

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

Held on 2 May 2023  
Via videoconference

**PRESENT:**

TOTAL NUMBER OF SHARES PRESENT OR REPRESENTED AT THE MEETING	1,729,219,684
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TOTAL NUMBER OF SHARES OUTSTANDING	1,936,728,391
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**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 ("Notice") was published in the business section of The Philippines Star and the Philippine Daily Inquirer, both in print and online format, on April 10 and 11, 2023, as required under SEC Notice dated March 13, 2023 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 2023*. Likewise, electronic copies of the Notice, Information Statement, and Management Report, SEC Form 17-A and other pertinent documents were posted at the website of 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 1,729,219,684 shares out of the 1,936,728,391 total outstanding shares, which represents at least 89.2856% of the total issued and outstanding capital stock of the Company.

**3. Approval of Minutes of the Annual Stockholders' Meeting Held on 2 May 2022**

The next item on the agenda is the approval of the minutes of the Annual Stockholders' Meeting held on 2 May 2022. The Chairman informed the stockholders that a copy of the minutes was uploaded to the Hospital's website prior to the meeting.

Dr. Josephine Tuason, a stockholder, moved to approve the minutes of the Annual Stockholders' Meeting held on 2 May 2022. Dr. Edwin Dimatatac, another stockholder, seconded the motion. There being no objection, the Chairman declared the minutes of the Annual Stockholders' Meeting held on 2 May 2022 approved as presented.

#### **4. Report of the President**

The President, Dr. Beaver R. Tamesis, updated the stockholders on the operations and performance of the Hospital for 2022. The salient points of his report are as follows:

- The Hospital and its staff exhibited resilience and adaptability in adjusting to the “new normal”, i.e. keeping up with fast changing protocols and following national and international updates on health guidelines.
- The Hospital also doubled its efforts in hiring and retaining its nursing workforce, in response to the global crisis worsened by the postponement of the 2021 nursing board examinations and continuing migration of Filipino nurses. The shortage in the nurses as well as allied workforce caused the decline in the number of beds available compared to pre-pandemic numbers. There was also a decline in the practice of the Hospital's doctors. About 20% of doctors and consultants opted to disengage and retire. Despite these, the Hospital continued to thrive by turning these challenges into opportunities for innovation.
- The Hospital garnered a number of recognitions locally and abroad from different bodies such as the HR Excellence Awards Philippines, the Hospital Management Asia Awards, and the Joint Commission International.
- Patient outcomes since 2017 are available on the website of the Hospital. Three relevant matrices were reported on as follows:
  - Pandemic Curve for the period March 2020 to December 2022
  - Intensive Care Unit (“ICU”) Standardized Mortality Rate versus Predicted Mortalities for the period January 2020 to March 2023
  - Patient Safety Triggers: (a) unplanned return to the ICU within 48 hours; (b) unplanned return to the Emergency Department (“ED”) within 72 hours; (c) unplanned return to the Operating Room (“OR”) within 30 days; (d) unplanned hospital readmission within 30 days; (e) unplanned transfer to higher level of care; and (f) post-operative death within 48 hours.
    - As part of its continuous improvement, the Hospital is now using technology for data collection so that the Hospital team can focus on managing high-risk situations. In

harnessing a reliable organization, the Hospital has been striving to maximize the use of technology to increase efficiency and to strengthen the commitment to achieving zero harm.

- The Hospital's road to digitization was strengthened further in 2022. The Hospital sealed its commitment towards electronic medical records ("EMR"). The doctors, nurses, and the Hospital's medical informatics team have been working together closely for the groundwork. Clinical templates for the Hospital's information system were developed, and user-acceptance testing for these templates were done. In 2023, the target is for all the consultants to utilize the EMR using their own devices even outside the Hospital.
- Safe and comfortable facilities
  - The Pediatric Ward was re-opened with themed rooms.
  - The Hospital has started grouping patients with similar needs together to improve efficiency. A wing has been dedicated to Health Maintenance Organization ("HMO") patients with a satellite business office with billing, PhilHealth submissions, and cashier capabilities, to improve turnaround time for discharges. The HMO Wing was planned in 2022 and opened in February 2023.
- There had been improvements in overall patient experience. Patient Satisfaction Score for 2022 reached 66%, which is 6% higher than 2021, and almost reaching the global standard of 70%.
- In June 2022, employee activities were revived through the "Happy @ Work" campaign led by the Hospital's Human Resources Department.
- Social Responsibility through Asian Hospital Charities' programs
  - Medical Access Program ("MAP") in partnership with the Hospital's residency training program. The MAP also includes the Childhood Cancer Medicines Access Program and the Telemedicine Program in Brgy. Buli and Sitio Acero in Muntinlupa.
  - Community Health Initiative Program in partnership with the local government unit and the community. A key activity is the yearlong set of activities with Marillac Hills.
- The Hospital supported the doctors and allied health professionals in prioritizing continuous learning and education.
  - The 5<sup>th</sup> Yearly Innovation Summit was held in January 2022.
  - Ten post-graduate courses were carried out in 2022. These are in addition to multidisciplinary conferences regularly held for healthcare professionals.
  - Nursing simulators were acquired from the US in 2022. A dedicated simulation room is being developed.
  - The "Nursing Daisy Award" was launched to honor nurses who have exhibited exemplary clinical skills and have shown outmost compassion and a caring attitude.
- The Hospital has developed affordable surgical packages inclusive of hospital bill and professional fees through partner HMOs. More

affordable surgical packages are also currently under development and will be launched in 2023.

- Business Performance for 2022
  - Gross revenue is approximately Php 4.2 billion.
  - Net profit after tax (“NPAT”) increased by 43% compared to 2021.
- The historical dividend for the last 5 years was reported as follows:

Year	Declaration Date	Div Per Share	Total Dividends	NPAT/Pay-out ratio	Payment Date
2017	Apr 30, 2018	P0.060	P116,203,703	P485.2	May 30, 2018
	Nov 15, 2018	0.036	P69,722,222	(40%)	Dec 14, 2018
		P0.096	P185,925,925		
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
		P0.124	P240,154,320		
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
		P0.164	P317,623,456		
2022	May 2, 2023	P0.119	P230,470,679	P459.4 (50%)	May 26, 2023

- Should the current cash flow remain to be strong towards yearend, the Board of Directors will reconsider and revisit whether the remaining 50% will be paid out.
- 2023 landscape: “Sulit na Serbisyo” through its (a) global standards of quality and safety; (b) safe and comfortable facilities; (c) caring healthcare team; (d) expert doctors and allied staff; and (e) affordable packages.
- A video on the Hospital’s “Sulit” campaign to be launched this month was presented to end the report.

Following the President’s report, the Chairman informed the stockholders that the floor was open for questions and/or comments for the Board and/or the management.

Dr. Tuason commented that, in connection with the patient satisfaction survey, there should be a physicians’ satisfaction survey presented during next year’s annual stockholders’ meeting. She also commented that, although she was pleased with the low mortality rate in the ICU, in her experience as a clinician and as an admitting doctor to the ICU, most of the patients who are about to die/not expected to survive and/or under “do not resuscitate” (“DNR”) status are actually transferred out of the ICU and into the wards; hence, the clinical doctors may have a different formula as regards the ICU mortality rate, and thus, she asked that this be explained.

Dr. Tamesis acknowledged the points raised regarding the physicians’ satisfaction survey. He stated that management is embarking on several

programs designed specifically to further engage the medical community. He hoped that these mechanisms would be able to capture the physicians' feedback.

As regards the concern on the ICU mortality rate, Dr. Tamesis responded that what was reported was based on what the global standards require. He added, however, that Dr. Tuason's concern will be raised with the Office of the Chief Medical Officer, which monitors the standards. Management will also take a look into refining the measurements.

Jose M. Acuin, the Chief Medical Officer, also commented that Metro Pacific Health ("MPH"), the Hospital's parent company, has administered a doctor satisfaction questionnaire across its subsidiaries, including the Hospital. He added, however, that the Hospital will be glad to administer the questionnaire again, especially to those who were not able to respond previously. The net promoter score among the Hospital's doctors was about 52%. As regards the concern on the ICU mortality rate, Dr. Joan Robles explained that even those patients taken out of the ICU because of their DNR statuses are also recorded, so they are part of the calculations even if they did not die in the ICU.

Dr. Tuason asked whether the Hospital conducted its own doctor satisfaction survey, separate from MPH, and exclusively for its doctors. Dr. Acuin answered that the Hospital intends to adopt MPH's survey to make the results comparable with all the subsidiaries of MPH. He added, however, that the Hospital may add more questions to the survey tool of MPH to adapt it to the Hospital's needs.

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

**5. Approval of the Audited Financial Statements of the Company for the Year Ending December 31, 2022**

The next item on the agenda is the approval of the Audited Financial Statements of the Company for the year ending December 31, 2022, which was filed with the Bureau of Internal Revenue and the Securities and Exchange Commission and presented in the President's Report. The Chairman informed the stockholders that a copy of the Audited Financial Statements was uploaded to the Hospital's website.

Dr. Hazel Marie Tala moved to approve the Audited Financial Statements of the Company for the year ending December 31, 2022. Dr. Tuason seconded the motion. There being no objection, the Chairman declared the Audited Financial Statements of the Company for the year ending December 31, 2022, approved by the stockholders.

**6. Ratification of Corporate Acts Since 2 May 2022**

The next item on the agenda is the ratification of the acts of the Board of Directors and management of the Company since 2 May 2022, as set forth in the minutes of the meetings of the Board of Directors held during the same period.

Dr. Tala moved to ratify all of the acts of the Board of Directors and management of the Company from 2 May 2022 to the present. Dr. Dimatatac seconded the motion. There being no objection, the Chairman declared all of the acts of the Board of Directors and management of the Company since 2 May 2022 to the present, ratified and approved by the stockholders.

**7. Election of Directors for the Year 2023-2024 (with Report on Incumbent Directors)**

The next item on the agenda is the election of the members of the Board of Directors who shall serve for 2023-2024, until their successors are duly elected and qualified in accordance with the Company'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 Company:

**Regular Directors:**

1. Dr. Sol. Z. Alvarez
2. Mr. Ricardo V. Buencamino
3. Mr. Reymundo S. Cochangco
4. Mr. Jose Noel C. de la Paz
5. Mr. Andres M. Licaros Jr.
6. Mr. Celso Bernard G. Lopez
7. Mr. Augusto P. Palisoc, Jr.
8. Mr. Manuel V. Pangilinan

**Independent Directors:**

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

The Corporate Secretary further stated that the nominees for directors were the incumbent directors of the Company, who were elected during the last Annual Stockholders' Meeting held on 2 May 2022. The Corporate Secretary informed the stockholders that the profiles of the nominees are provided in the Information Statement, a copy of which was uploaded to the Hospital's website. This profile included, among other things, their qualifications and relevant experience, length of service in the corporation,

trainings and continuing education sessions attended, and their board representations in other corporations.

Dr. Tuason moved to declare all nominees re-elected as directors of the Company, to serve as such for the year 2023-2024. Dr. Dimatatac seconded the motion. There being no objection, the Chairman declared the aforementioned nominees re-elected as directors of the Company to serve as such for the year 2023-2024 and until their successors are duly elected and qualified in accordance with the Company's By-laws.

#### **8. Appointment of External Auditors**

The next item on the agenda is the appointment of the Company'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 Company for the year 2023-2024.

Dr. Tala moved to re-appoint Sycip Gorres Velayo & Co. as the external auditors of the Company for the year 2023-2024. Dr. Tuason seconded the motion. There being no objection, the Chairman declared re-appointed Sycip Gorres Velayo & Co. as the Company's external auditors for the year 2023-2024.

#### **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