

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
ASIAN HOSPITAL, INC.**

Held on 30 April 2024
Via videoconference

PRESENT:

TOTAL NUMBER OF SHARES PRESENT OR REPRESENTED AT THE MEETING	1,724,793,449
TOTAL NUMBER OF SHARES OUTSTANDING	1,936,728,391

1. Introduction and Call to Order

The annual meeting commenced with an opening prayer, which was followed by the Philippine National Anthem.

Thereafter, the Chairman of the Board, Mr. Augusto P. Palisoc, Jr., called the meeting to order, introduced the members of the Board of Directors present at the meeting, and presided over the same.

The Corporate Secretary, Atty. Gilbert Raymund T. Reyes, recorded the minutes of the proceedings.

2. Certification of Notice of Meeting and Determination of Quorum

The Corporate Secretary certified that the stockholders of record were duly notified of the meeting. The Notice of Virtual Annual Stockholders' Meeting was published in the business section of The Philippine Star and the Philippine Daily Inquirer, both in print and online format, on April 5 and 6, 2024, as required under the Notice posted by the Securities and Exchange Commission ("SEC") on 23 February 2024 on the *Alternative Mode for Distributing and Providing Copies of Notice of Meeting, Information Statement and Other Documents in Connection with the Holding of Annual Stockholders' Meetings for 2024*. Likewise, electronic copies of the Notice of Virtual Annual Stockholders' Meeting, Information Statement, Management Report, SEC Form 17-A, and other pertinent documents were posted at the website of the Asian Hospital and Medical Center (the "Hospital").

The Corporate Secretary further confirmed the presence of a quorum, there being present and/or represented in the meeting, stockholders owning 1,724,793,449 shares out of the 1,936,728,391 total outstanding shares, which represents at least 89.0571% of the total issued and outstanding capital stock of the Corporation.

3. Approval of Minutes of the Annual Stockholders' Meeting Held on 2 May 2023

The next item on the agenda was the approval of the minutes of the Annual Stockholders' Meeting held on 2 May 2023. The Chairman informed the stockholders that a copy of the minutes had been uploaded to the Hospital's website prior to the meeting.

Dr. Robert Tan-Gatue, a stockholder, moved to approve the minutes of the Annual Stockholders' Meeting held on 2 May 2023. Dr. Aina Sales-Diaz, another stockholder, seconded the motion.

There being no objection, the Chairman declared the minutes of the Annual Stockholders' Meeting held on 2 May 2023 approved as presented.

4. Report of the President

The President and Chief Executive Officer, Dr. Beaver R. Tamesis, updated the stockholders on the operations and performance of the Hospital for 2023. The salient points of his report are summarized below.

- Implementation of '*Alagang Deserve. Alagang Sulit.*' program to drive the Hospital's reach to a wider and more diverse community and to ensure that every patient receives healthcare that is accessible and imbued with quality and value. Dr. Tamesis reported that:
 - Different activities and promotions were conducted to drive the program.
 - Hospital Wellness Cards were launched as part of the program.
 - A range of affordable healthcare packages, which prioritize economy, efficiency, effectiveness, comfort, safety, and patient well-being had been introduced.
 - The program has received positive feedback from patients and their families.
 - On social media, the program likewise exceeded expectations in terms of awareness and engagements. Public relations efforts generated substantial media value, and website traffic also show significant growth.
 - The program garnered a gold Anvil award for best use of social media, along with three (3) other silver Anvil awards at the 59th Anvil Awards.
 - As a whole, the program contributed to a substantial increase in revenue.
 - The program is anchored on five (5) value for money propositions: (a) expert doctors and allied professionals; (b) global standards of quality and safety; (c) comfortable healing environment; (d) compassionate and caring healthcare team; and (e) affordable packages.

Expert doctors and allied professionals

- Partnerships with media outlets were leveraged to spread crucial healthcare and business-related information to a wider audience.
- The 6th Clinical Innovation Summit was used as an avenue for the doctors to continuously improve themselves and share expertise. The Hospital likewise had partnerships with international and local institutions for the doctors' continuing education.
- Doctor engagement was strengthened through marketing and administrative support, with a total of seventy-two (72) medical events conducted. Critical new medical equipment were procured to address concerns regarding outdated technology.
- The Operating Room complex is now called the "Dr. Jorge M. Garcia Surgical Suites" and dedicated to the Hospital's founding Chairman, Dr. Jorge M. Garcia.
- One hundred sixty-five (165) new doctors were added to the Hospital's expert portfolio.
- Alliances with different schools and organizations were arranged to ensure the continuous hiring of quality nurses and allied professionals.
- A yearly employee recognition program was carried out to continuously develop, motivate, and retain talent.

Global Standards of Quality and Safety

- Programs and measures, such as the brain attack door-to-needle time and the inpatient mortality rate, are being tracked closely and continuously improved to adhere to the global standards of the Joint Commission International.
- The vision of zero harm is being pursued through patient safety triggers that are being implemented throughout the Hospital. For all the triggers, the values are lower than the global benchmark for 2023 (the lower, the better).
- The Hospital introduced new services and added more clinical and allied medical staff to meet the demand. The Management ensures that programs and activities are being implemented to maintain the culture of safety and patient safety standards.
- The Hospital received several accolades in 2023 for quality and safety.

Comfortable Healing Environment

- The new Blood Bank and Donor Center was launched in 2023.
- The 11th Floor has been repurposed from a COVID-19 floor to suites for patients needing additional comfort.
- To ease and hasten discharge transactions, the business offices were decentralized.

- The online concierge portal was launched for non-clinical needs. Additional features are intended to be added to the portal this year.

Compassionate and Caring Healthcare Team

- With respect to Patient Experience Performance, the Hospital's net promoter score soared from 38% to 83%, while the patient satisfaction score increased from 68% to 91%.

Affordable packages

- New packages suitable for a different case mix were introduced and made possible through the collaboration between Management and the doctors.
- By creating new packages, cost of care becomes more predictable.

- Dr. Tamesis also presented the following notable statistics for the year 2023:
 - There was a 45% increase in patient census.
 - Open inpatient beds increased to over 200 from 120 (during the pandemic).
 - Operating hours of institutes, centers, and ancillary services, including the pharmacy, were extended.
- As to the Hospital's engagement with partners and the community, Dr. Tamesis discussed the following:
 - Referral programs were established with smaller facilities, which may not have the capabilities to offer tertiary services to their patients, through the 'Hospital Engagement and Alliances Linkages' or 'HEAL' program.
 - Eleven (11) events with corporate partners were held in 2023, which resulted in a 38% increase in the corporate business.
 - Community caravans were conducted in the Hospital's surrounding villages.
- Dr. Tamesis then reported on AHI's Corporate Social Responsibility programs, which were coursed through Asian Hospital Charities, Inc. ("AHCI"):
 - More than seven hundred thirty (730) patients were given support in 2023.
 - Funding and free services were given to patients through the Medical Access Program.
 - Fifteen (15) pediatric cancer patients received medical assistance through the Cancer Care Access Program, a tie-up with the Department of Health.

- There were impactful community engagements through medical missions.
 - The Community Health Initiative Program was accomplished in partnership with Marillac Hills National Training School for Girls by conducting various activities.
 - Three (3) scholars, who were sponsored and supported by AHCI, completed Caregiving NC II programs. These scholars will start their careers at the Hospital.
 - Other programs of AHCI included: (a) volunteer education and engagement program; and (b) fundraising programs, most notably the *Asian Cares: Luzon, Visayas, Mindanao* sustainable fashion show.
- On AHI's business performance, Dr. Tamesis reported that:
 - The business grew over 20% in 2023. A summary of the financial information for 2023 was presented as follows

Financial Information (in million pesos)

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Gross Revenues	2,254	2,248	2,401	2,564	2,890	3,390	3,704	3,970	3,634	4,078	4,186	5,055
Net Revenues	2,014	2,022	2,193	2,337	2,599	3,091	3,370	3,578	3,209	3,583	3,702	4,462
EBITDA	674	683	786	907	911	991	1,058	1,113	725	991	991	1,337
Profit Before Tax	212	295	383	556	541	665	692	735	174	444	612	336
Profit After Tax	147	200	268	390	379	465	485	515	105	320	459	694
Property and Equipment	5,221	5,467	5,659	6,115	6,374	6,695	7,176	7,673	7,928	8,169	8,406	8,865
Accum. Depreciation and Amortizations and Impairment	(1,731)	(1,984)	(2,204)	(2,458)	(2,719)	(2,954)	(3,212)	(3,509)	(3,872)	(4,194)	(4,486)	(4,829)
Net	3,490	3,483	3,455	3,657	3,655	3,741	3,964	4,164	4,056	3,975	3,920	4,036
Capital Expenditures	175	273	248	456	287	380	546	567	269	274	326	520
Debt	1,326	1,074	819	564	309	-	-	-	-	-	-	-

- For 2024, cash dividends in the amount of Php 0.18 per share payable on 27 May 2024 were declared in favor of the Corporation's stockholders of record as of the record date, 13 May 2024. The historical dividend from 2017 to 2023 was also presented:

Year	Declaration Date	Div Per Share	Total Dividends	NPAT/Pay-out ratio	Payment Date
2017	Apr 30, 2018	P0.060	P116,203,703	P465.2	May 30, 2018
	Nov 15, 2018	0.036	P69,722,222	(40%)	Dec 14, 2018
		<u>P0.096</u>	<u>P185,925,925</u>		
2018	Apr 30, 2019	P0.062	P120,077,160	P484.9	May 30, 2019
	Nov 26, 2019	0.062	120,077,160	(50%)	Dec 19, 2019
		<u>P0.124</u>	<u>P240,154,320</u>		
2019	Nov 25, 2020	P0.067	P129,760,802	P515.0 (25%)	Dec 18, 2020
2020	Nov 15, 2021	P0.027	P52,291,667	P104.6 (50%)	Dec 15, 2021
2021	May 2, 2022	P0.082	P158,811,728	P319.7	May 27, 2022
	Dec 1, 2022	P0.082	158,811,728	(99%)	Dec 21, 2022
		<u>P0.164</u>	<u>P317,623,456</u>		
2022	May 2, 2023	P0.12	P230,470,679	P459.4	May 26, 2023
	Nov 20, 2023	0.06	115,235,339	(75%)	Dec 11, 2023
		<u>P0.18</u>	<u>P345,706,018</u>		
2023	April 30, 2024	<u>P0.179</u>	<u>P346,674,382</u>	P693.8 (50%)	May 27, 2024

There being no questions from the stockholders, the report of the President was noted.

5. Approval of the Audited Financial Statements of the Corporation for the Year Ending December 31, 2023

The Audited Financial Statements of the Corporation for the year ending December 31, 2023 were presented to the stockholders for approval. The Chairman informed the stockholders that a copy of the Audited Financial Statements had been uploaded to the Hospital's website.

Dr. Rouel Azores moved to approve the Audited Financial Statements of the Corporation for the year ending December 31, 2023. Dr. Sales-Diaz seconded the motion.

There being no objection, the Chairman declared the Audited Financial Statements of the Corporation for the year ending December 31, 2023, approved by the stockholders.

6. Ratification of Corporate Acts Since 2 May 2023

The stockholders were then asked to ratify the acts of the Board of Directors and the Management of the Corporation since 2 May 2023, as set forth in the minutes of the meetings of the Board of Directors held during the same period.

Dr. Tan-Gatue moved to ratify all the acts of the Board of Directors and the Management of the Corporation from 2 May 2023 to the present. Dr. Sales-Diaz seconded the motion.

There being no objection, the Chairman declared all the acts of the Board of Directors and the Management of the Corporation since 2 May 2023 to the present, ratified and approved by the stockholders.

7. Election of Directors for the Year 2024-2025 (with Report on Incumbent Directors)

The next item on the agenda was the election of the members of the Board of Directors, who shall serve for 2024-2025, until their successors are duly elected and qualified in accordance with the Corporation's By-laws.

Upon the request of the Chairman, the Corporate Secretary informed the stockholders that the following persons were nominated for election, and have confirmed that they have the qualifications and none of the disqualifications for them to be elected as members of the Board of Directors of the Corporation:

Regular Directors:

1. Dr. Sol. Z. Alvarez
2. Mr. Reymundo S. Cochangco
3. Mr. Jose Noel C. de la Paz
4. Mr. Celso Bernard G. Lopez
5. Mr. Augusto P. Palisoc, Jr.
6. Mr. Manuel V. Pangilinan
7. Dr. Beaver R. Tamesis

Independent Directors:

1. Dr. Fernandino Jose A. Fontanilla
2. Retired Chief Justice Artemio V. Panganiban
3. Dr. Carmelita I. Quebengco

The Corporate Secretary stated that the nominees for directors were the incumbent directors of the Corporation. Hence, their profiles were included as part of the Information Statement, a copy of which had been uploaded to the Hospital's website. The profiles of the nominees contained, among other things, their qualifications and relevant experience, length of service to the corporation, trainings and continuing education sessions attended, and their board membership in other corporations.

Dr. Azores moved to declare all nominees re-elected as directors of the Corporation, to serve as such for the year 2024-2025. Dr. Sales-Diaz seconded the motion.

There being no objection, the Chairman declared the afore-mentioned nominees re-elected as directors of the Corporation, to serve as such for the year 2024-2025 and until their successors are duly elected and qualified in accordance with the Corporation's By-laws.

8. Appointment of External Auditors

The next item for discussion was the appointment of the Corporation's external auditors. The Chairman informed the stockholders that the Audit Committee has recommended the re-appointment of Sycip Gorres Velayo & Co. as the external auditors of the Corporation for the year 2024-2025.

Dr. Tan-Gatue moved to re-appoint Sycip Gorres Velayo & Co. as the external auditors of the Corporation for the year 2024-2025. Dr. Sales-Diaz seconded the motion.

There being no objection, the Chairman declared re-appointed Sycip Gorres Velayo & Co. as the Corporation's external auditors for the year 2024-2025.

9. Adjournment

There being no other matters to discuss, and upon motion duly made and seconded, the annual meeting of the stockholders was adjourned.

ATTEST:

AUGUSTO P. PALISOC, JR.
Chairman of the Board

GILBERT RAYMUND T. REYES
Corporate Secretary

1664.60.08 [1664.20.01]
MDE/1664.60.08/AHI/Minutes of the AHI - 2024 ASM
MDE/1664.20.01/AHI/Minutes of the AHI - 2024 ASM