipient of Loyalty and Service award at ZCMC (December 2018) <p>PROFESSIONAL EXPERIENCE</p> <ul style="list-style-type: none"> - Health Emergency Management Staff (HEMS) Zamboanga City Medical Center 2006-2022 - Chair Bids and Awards Committee, Zamboanga City Medical Center, November 2009 – 2022 - Department of Surgery Zamboanga City Medical Center January 2003 – 2018 - Chair Hospital Safety Committee, Zamboanga City Medical Center, 2018-2021
6	SAHI, LIEZA G.	<p>Treasurer of the Board, 2018-Present; Board Member, 2017</p> <p>PROFESSIONAL EXPERIENCE</p> <ul style="list-style-type: none"> - Medical Specialist III, Zamboanga City Medical Center, March 2020 – Present - Medical Specialist III, Zamboanga City Medical Center, March 2020 – Present - Training Officer – Department of Pediatrics, Zamboanga City Medical Center, September 2018 – Present - Head of Neonatology Center, Zamboanga City Medical Center, November 2015 – Present - Chair – Department of Pediatrics, West Metro Medical Center, May 2015 – Present - Medical Specialist II, Zamboanga City Medical Center, November 2015 – February 2020

No	Name	Business and/or Professional Work Experience
		<ul style="list-style-type: none"> - Head of Neonatal Intensive Care Unit (NICU), Western Mindanao Medical Center, July 11, 2014 – May 2015 - Practicing Pediatrician & Neonatologist in Zamboanga City, January 2010 – Present Zamboanga Doctors Hospital (ZDH) Ciudad Medical Zamboanga (CMZ) West Metro Medical Center Brent Hospital Zamboanga Peninsula Medical Center (ZPMC) Zamboanga City Puericulture & Lying-in Hospital - Practicing Pediatrician & Neonatologist in Iloilo City, July 2007 – October 2009 - Fellowship Training in Neonatology, University of the Philippines – Philippine General Hospital, July 2003 – June 2007 - Practicing Pediatrician with affiliations to the following hospitals, 2000 – 2003 West Visayas State University Medical Center Iloilo Doctors’ Hospital Iloilo Mission Hospital Iloilo St. Paul’s Hospital
7	<u>TAN, YOLANDA A.</u>	<p><u>Auditor, Present 2024</u></p> <p><u>PROFESSIONAL EXPERIENCE</u></p> <ul style="list-style-type: none"> - <u>New Accounts Clerk</u> <u>Monte de Piedad and Savings Bank</u> <u>1980-1983</u> - <u>Bank Teller</u> <u>Monte de Piedad and Savings Bank</u> <u>1983-1985</u> - <u>Loans Bookkeeper</u> <u>Monte de Piedad and Savings Bank</u> <u>1985-1988</u> - <u>Branch Cashier</u> <u>Monte de Piedad and Savings Bank</u> <u>1988-1990</u> - <u>Officer in Charge</u> <u>Monte de Piedad and Savings Bank</u> <u>1990-1993</u> - <u>Branch Manager</u> <u>Monte de Piedad and Savings Bank</u> <u>1993-1995</u> - <u>Senior Manager</u> <u>Keppel Bank</u> <u>1995-1998</u> - <u>Assistant Vice President</u>

No	Name	Business and/or Professional Work Experience
		<u>GE Money Bank</u> <u>1998-2008</u> <u>- President</u> <u>RYT Corporation</u> <u>Until present</u>

31. Other Directorship of Independent Directors

Name of Independent Director	Reporting Company	Year Appointed
ATTY. RONALD D. POLICARPIO	Romulo Mabanta Buenaventura Sayoc & De Los Angeles Law Office - Partner, Corporate Banking & Finance Group Partner	2014
	Citibank Savings, Inc., Philippine Depository and Trust Corp., Linde Group, Bosch, Air Asia, Hann and Widus - Corporate Secretary	Various dates
DR. ALEX ESCOLATISCO L. CERRILLO	Zamboanga City Medical Center - Honorary Consultant	2019
	Brent Hospital and Colleges Inc. - Chairman, Department of Surgery and Operating Room Complex	
	Ateneo de Zamboanga University - Faculty, School of Medicine	

Security Ownership of Directors

The following table shows the security ownership of directors in the common shares of the Company as of August 2022.

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
<u>ONG, ROMEO A.</u>	<u>3,000,000</u>		<u>Filipino</u>	<u>3,000</u>	<u>0.98%</u>
<u>LEE, PATRICK G.</u>	<u>4,500,000</u>		<u>Filipino</u>	<u>4,500</u>	<u>1.47%</u>
<u>PICHEL, JAMES C. ¹</u>	<u>6,000,000</u>	<u>18,000,000</u>	<u>Filipino</u>	<u>24,000</u>	<u>7.84%</u>
<u>GIMENA, GIOVANNI C.</u>	<u>6,000,000</u>	<u>16,500,000</u>	<u>Filipino</u>	<u>22,500</u>	<u>7.35%</u>
<u>TAN, YOLANDA M.</u>	<u>3,000,000</u>		<u>Filipino</u>	<u>3,000</u>	<u>0.98%</u>
<u>SAHI, LIEZA G.</u>	<u>6,000,000</u>		<u>Filipino</u>	<u>6,000</u>	<u>1.96%</u>
<u>TAMIN, JONATHAN F.</u>	<u>6,000,000</u>		<u>Filipino</u>	<u>6,000</u>	<u>1.96%</u>

¹ The nature of indirect ownership of 1) Dr. Pichel, James Robertson; 2) Dr. Gimena, Giovanni Paolo is Section 1 of Rule 3 of the SRC.

POLICARPIO, RONALD D.	500,000		Filipino	500	<u>0.16%</u>
CERRILLO, ALEX E.L.	500,000		Filipino	500	<u>0.16%</u>

MANAGEMENT

Officer, Manager and Key Person

32. Provide background information for each Officer, Manager and Key Person. The term "Key Person" means a person who makes a significant contribution to the business of the Issuer.

Name	DR. JAMES ROBERTSON C. PICHEL
Age	49
Title	PRESIDENT / CEO
Time spent on Issuer's business	Full Time
Hospital affiliation - 5 years	(See Professional Experience Section on p. 65) Zamboanga City Medical Center (ZCMC) Brent Hospital and Colleges, Inc. Zamboanga Doctors' Hospital West Metro Medical Center Ciudad Medical Zamboanga
Education	<u>Elementary</u> : Zamboanga Chong Hua High School (1986) <u>Secondary</u> : Zamboanga Chong Hua High School (1990) <u>College</u> : Bachelor of Science in Nursing - Ateneo De Zamboanga University (1994) <u>Post-graduate</u> : Doctor of Medicine, Ateneo De Zamboanga University (1998); Masters in Healthcare Administration (2018), St. Jude College, Manila <u>Post-grad Internship</u> : Zamboanga City Medical Center (1999) <u>Residency Training</u> : Pediatrics (2003), University of the Philippines, Philippine General Hospital <u>Fellowship Training</u> : University of the Philippines, Philippine General Hospital <u>Sub-specialty Training</u> : Nephrology (2012)

Name	DR. JONATHAN JOHN F. TAMIN
Age	45
Title	<u>VICE-PRESIDENT</u>
Time spent on Issuer's business	Part Time
Hospital affiliation - 5 years	(See Professional Experience Section on p. 66) Zamboanga City Medical Center (ZCMC)

	Zamboanga Doctors Hospital (ZDH) West Metro Medical Center Ciudad Medical Zamboanga (CMZ) Zamboanga Peninsula Medical Center (ZPMC) Brent Hospital, Inc. Hospital De Zamboanga (HDZ) Universidad de Zamboanga Medical Center (UZMC) RT Lim Family Hospital Co.
Education	<u>Elementary</u> : Ateneo de Zamboanga University <u>Secondary</u> : Ateneo de Zamboanga University <u>College</u> : Bachelor of Science in Physical Therapy, Cebu Doctors' College (1999) <u>Post-graduate</u> : Doctor of Medicine, Xavier University, CDO (2004) <u>Post-graduate Internship</u> : Medical Center Manila (2005) <u>Residency Training</u> : General Surgery, Zamboanga City Medical Center (2012) <u>Subspecialty Training</u> : Vascular & Transplant Surgery, National Kidney and Transplant Institute (2017)

Name	DR. GIOVANNI PAOLO C. GIMENA
Age	52
Title	<u>CORPORATE SECRETARY</u>
Time spent on Issuer's business	Part Time
Hospital affiliation - 5 years	(See Professional Experience Section on p. 66) Zamboanga City Medical Center (ZCMC) Brent Hospital and Colleges, Inc. Zamboanga Doctors' Hospital (ZDH) West Metro Medical Center Ciudad Medical Zamboanga (CMZ) Zamboanga Peninsula Medical Center (ZPMC) Universidad de Zamboanga Medical Center (UZMC)
Education	<u>Elementary</u> : Ateneo De Zamboanga (1984) <u>Secondary</u> : Ateneo De Zamboanga (1988) <u>College</u> : Bachelor of Science in Medical Technology, Velez College - Cebu (1992) <u>Post-graduate</u> : Doctor of Medicine, Cebu Institute of Medicine (1996) <u>Post-graduate Internship</u> : Zamboanga City Medical Center (1997) <u>Residency Training</u> : General Surgery, Zamboanga City Medical Center (2002)

Name	DR. LIEZA G. SAHI
Age	53
Title	CFO/ TREASURER
Time spent on Issuer's business	Part Time

Hospital affiliation – 5 years	(See Professional Experience Section on p. 67) Zamboanga City Medical Center (ZCMC) Zamboanga Doctors’ Hospital (ZDH) Ciudad Medical Zamboanga (CMZ) West Metro Medical Center Brent Hospital Zamboanga Peninsula Medical Center (ZPMC) Zamboanga City Puericulture & Lying-in Hospital
Education	Elementary: Iloilo Central Elementary School (1983) Secondary: University of San Agustin (1987) College: Bachelor of Science in Biological Science, West Visayas State University (1991) Post-graduate: Doctor of Medicine, West Visayas State University (1995) Residency Training: Pediatrics (1999), West Visayas State University Medical Center Subspecialty Training: Neonatology (2007), University of the Philippines – Philippine General Hospital

Security Ownership of Officer, Manager and Key Person

The following table shows the security ownership of management in common shares of the Company as of date of prospectus.

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
PICHEL, JAMES C.	6,000,000	<u>18,000,000</u>	Filipino	24,000	<u>7.84%</u>
GIMENA, GIOVANNI C.	6,000,000	<u>16,500,000</u>	Filipino	22,500	<u>7.35%</u>
SAHI, LIEZA G.	6,000,000		Filipino	6,000	1.96%
TAMIN, JONATHAN F.	6,000,000		Filipino	6,000	1.96%

Compensation

33. List the compensation paid by the Issuer to the Chief Executive Officers and four (4) most highly compensated officers other than the CEO, all of whom shall be individually named during the last fiscal year:

SUMMARY COMPENSATION TABLE

Annual Compensation

Name and Principal Position		Year	Salary / Month (PhP)	Bonus (PhP)	Other Annual Compensation	Total
<u>President-CEO</u>	<u>James Robertson C. Pichel, M.D.</u>	<u>2023</u>	<u>30,000</u>	=		<u>360,000</u>
<u>Corporate Secretary</u>	<u>Giovanni Paolo Gimena, M.D.</u>	<u>2023</u>	<u>30,000</u>	=		<u>330,000</u>

34. The Issuer (select all that apply):

√	Expects compensation to change in the next year
	Owes compensation for prior years

The Issuer expects that the Board of Directors shall frequently conduct its meetings once pre-operating activities are ongoing until the Issuer conducts its expected actual operations during the 2nd quarter of 2024.

Arrangements with Officers, Directors, Managers and Key Persons

35. The Issuer (select all that apply):

N/A	Has entered into employment or non-compete agreements with any Officer, Manager, Director or Key Person.
N/A	Plans to enter into employment or non-compete agreements with any Officer, Manager, Director or Key Person

Insolvency Legal Proceedings of Management and Key Personnel

36. An Officer, Manager, Director, Key Person of the Issuer (Put in column if applicable and x otherwise):

Name	Position: D = Director ID - Independent Director O - Officer	C i v i l	C r i m i n a l	A d m i n i s t r a t i v e	B a n k r u p t c y	Case Details
<u>ONG, ROMEO A.</u>	D	x	x	x	x	
<u>LEE, PATRICK G.</u>	D	x	x	x	x	
PICHEL, JAMES C.	D/O	x	x	x	x	
TAMIN, JONATHAN F.	D/O	x	x	x	x	
GIMENA, GIOVANNI C.	D/O	x	x	x	x	
SAHI, LIEZA G.	D/O	x	x	x	x	
<u>TAN, YOLANDA M.</u>	D	x	x	x	x	
POLICARPIO, RONALD D.	ID	x	x	x	x	
CERRILLO, ALEX E.L.	ID	x	x	x	x	

Certain Legal Proceedings

This section applies to:

- The issuer, its subsidiaries and affiliates
- All Directors and Officers of the Issuer
- All Beneficial Owners of 10% or more of the Issuer's outstanding voting equity and
- All Promoters of the Issuers

37. Have any of the above-listed persons filed or subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive either

at the time of the bankruptcy or within two (2) years prior to that time. [] Yes [x] No

38. Have any of the above-listed persons been named as the subject of a pending felony or misdemeanor criminal proceeding excluding traffic violations or other minor offenses not related to fraud or a financial crime? [] Yes [x] No

39. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction or administrative findings imposed by any government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last five (5) years related to his or her involvement in any type of business, securities, insurance, or banking activity? [] Yes [x] No

40. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity? [] Yes [x] No

41. Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance or banking activity? [] Yes [x] No

Litigation

42. The Issuer (select all that apply):

x	Has been involved in litigation or subject to administrative action in the last five (5) years that has had a material effect upon the Issuer’s business, financial condition or operations
x	Has pending litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
x	Is currently threatened by litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
√	None of the above

Family Relationship

43. Describe any family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become directors or executive officers. **N/A.**

Certain Relationship and Related Party Transactions

44. The Issuer (select all that apply):

n/a	Has made loans to an Officer, Manager, Director or Principal Stockholders within the last two (2) years
n/a	Has one or more outstanding loans with an Officer, Manager, Director or Principal Stockholder in the future.
n/a	Has done other business not associated with this offer with current Officer, Manager, Director, or Principal Stockholder within the last two (2) years

n/a	Plans to do other business not associated with this offering with a current Officer, Manager, Director, or Principal Stockholder in the future
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FINANCIAL INFORMATION

Management Discussion and Analysis (MD&A) or Plan of Operation

(1) **Plan of Operation**

Describe the plan of operation for the next twelve (12) months. This description should include such matters as:

- (a) a discussion of how long the registrant can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve (12) months;

Since the Issuer expects that the operations shall start in the 2nd quarter of 2024, the Issuer expects that its cash requirements shall be fully satisfied within the next 12 months.

- (b) a summary of any product research and development that the registrant will perform for the term of the plan;

The Issuer does not expect to conduct any product research and development in the next three years during the period of the Offer.

- (c) any expected purchase or sale of plant and significant equipment; and (See exhibit/annex for Medical Equipments)

Table to be provided.

- (d) any expected significant changes in the number of employees.

The Hospital is not yet operational as construction of the hospital building is still on-going. The Issuer anticipates that the hospital will be operational by the 2nd quarter of 2024.

Currently, the hospital is composed of employees who are under the construction management team and employees who are under medical and administrative departments needed in preparation for the opening of the hospital. The Management aims to hire medical and non-medical staff required for the Ambulatory services to be offered by the hospital in its first year of service.

The following table shows the current no. of employees working in the Hospital and the expected no. of employees needed within the next 12 months.

<u>Type of Employees</u>	<u>Number of Current Employees</u>	<u>Expected within the Next 12 months</u>
<u>Medical Support Staff</u>	<u>14</u>	<u>75</u>

<u>Administrative Staff</u>	<u>8</u>	<u>45</u>
<u>Engineering and Maintenance</u>	<u>13</u>	<u>18</u>
<u>Outsourced</u>	<u>2</u>	<u>=</u>
<u>Clerical</u>	<u>11</u>	<u>15</u>
<u>Others</u>	<u>=</u>	<u>=</u>

ACE Medical Center-Zamboanga City, Inc. is presently completing its construction development stage/phase and has not yet conducted any operations since its corporate registration last December 2015.

The approach of ACE Medical Center-Zamboanga City, Inc. is the establishment of a policy-driven healthcare facility that ensures safe and quality care - aiming to cater to its vision "to be the premier hospital of choice, adaptive to the dynamic healthcare needs of the Southern Region" and mission "to provide state of the art, comprehensive, globally competitive quality health care delivered by highly competent, committed, and compassionate health professionals for the region."

Healthcare services shall be opened on a gradual basis:

First Year - Ambulatory Services
Second Year - Level 2
Third Year - Level 3

Total number of outpatient consultations are projected at more than 600 per day. Total revenues in the first year of operations are projected to be more than 100 million pesos.

The primary objective of the Issuer's capital management policy is to ensure that debt and equity capital are mobilized efficiently to support the business objectives and maximize shareholder value. The Issuer monitors capital on the basis of the carrying amount of equity. It sets the amount of capital in proportion to its overall financial structure, i.e. equity and financing liabilities.

For the next five years of operation, Premier Medical Center Zamboanga aims to achieve the following objectives;

OBJECTIVES	KEY RESULT AREAS (KRA)
To gain a steady increase in profit	- Amount of Net profit realized for the next five years - Return of Investment
To expand market presence	- Number of patients who availed the services - Sales volume attained (Gross income from the projects) - Market Share
To increase patient satisfaction	- Number of patients served - Number of repeat patients (indicates how satisfied the patient was on her first experience) - Growth in patient admission (IN or OPD)- productivity growth rate (indicates the increasing patronage) - Number of patient complaints - patient survey rating
To make the organization a happy and rewarding place to work in	- compensation and benefits of employees are above industry rate - employee turn over - number of trainings or employee activities - number of job applicants compared to similar establishments (shows reputation of the company because of favorable word of mouth ads by its own employees)

(2) Management's Discussion and Analysis

Financial Condition - December 31, 2023 vs. December 31, 2022.

	<u>As of December 31, 2023</u>	<u>As of December 31, 2022</u>
ASSETS		
<i>Current Assets</i>		
Cash	957,640	51,004,080
Other current assets	83,021,923	80,125,502
Total Current Assets	83,979,563	131,129,582
<i>Non Current Assets</i>		
Property and equipment, net	923,066,660	885,844,823
Intangible asset, net	136,787	155,224
Deferred MCIT	1,298	
Deposit	4,609,112	4,609,112
Deferred Tax Asset	10,757,332	
Total Non Current Assets	938,571,187	890,609,159
Total Assets	1,022,550,750	1,021,738,741
LIABILITIES & SHAREHOLDERS EQUITY		
<i>Current Liabilities</i>		
Trade and Other payables	76,127,419	66,483,780
Income Tax Payable	1,298	534
Loans Payable -current portion	31,900,331	65,116,355
Total Current Liabilities	108,029,048	131,600,669
<i>Non Current Liabilities</i>		
Loans Payable	690,742,263	672,183,645
Deposit for Future Stock Subscription	35,550,000	
Total Non Current Liabilities	726,292,263	672,183,645
Total Liabilities	834,321,311	803,784,314

<i>Shareholder's Equity</i>		
Share Capital	<u>288,000,000</u>	<u>285,458,000</u>
Retained Earnings (deficit)	<u>(99,770,561)</u>	<u>(67,503,573)</u>
Total Shareholder's Equity	<u>188,229,439</u>	<u>217,954,427</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		
	<u>1,022,550,750</u>	<u>1,021,738,741</u>

Total Assets

The total assets increased from Php 1,021,738,741.00 to Php 1,022,550,750.00 from December 31, 2022 until December 31, 2023.

Cash and Cash Equivalents

Cash and cash equivalents decreased from Php 51,004,080.00 to Php 957,640.00 from December 31, 2022 until December 31, 2023 due to less inflow of subscription payments of existing shareholders and payment of loan principal .

Other current assets

Other current assets likewise increased from Php 80,125,502.00 to Php 83,021,923.00 from December 31, 2022 until December 31, 2023.

Property and Equipment

There is substantial increase in this account due to the acquisition of additional office equipment, furniture and medical equipment and fixtures.

Intangible Assets

Intangible assets decreased Php 155,224.00 from December 31, 2022 to Php 136,787.00 on December 31, 2023.

Trade and Other payables

As of December 31, 2023, this account refers to amounts payable to contractors totaling Php 76,127,419.00 from Php 66,483,780.00 for the year ending December 31, 2022. Trade and other payables are non-interest bearing and are payable within one year after reporting period.

Loans Payable

The Issuer has entered into term loan agreements with the DBP to finance the construction of the hospital and the purchase of medical equipment. As of December 31, 2023, the issuer has availed a total amount of P751,005,000.00 from DBP arising from both credit facilities. The Issuer has also paid a total amount of P28,362,406.00 for the principal in the year 2023.

Total Liabilities

The total liabilities increased from Php 803,784,314.00 to Php 834,321,311.00 primarily due to the availment of the credit facilities for construction costs.

Share Capital

There is an increase in the Share Capital from Php 285,458,000.00 on December 31, 2022 to Php 288,000,000.00 on December 31, 2023 which was due to the increased payment by the shareholders of their respective subscription.

Retained Earnings

The Issuer's deficit increased to Php99,770,561 in December 2023 from Php 67,503,573.00 in December 2022.

Equity

The increase in equity resulted from the payment of the subscription by shareholders and availability of credit facilities/loans from DBP.

Financial Condition - December 31, 2022 vs. December 31, 2021

<u>ASSETS</u>	<u>As of December 31, 2022</u>	<u>As of December 31, 2021</u>
<i>Current Assets</i>		
Cash	<u>51,004,080</u>	<u>13,329,211</u>
Other current assets	<u>80,125,502</u>	<u>63,939,839</u>
Total Current Assets	<u>131,129,582</u>	<u>77,269,050</u>
<i>Non Current Assets</i>		
Property and equipment, net	<u>885,844,823</u>	<u>648,314,815</u>
Intangible asset, net	<u>155,224</u>	<u>173,661</u>
Deposit	<u>4,609,112</u>	<u>0</u>
Total Non Current Assets	<u>890,609,159</u>	<u>648,488,476</u>
Total Assets	<u>1,021,738,741</u>	<u>725,757,526</u>
<u>LIABILITIES & SHAREHOLDERS EQUITY</u>		
<i>Current Liabilities</i>		
Trade and Other payables	<u>66,483,780</u>	<u>64,518,527</u>
Income Tax Payable	<u>534</u>	
Loans Payable -current portion	<u>65,116,355</u>	
Total Current Liabilities	<u>131,600,669</u>	<u>64,518,527</u>
<i>Non Current Liabilities</i>		
Loans Payable	<u>672,183,645</u>	<u>607,500,000</u>
Deposit for Future Stock Subscription		
Total Non Current Liabilities	<u>672,183,645</u>	<u>607,500,000</u>
Total Liabilities	<u>803,784,314</u>	<u>672,018,527</u>
<i>Shareholder's Equity</i>		
Share Capital	<u>285,458,000</u>	<u>85,607,000</u>
Retained Earnings (deficit)	<u>(67,503,573)</u>	<u>(31,868,001)</u>
Total Shareholder's Equity	<u>217,954,427</u>	<u>53,738,999</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	<u>1,021,738,741</u>	<u>725,757,526</u>

Total Assets

The total assets increased from Php 725,757,526 to Php 1,021,738,741 from December 31, 2021 until December 31, 2022.

Cash and Cash Equivalents

Cash and cash equivalents increased from Php13,329,211 to Php51,004,080 from December 31, 2021 until December 31, 2022 due to inflow of subscription payments of existing shareholders.

Other current assets

Other current assets likewise increased from Php 63,939,839 to Php 80,125,502 from December 31, 2021 until December 31, 2022.

Property and Equipment

There is substantial increase in this account due to the acquisition of additional office equipment, furniture and medical equipment and fixtures.

Intangible Assets

Intangible assets decreased Php 173,661 from December 31, 2021 to Php 155,224 on December 31, 2022.

Trade and Other payables

As of December 31, 2022, this account refers to amounts payable to contractors totaling Php 66,483,780 from Php 64,518,527 for the year ending December 31, 2021. Trade and other payables are non-interest bearing and are payable within one year after reporting period.

Loans Payable

The Issuer has entered into term loan agreements with the DBP to finance the construction of the hospital and the purchase of medical equipment. The Issuer has availed the total amount of Php 672,183,645 from DBP arising from both credit facilities.

Total Liabilities

The total liabilities increased from Php 62,018,527 to Php 803,784,314 primarily due to the availment of the credit facilities for construction costs.

Share Capital

There is an increase in the Share Capital from Php 85,607,000 on December 31, 2021 to Php 285,458,000.00 on December 31, 2022 which was due to the increased payment by the shareholders of their respective subscription.

Retained Earnings

The Issuer's deficit increased to Php 67,503,573 in 2022 from Php 31,868,001 in 2021. This increase was due to the net loss incurred in 2022 which amounted to Php 15,839,156.00.

Equity

The increase in equity resulted from the payment of the subscription by shareholders and availability of credit facilities/loans from DBP.

Financial Condition - December 31, 2021 vs. December 31, 2020

ASSETS	As of December 31, 2021	As of December 31, 2020
<i>Current Assets</i>		
Cash	13,329,211	46,931,457
Other current assets	63,939,839	31,971,903
Total Current Assets	77,269,050	78,903,360
<i>Non Current Assets</i>		
Property and equipment, net	648,314,815	317,049,211
Intangible asset, net	173,661	107,143
Total Non Current Assets	648,488,476	317,156,354
Total Assets	725,757,526	396,059,714

LIABILITIES & SHAREHOLDERS EQUITY		
<i>Current Liabilities</i>		
Trade and Other payables	64,518,527	1,191,498
<i>Non Current Liabilities</i>		
Loans Payable -current portion	65,116,355	
<i>Total Current Liabilities</i>	64,518,527	
Loans Payable	607,500,000	360,000,000
Total Liabilities	672,018,527	361,191,498
<i>Shareholder's Equity</i>		
Share Capital	85,607,000	51,500,000
Retained Earnings (deficit)	(32,537,208)	(16,631,784)
Total Shareholder's Equity	53,738,999	34,868,216
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	725,757,526	396,059,714

Total Assets

The total assets increased from Php 396,059,714 to Php 725,757,526 from December 31, 2020 until December 31, 2021.

Cash and Cash Equivalents

Cash and cash equivalents decreased from Php 46,931,457 to Php 13,329,211 from December 31, 2020 until December 31, 2021 due to expenses incurred for the construction of the Hospital Building and advances made to suppliers of medical equipment.

Other current assets

Other current assets increased from Php 31,971,903 to Php 63,939,839 from December 31, 2020 until December 31, 2021.

Property and Equipment

There is substantial increase in this account due to the acquisition of additional office equipment, furniture and medical equipment and fixtures.

Intangible Assets

Intangible assets increased from Php 107,143.00 from December 31, 2020 to Php 173,661.00 on December 31, 2021.

Trade and Other payables

As of December 31, 2021, this account refers to amounts payable to contractors totaling Php 64,518,527.00. Trade and other payables are non-interest bearing and are payable within one year after reporting period.

Loans Payable

The Issuer has entered into term loan agreements with the DBP to finance the construction of the hospital and the purchase of medical equipment. The Issuer has availed the total amount of Php 607,500,000.00 from DBP arising from both credit facilities.

Total Liabilities

The total liabilities increased from Php 361,191,498 to Php 672,018,527.00 primarily due to the availment of the credit facilities for construction costs.

Share Capital

There is an increase in the Share Capital from Php 51,500,000 on December 31, 2020 to Php 85,607,000.00 on December 31, 2021 which was due to the increased payment by the shareholders of their respective subscription.

Retained Earnings

The Issuer's deficit increased to Php 32,537,208 in 2021 from Php 16,698,052 in 2020. This increase was due to the net loss incurred in 2021 which amounted to Php 15,839,156.00.

Equity

The increase in equity resulted from the availability of credit facilities/loans from DBP.

SUMMARY FINANCIAL INFORMATION FROM DECEMBER 2021 UNTIL 31 DECEMBER 2023

Prospective purchasers of the Offer should read the summary financial data below together with the financial statements, including the notes thereto, included in this Prospectus and "Management's Discussion and Analysis of Results of Operations and Financial Condition". The summary financial data for the calendar year ended December 31, 2022, 2021 and 2020 are derived from the audited financial statements of ALLIED CARE EXPERTS (ACEMC) MEDICAL CENTER - ZAMBOANGA CITY, INC., including the notes thereto. The detailed financial information for the three (3) years ended December 31, 2022, 2021, and 2020 are found on pages 79-82 of the Prospectus.

The summary of financial and operating information of ALLIED CARE EXPERTS (ACEMC) MEDICAL CENTER - ZAMBOANGA CITY, INC. presented below as of and for the years ended December 31, 2023, 2022, and 2021 were derived from the consolidated financial statements of the Issuer, audited by Florivel M. de Jesus Accounting and Auditing Office, Mendoza Querido & Company and Ocampo Mendoza and Lim and prepared in compliance with the Philippine Financial Reporting Standards ("PFRS").

The information below should be read in conjunction with the consolidated financial statements of the Issuer and the related notes thereto, which are included as attachments to this Preliminary Prospectus. The historical financial condition, results of operations and cash flows of the Issuer are not a guarantee of its future operating and financial performance.

	<u>For the years ended</u> <u>2023, 2022, 2021</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	(Audited)		
	(in millions except per share figures or where otherwise indicated)		
<u>Consolidated Statements of Income Data (In millions)</u>			
<u>Other Income</u>	.09	.05	=
<u>Cost of Revenues</u>	=	=	=
<u>Gross Profit</u>	=	=	=
<u>Expenses</u>	(26,146)	(23,605)	(9,98)
<u>Operating Loss</u>			

			(9.98)
<u>Finance Cost</u>	<u>(16.97)</u>	<u>12.08</u>	<u>(5.26)</u>
<u>Loss before provision for Income Tax</u>	<u>(43.02)</u>	<u>(35.635)</u>	<u>15.24</u>
<u>Provision for Income Tax Deferred Income Tax</u>	<u>10.757</u>		=
<u>NET LOSS</u>	<u>32.267</u>	<u>35.64</u>	<u>15.236</u>
<u>LOSS PER SHARE</u>	<u>(Php 277.58)</u>	<u>(Php 232.91)</u>	<u>(Php 100.90)</u>

	<u>For the years ended</u> <u>2023, 2021, 2020</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	<u>(Audited)</u>		
Consolidated Statements of Financial Position Data (In millions)			
ASSETS			
<i>Current assets</i>			
Cash	0.96	51.00	13.33
Other current asset	83.02	80.13	63.94
<u>Total current assets</u>	83.98	131.13	77.27
<i>Noncurrent assets</i>			
Property and equipment, net	923.07	885.84	648.31
Intangible asset, net	0.14	0.16	0.17
Deposit	4.61	4.61	
Deferred Tax Asset	10.757		
<u>Total noncurrent assets</u>	938.571	890.61	648.49
TOTAL ASSETS	1,022.55	1,021.74	725.76
LIABILITIES AND SHAREHOLDERS' EQUITY			
<i>Current Liabilities</i>			
Trade and other payables	76.12	66.48	64.52
Loans Payable - Current	31.9	65.12	
Income Tax payable	1,298	534	
<i>Noncurrent Liabilities</i>			
Loans payable	690.74	672.18	607.50
Deposits for future subscription	35.55		
<u>Total liabilities</u>	834.32	803.78	672.02
<i>Shareholders' equity</i>			

Share capital <i>Authorized 180,000 preferred shares at Php1,000 par value; 179,400 common shares at Php1,000 par value; 600 founder shares at Php1,000 par value Issued and outstanding 153,000 preferred shares at par; 152,400 common shares at par; 600 founder shares at par</i>	<u>288.00</u>	<u>285.46</u>	<u>85.61</u>
Additional paid-in capital			
Retained earnings (deficit)	<u>(99.77)</u>	<u>(67.50)</u>	<u>(31.87)</u>
Total shareholders' equity	<u>188.23</u>	<u>217.95</u>	<u>53.74</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>1,022.55</u>	<u>1,021.74</u>	<u>725.76</u>

	<u>For the years ended</u> <u>2022, 2021, 2020</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	<u>(Audited)</u>		
Cash Flow Data (In millions)			
<i>Cash flows from operating activities:</i>	<u>(43.02)</u>	<u>(35.64)</u>	<u>(15.24)</u>
Loss before provision for income tax			
Adjustments to reconcile loss before provision for income tax to operating loss before working capital changes:			
Finance cost	<u>16.97</u>	<u>12.08</u>	<u>5.26</u>
Depreciation	<u>6.80</u>	<u>4.86</u>	<u>0.26</u>
Amortization	<u>0.018</u>	<u>0.018</u>	<u>0.011</u>
Interest Income	<u>(.005)</u>	<u>=</u>	
Operating loss before working capital changes	<u>(19.24)</u>	<u>(18.67)</u>	<u>(9.71)</u>
Working capital changes:			
Decrease (increase) in:			
Other current asset			
Increase (decrease) in:	<u>(2.90)</u>	<u>(16.19)</u>	<u>(31.97)</u>
Trade and other payables	<u>9.64</u>	<u>1.97</u>	<u>63.33</u>
Net cash used in operating activities	<u>(12.49)</u>	<u>(32.89)</u>	<u>21.65</u>
<i>Cash flows from investing activities:</i>			
Acquisitions of property and equipment	<u>(44.02)</u>	<u>(242.39)</u>	<u>(331.52)</u>

<u>Additions to construction in progress</u>	=	=	=
<u>Acquisitions of intangible asset</u>	=	=	<u>(0.77)</u>
<u>Net cash used in investing activities</u>	<u>(44.02)</u>	<u>(246.99)</u>	<u>(331.60)</u>
<u>Cash flows from financing activities:</u>			
<u>Collection of subscription receivable</u>	<u>2.54</u>	<u>199.85</u>	<u>34.11</u>
<u>Proceeds from Deposits for future Subscription</u>	<u>35.5</u>	=	=
<u>Proceeds from loans</u>	<u>13.71</u>	<u>129.80</u>	<u>247.50</u>
<u>Finance cost paid</u>	<u>(16.97)</u>	<u>(12.01)</u>	<u>(5.26)</u>
<u>Payment of loans payable</u>	<u>(28.362)</u>	=	
<u>Net cash provided by financing activities</u>	<u>6.47</u>	<u>317.57</u>	<u>276.35</u>
<u>Net increase (decrease) in cash</u>	<u>(50.05)</u>	<u>37.67</u>	<u>(33.57)</u>
<u>Cash at Beginning Period</u>	<u>51.00</u>	<u>13.33</u>	<u>46.99</u>
<u>Cash at End of Period</u>	<u>0.96</u>	<u>51.00</u>	<u>13.29</u>

(b) **Interim Periods**

If interim financial statements are included in the registration statement or report, provide a **comparable discussion** that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

1. Operations

The Issuer (select all that apply):

√	Has never conducted operations
√	Is in the construction development stage
n/a	Is currently conducting operations
n/a	Has shown a profit in the last fiscal year

The Issuer has yet to conduct its operations and is still in the construction and development stage.

Information on Independent Accountant and other Related Matters

External Audit Fees and Services

1. The External Auditor has rendered (select all that apply):

√	Audit of the registrant's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years
	Other assurance and related services that are reasonably related to the performance of the audit or review of the registrant's financial statements.
√	The audit committee has approved the above-mentioned services

2. The aggregate fees billed are shown below

Year	2023	2022 (Php)	2021 (Php)	2020 (Php)
Audit Fees	350,000.00	250,000.00	26,000.00	26,000.00
Tax Fees			18,948.00	13,641.00
All Other Fees				

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

3. The Issuer has no disagreement with its external auditor on any matter regarding (select all that apply):

√	Accounting principles or practices
√	Financial statement disclosures
√	Auditing scope or procedure

- (a) If during the registrant's two most recent fiscal years or any subsequent interim period, an independent accountant who was previously engaged as the principal accountant to audit the registrant's financial statements, or an independent accountant who was previously engaged to audit a significant subsidiary, ceased performing services for registrant, disclose the name of the previous accountant or the handling partner in case of a firm, reason/s for the cessation of service and the date of his resignation, dismissal or cessation of performing services for registrant.
- (b) Describe disagreements, if there were any, with the former accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to the satisfaction of the former accountant, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report.
- (c) If there were any disagreements as described in subparagraph (2), the registrant shall request the former accountant to furnish the registrant with a letter addressed to the Commission stating whether it agrees with the statements made by the registrant and, if not, stating the respects in which it does not agree. The registrant shall file the former accountant's letter as an exhibit to the report or registration statement containing this disclosure

Taxation

4. Describe any material tax consequences to Investors in this Offering:

This is just a summary of the material discussion on the taxation under the National Internal Revenue Code (NIRC), as amended by the TRAIN law, as a consequence of an investment in the Offer Securities. The discussion does not deal with all possible tax consequences relating to an investment in common stocks and does not purport to deal with the tax consequences applicable to all categories, some of which may be subject to special rules.

As a general rule, all incomes derived from the Philippines are subject to income tax laws, except for some instances as specifically provided for by the National Internal Revenue

Code and the TRAIN Law. Such income may be subject to a fixed rate or staggered rate as the case may be.

Net capital gains realized from selling of securities other than those traded in the stock exchange is subject to tax of 15% on the net capital gain. An exception of this would be those provisions of tax treaties. Also, value added tax is imposed on every sale or other disposition, in the course of trade or business, of tangible or intangible property based on the gross selling price or gross value in money of the goods or properties sold. If the seller of shares is a dealer of securities, this sale is subject to such value-added tax.

Documentary Stamp Tax (DST). Upon the original issuance of ACE Medical Center-Zamboanga City, Inc. shares, DST will be imposed at a rate of P2.00 for every P200 or a fractional part of the par value of the shares to be issued. DST is payable on or before the 5th day of the month following the corporation's acceptance of the stock subscription. The secondary transfer of ACE Medical Center-Zamboanga City, Inc.'s shares is subject to documentary stamp tax at a rate of P1.50 on each P200 or fractional part thereof of the par value of the share transferred.

Tax on Capital Gains on the subsequent sale of the ACE Medical Center-Zamboanga City, Inc. shares is subject to Capital Gains Tax. The law provides that a 15% final tax is imposed upon the net capital gains realized during the taxable year from the sale, barter, exchange, or other disposition of shares of stock in a domestic corporation, except shares sold or disposed of through the stock exchange [Sec. 28 (6) (5) (c) NIRC as amended]

Tax on Interest Income. Interest income earned and received by ACE Medical Center-Zamboanga City, Inc. from time deposits on excess cash is subject to a final withholding tax rate of 20% [Sec. 27 (D) (1), NIRC as amended).

Tax on Dividend. The NIRC imposes a final tax of 10% upon the cash and/or property dividends actually or constructively received by the individual from the domestic corporation (Sec. 24 (B) (2)). However, if the recipient of the dividend is a domestic corporation, the dividend received shall not be subject to tax [Sec. 27 (D) (4)].

Value Added Taxes. Sec. 105 of RA 8424 enumerates those liable to the Value Added Tax, they are: (1) those who in the course of trade or business, sells, barter, exchanges, leases goods or properties, renders services; and (2) any person who imports goods

INDEPENDENT AUDITORS AND COUNSELS

Tax and Legal Matters

All legal opinions/matters in connection with the issuance of each Offer will be passed upon by RQCCA Law Office for the Company. The RQCCA Law Office has no direct interest in the Company.

The RQCCA Law Office may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that it may not be precluded from providing such services to its other clients.

Independent Auditors

The consolidated financial statements of the Company as at and for the years ended December 31, 2021 until 2023 have been audited by Florivel M. de Jesus Accounting and Auditing Office, Mendoza Querido and Company, and Ocampo Mendoza Lim, and for the period of December 31, 2021 to 2023 have been audited by Florivel M. De Jesus, independent auditors, in accordance with Philippine Standards on Auditing as set forth in their report thereon appearing elsewhere in this Prospectus.

The Audit Committee of the Company, reviews and monitors, among others, the integrity of all financial reports and ensures compliance with both internal financial management manual and pertinent accounting standards, including regulatory requirements.

The Auditors were engaged by the Company to audit the Company's financial statements for the years ended December 31, 2021 to present. Their responsibility is to express an opinion on these financial statements based on their audits conducted in accordance with Philippine Standards on Auditing.

The Auditors have neither shareholding in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Company. These independent public accountants will not receive any direct or indirect interest in the Company and in any securities thereof (including options, warrants, or rights thereto). The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

There is no arrangement that experts and independent counsels will receive a direct or indirect interest in the Issuer or was a promoter, underwriter, voting trustee, director, officer, or employee of the Issuer.

OTHER MATERIAL FACTORS

Describe any other material factors that will or could affect the Issuer or its business or which are necessary to make any other information in this Statement not misleading or incomplete.

Since the Issuer has yet to conduct its operations, there are no other material factors that will or could affect the Company, its business, or which are necessary to make any information in this Statement not misleading or incomplete.