

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

1. SEC Registration Number ... CS201738919
  
2. Exact name of issuer as specified in its charter  
..... OPTIMUM QUALITY HEALTH VENTURES, INC.  
Doing business under the name and style of Camarin  
Doctors Hospital
  
3. Principal Business Address including postal code..... 1 Camarin Road, Barangay 172, Camarin, Caloocan City,  
1421
  
4. Province, country of other jurisdiction of incorporation or organization..... NCR, Philippines
  
5. BIR Tax Identification No. 009-895-673-000
  
6. Industry Group: Hospitals and Physicians
  
7. Telephone Number including area code: Fax Number  
+(63) 995-330-37-20 (02)\_\_\_\_\_
  
8. Official company's website..... www.camarindoctorshospital.ph
  
9. Fiscal Year (Day and Month) 31 December

**COMPUTATION OF FILING FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit/Par value for securities registered but not part of offering	Proposed maximum aggregate offering price	Amount of registration fee
Preferred Shares	1,116,000	PhP10.00	PhP 11,160,000.00	
Common Shares A	930,000	PhP50.00	PhP 46,500,000.00	
Common Shares C *Offered by blocks (80 shares per block)	250,000 shares (Equivalent to 3,125 blocks)	PhP270,000.00 per block	PhP 843,750,000.00	
<b>TOTAL</b>	<b>2,296,000 shares</b>		<b>PhP901,410,000.00</b>	
<b>Filing fee</b>				<b>PhP786,455.00</b>
<b>Legal Research Fee</b>				<b>7,864.55</b>
<b>Documentary Stamp Tax</b>				<b>30.00</b>
<b>Total Fees</b>				<b>PhP794,349.55</b>

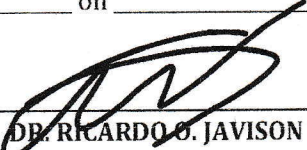
Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

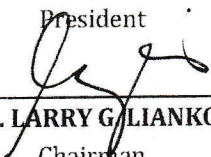
Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than ₱500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than ₱500 Million but not more than ₱750 Million	₱500,000 plus 0.075% of the excess over ₱500 Million
More than ₱750 Million but not more than ₱1 Billion	₱687,500 plus 0.05% of the excess over ₱750 Million
More than ₱1 Billion	₱812,500 plus 0.025% of the excess over ₱1 Billion

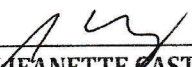
A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

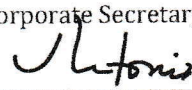
### SIGNATURES

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 \_\_\_\_\_ on \_\_\_\_\_.

  
 \_\_\_\_\_  
**DR. RICARDO O. JAVISON**  
 President

  
 \_\_\_\_\_  
**DR. LARRY G. LIANKO**  
 Chairman

  
 \_\_\_\_\_  
**LEAH JEANETTE CASTILLO BAYAN**  
 Corporate Secretary


  
 \_\_\_\_\_  
**DR. JONATHAN L. LATONIO**  
 Treasurer

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ affiants exhibiting to me their PRC License/TIN ID as follows:

Name	Type of Identification	I.D. Number	Date/Place of Issue
Ricardo O. Javison	PRC	0090273	Valid until 06/08/2025, Manila
Larry G. Lianko	TIN	910-444-884	
Leah Jeanette Castillo Bayan	TIN	226-008-413	
Jonathan L. Latonio	PRC	0077975	Valid until 6/30/2023, Manila

### NOTARY PUBLIC

Page No. 95  
 Doc. No. 468  
 Book No. 105  
 Series of 2022

  
**ATTY. SEVERINA S. AGUILAR-ACUÑA**  
 NOTARY PUBLIC  
 My Commissions Expires on Dec. 31, 2022  
 PTR No. 0642428 / Jan. 3, 2022 / Caloocan City  
 ATTY.'S ROLL NO. 30232  
 Lifetime IBP No. 776295, Jan. 27, 2009  
 CALMANA CHAPTER / MCLE Compliance-V-0004149 April, 2019  
 No. 15, Zone 15, Brgy., 172 Zamora Comp., Gate 1,  
 Camarin Caloocan City (North)



## **OPTIMUM QUALITY HEALTH VENTURES, INC.**

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

**SEC Certificate of Registration No. CS201738919**

This Preliminary Prospectus relates to the registration of 2,296,000 shares of Optimum Quality Health Ventures, Inc. consisting of 1,116,000 *Preferred Shares*, 930,000 *Common Shares A*; and 250,000 *Common Shares C*. The 250,000 *Common Shares C* or the "*Offer Shares*" is equivalent to 3,125 blocks, for issuance to the public at an Offer Price of ₱270,000.00 per block.

The securities will be traded Over-the-Counter.

DATE: **December 27, 2022**

**THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.**

This Preliminary Prospectus relates to the primary offer and sale of 250,000 common shares C of Optimum Quality Health Ventures, Inc. (the "Issuer") equivalent to 3,125 blocks (consisting of 80 shares per block) at an offer price of ₱270,000.00 per block with an aggregate principal amount of Eight Hundred Forty Million Pesos (₱843,750,000.00). The securities will be issued upon approval of the Securities and Exchange Commission.

The 3,125 blocks will be offered at an offer price of ₱270,000.00 per block. The blocks will be sold on a first come, first served basis, subject to pre-qualification procedures. The offer shares will not be listed in the Exchange and will be issued over the counter only. The corporation will be selling the shares on its own through an internal staff.

Optimum Quality Health Ventures, Inc. expects to raise gross proceeds amounting up to Eight Hundred Forty Three Million Seven Hundred Fifty Thousand Pesos (₱843,750,000.00) and the net proceeds are estimated to be at least Eight Hundred Forty Million Six Hundred Ninety Seven Thousand Six Hundred Sixty-Two Pesos (₱840,697,662) 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 complete the construction, development and operation of *Camarin Doctors Hospital* (the "Hospital"), payment of loans, and payments of advances from stockholders. 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 regulation in force to which it is subject.

The company is organized under the Philippine Law. The Company is authorized to distribute dividends out of its surplus profit, in cash, properties of the Company, shares of stock. Dividends paid in the form of cash or property, are subject to 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 owns at least two-third (2/3) of the outstanding capital of the company. The Board may not declare dividends as determined by the Board, taking into consideration factors such as 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 48 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 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, investor must rely on their own 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. The Investors should be aware that risks and uncertainties might occur.

**ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED THEREIN IS TRUE AND CURRENT.**

By:


  
**DR. RICARDO O. JAVISON**  
President

**SUBSCRIBED AND SWORN** to before me this DEC 27 2022 affiant exhibiting to me their PRC License/TIN ID as follows:

Name	Type of Identification	I.D. Number	Date/Place of Issue
Ricardo O. Javison	PRC	0090273	Valid until 06/08/2025, Manila

Page No. 12  
Doc. No. 53  
Book No. 106  
Series of 2022

**NOTARY PUBLIC**

  
**ATTY. SEVERINA S. AGUILAR-ACUÑA**  
NOTARY PUBLIC  
My Commissions Expires on Dec. 31, 2022  
PTR No. 0642428 / Jan. 3, 2022 / Caloocan City  
ATTY.'S ROLL NO. 30232  
Lifetime IBP No. 778295, Jan. 27, 2009  
CALMANA CHAPTER / MCLE Compliance-V-0004149 April, 2019  
No. 15, Zone 15, Brgy., 172 Zamora Comp., Gate 1,  
Camarin Caloocan City (North)

## TABLE OF CONTENTS

<b>FORWARD-LOOKING STATEMENTS</b> .....	6
<b>DEFINITION OF TERMS</b> .....	7
<b>EXECUTIVE SUMMARY</b> .....	9
Brief Background on the Company .....	9
Core Business .....	9
Business Strategies .....	9
<b>RISK FACTORS</b> .....	11
<b>BUSINESS INFORMATION</b> .....	16
Description of Business.....	16
Suppliers: .....	17
Procurement Policy .....	17
Competition .....	18
Marketing .....	19
Employees.....	19
Medical Practitioners.....	20
Properties .....	21
Legal Proceedings of Company, its Subsidiaries and/or Affiliates .....	23
Services and Departments .....	25
Transactions with and/or dependence on related parties .....	30
<b>USE OF PROCEEDS</b> .....	31
<b>DESCRIPTION OF SECURITIES OFFERED</b> .....	36
Securities of the Registrant .....	36
Secondary Offering .....	37
Recent sale of Unregistered or Exempt Securities .....	37
Determination of the Offer Price .....	38
Terms and Conditions of the Offer .....	38
Benefits and/or Privileges .....	40
Investor Restrictions .....	40
<b>PLAN OF DISTRIBUTION</b> .....	41
<b>CAPITALIZATION</b> .....	42
Capital Stock .....	42
<b>OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS</b> .....	42
Outstanding Securities .....	42
Stockholders .....	43
Dividends and Dividend Policy .....	48
<b>BOARD OF DIRECTORS</b> .....	49
Directors .....	49
Business and Work Experience .....	49
Security Ownership of Directors .....	53
<b>MANAGEMENT</b> .....	54

Officer, Manager and Key Person .....	54
Security Ownership of Management .....	55
Compensation .....	56
Arrangements with Officers, Directors, Managers and Key Persons .....	56
Insolvency Legal Proceedings of Management and Key Personnel .....	57
Certain Legal Proceedings .....	57
Litigation .....	58
Family Relationship .....	58
Certain Relationship and Related Party Transactions .....	58
<b>FINANCIAL INFORMATION .....</b>	<b>59</b>
Summary Financial Information .....	64
<b>INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS..</b>	<b>68</b>
External Audit Fees and Services .....	68
Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.....	68
Taxation .....	68
<b>INDEPENDENT AUDITORS AND COUNSELS .....</b>	<b>69</b>
Legal Matters .....	69
Independent Auditors .....	69
<b>REGULATORY FRAMEWORK.....</b>	<b>70</b>
<b>OTHER MATERIAL FACTORS .....</b>	<b>70</b>
<b>EXHIBITS.....</b>	<b>71</b>

## 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 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:

<b>“Articles”</b>	The Articles of Incorporation of the issuer
<b>“BIR”</b>	Bureau of Internal Revenue
<b>“Board”</b>	The Board of Directors of the issuer collectively referred to as one consisting of fifteen (15) members
<b>“By-laws”</b>	The By-laws of the issuer
<b>“Corporation”</b>	Refers to OPTIMUM QUALITY HEALTH VENTURES, INC. unless otherwise specifically described in this document
<b>“Director”</b>	The individual membership of the incumbent Board of Directors of the Issuer.
<b>“DOH”</b>	Department of Health
<b>Environmental Compliance Certificate “ECC”</b>	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
<b>“Hospital”</b>	Camarin Doctors Hospital, or the building referred hereto being built in the name of Camarin Doctors Hospital.
<b>“Internal Rules”</b>	Refers to the rules and regulations concerning application procedures, availment, use and enjoyment of facilities and services, and all amendments there to
<b>“Issuer”</b>	The same as Optimum Quality Health Ventures, Inc.
<b>“Level II Health Care Facility”</b>	A hospital or health facility duly classified under Department of Health (DOH) Administrative Order No. 2012-002 with functional capacity shall include at the minimum the following: <ol style="list-style-type: none"><li>1) An organized staff of qualified and competent personnel including allied medical and administrative personnel, with Chief of Hospital / Medical Director and appropriate board-certified Clinical Department Heads.</li><li>2) Bed space for its authorized bed capacity in accordance with DOH Guidelines in the Planning and Designs of Hospital.</li><li>3) 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,</li></ol>

- Pediatrics, Obstetrics and Gynecology, Surgery, their subspecialties and ancillary services.
- 4) An operating room with standard equipment and provision for sterilization of equipment and supplies in accordance with:
    - a. DOH Reference Plan in the Planning and Design of an Operating Room/Theater
    - b. DOH Guidelines on Cleaning, Disinfection and Sterilization of Reusable Medical Devices in Hospital Facilities in the Philippines
  - 5) A post-operative recovery room.
  - 6) Maternity facilities, consisting of ward(s), room(s), a delivery room, exclusively for maternity patients and newborns.
  - 7) Isolation facilities with proper procedures for the care and control of infectious and communicable diseases as well as for the prevention of cross infections.
  - 8) A separate dental section/clinic.
  - 9) Provision for blood station.
  - 10) Provision for general Intensive Care Unit (ICU) for critically ill patients.
  - 11) Provision for Neonatal Intensive Care Unit (NICU)
  - 12) Provision for High-Risk Pregnancy Unit (HRPU)
  - 13) Provision for respiratory therapy services
  - 14) A DOH licensed tertiary clinical laboratory
  - 15) A DOH licensed level 2 imaging facility with mobile x-ray inside the institution and with capability for contrast examinations.

<b>“Offer Price”</b>	The price at which the Offer Securities are being offered as indicated in this Prospectus
<b>“Offer Securities”</b>	Refers to the 250,000 Common Shares C or 3,125 blocks (1 block is equivalent to 80 shares) of Optimum Quality Health Ventures, Inc. to be offered for sale.
<b>“Prospectus”</b>	This document and any supplement or amendments thereto, pertaining to the issuance and sale of the Offer Securities.
<b>“SEC”</b>	Philippine Securities and Exchange Commission
<b>“Stock Certificate”</b>	The written or electronic evidence of ownership of share of stock of Optimum Quality Health Ventures, Inc.
<b>“Stockholder”</b>	A registered holder of shares of stocks of Optimum Quality Health Ventures, Inc. He may be a medical practitioner or a non-medical stockholder.

## 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**

Optimum Quality Health Ventures, Inc. is a stock corporation duly organized under the laws of the Republic of the Philippines on November 23, 2017. Optimum Quality Health Ventures, Inc. has an authorized capital stock of Two Hundred Twenty Nine Million One Hundred Sixty Thousand Pesos (₱229,160,000.00) divided into One Million One Hundred Sixteen Thousand (1,116,000) Preferred Shares with a par value of Ten Pesos (₱10.00) per share, and One Million Three Hundred Thirty Five Thousand (1,335,000) Common Shares classified into the following classes: Nine Hundred Thirty Thousand (930,000) Common "A" shares with a par value of Fifty Pesos (₱50.00) per share; One Hundred Fifty Five Thousand (155,000) Common "B" Shares with a par value of Three Hundred Pesos (₱300.00) per share; and Two Hundred Fifty Thousand (250,000) Common "C" Shares with a par value of Five Hundred Pesos (₱500.00) per share. Both Preferred Shares and Common "A" Shares are also classified as Founders' Shares. As of the date of this Preliminary Prospectus, at least 25% of the authorized capital stock had been subscribed and fully paid up.

### **Core Business**

Optimum Quality Health Ventures, Inc. was established to operate, own, manage and maintain a hospital or hospitals, medical and clinical laboratories and such other enterprises which may have similar or analogous undertakings or dedicated to services in connection therewith, subject to the condition that purely professional medical and surgical services shall be performed by duly qualified physicians and surgeons who may or may not be connected with the corporation and whose services shall be freely and individually contracted by the patients.

### **Business Strategies**

It is the mission of Optimum Quality Health Ventures, Inc. to set up a Level II health care facility that is organized, systematic, cost-effective in its approach of providing the community and its neighboring areas the best quality health care that is both within their reach and means. It will be a well-equipped health care facility that is complete in terms of the latest technology in medical diagnostics and treatment. Camarin Doctors Hospital will be a 7-storey 105-bed capacity Level II hospital with 2-basement parking with a total floor area of 14,388-sqm to be constructed in a 2,716-sqm property located in Camarin Road, Barangay 172, Camarin Caloocan City. It will be filled with doctors of varying specialties and sub-specialties that will cater to all medical conditions. The hospital will also have the latest technology in laboratory testing, radiologic equipment including x-rays, ultrasound and CT scan, and facilities for rehabilitation and physical therapy. It will have an adult and pediatric intensive care unit, operating and delivery rooms. This multidisciplinary specialty medical facility 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 practitioners and individuals who are related to medical specialists.

The act of purchasing the securities being offered does not automatically entitle such medical practitioner purchaser to practice his profession and use the facilities of Camarin Doctors Hospital,

although it is a prerequisite. Physicians and other medical specialists who are subscribers to at least one (1) block or eighty (80) Common Shares of the capital stock, have paid in full, and possess the minimum requirement and undergone and passed the screening process as indicated in the Internal Rules of the Hospital, may 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 maybe imposed by Optimum Quality Health Ventures, Inc. pursuant to its rules and duly approved resolutions. Medical practitioners 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.

Optimum Quality Health Ventures, Inc. will assess and collect from each duly accepted Medical practitioner the appropriate monthly maintenance & utilities fee for the Doctor's Clinic effective on the date of turnover.

## 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 only has a brief operating history because the Issuer has just recently opened the hospital within the month; hence, it has not recorded any profit yet as of date. Likewise, permits are already secured from the local government together with the License to Operate from the Department of Health, and FDA for the different ancillary services like X-ray & Pharmacy.

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

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

However, the Issuer can mitigate said risk by:

**Although the Issuer has a brief operating history, the issuer can mitigate such risk by putting in place credit control systems and procedures which may include performing evaluation of patient’s capabilities and explaining very clearly payment terms available. Likewise, encouraging patients to settle outstanding balances and make installment payments to avoid accumulation of payables and setting up of credit limits. If debts are long overdue and follow-up attempts have failed to secure payments, then an option to outsource it to a debt recovery agency to act on behalf of the company may be considered.**

### **Limited Resources/Losses (select all that apply)**

√	<i>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.</i>
√	<i>The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of December 31, 2021 and June 30, 2022, the Issuer had an accumulated deficit of <b>PhP 18,332,447 and PhP 20,617,614, respectively</b> based on its Audited Financial Statements and Audited Interim Financial Statements.</i>

However, the Issuer can mitigate said risk by:

**The Issuer mitigates such risk through the availability of the credit line facility with the Development Bank of the Philippines (DBP) amounting to PhP475,000,000.00. Furthermore, holders of Founders' Shares are likewise readily available to support and provide additional funding for the Hospital's operations.**

### 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:

**The Issuer mitigates such risk by maintaining a competitive compensation package and benefits for its Management and Key Officers. The Human Resources Department will likewise maintain a program that will enhance and develop the career path of key officers and employee to ensure continued stay and loyalty to the Company.**

### Inexperienced Management (select all that apply)

	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.
	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:

### Past Failures

	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:

### 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.

As of December 31, 2021 and June 30, 2022, the Company's net tangible book value per Share was P18.79 and 17.66, respectively. Net tangible book value per Share represents total assets minus total liabilities, divided by the total number of Shares outstanding.

After giving effect to the sale of the Offer Shares (at an Offer Price of P3,375.00 per Offer Share) and after deducting estimated fees and expenses of the Offer, the total net tangible book value per Share would be P381.91. At the Offer Price of P3,375.00, the Shares will be purchased at a total premium of P364.25 to the total net tangible book value per Share.

The following table illustrates dilution on a per Share basis based on an Offer Price of P3,375.00 per Offer Share.

Offer price	3,375.00
Net tangible book value per Share as of June 30, 2022	17.66
Difference between net tangible book value per share as of June 30, 2022 and the as adjusted net tangible book value per Offer Share as of June 30, 2022 after the offer	364.25
Pro forma net tangible book value per share after the Offer	381.91
Dilution to investors in the Offer	2,993.09

The following table sets out the shareholdings, and percentage of Shares outstanding, of existing and new shareholders of the Company immediately after the completion of the Offer.

	<u>Number of Shares</u>	<u>%</u>
Existing shareholders	2,046,000	89.11%
New investors	<u>250,000</u>	<u>10.89%</u>
Total	<u>2,296,000</u>	<u>100.00%</u>

**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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### **Restriction on the Transfer of Shares**

√	As indicated in the Articles of Incorporation and By-Laws of the Issuer, the ownership of its securities are restricted and is subject to the condition stated therein. Likewise, the ownership of the shares of Optimum Quality Health Ventures, Inc. by individuals no matter how many, does not automatically entitle such holder the privilege to practice or use the facilities of Camarin Doctors Hospital. The prospective medical practitioner or even the non-medical stockholder has to pass the evaluation and qualification set forth by the Credentials Committee and the Board of Directors. The medical practitioner has to possess the minimum requirements in order to be allowed to practice and enjoy the privileges of the hospital, including the regular payment of dues. And even if one is already accepted, if the practitioner violates the by-laws, internal rules, and duly promulgated resolutions of the board, such stockholder may not be allowed to further practice or enjoy the facilities of the hospital. Such revocation of privilege will be implemented after observance of the basic rule of due process.
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### **Political and Economic Factors**

√	In general, the profitability of the Company depends to a large extent on the overall level of business and economic activity in the country, which in turn is affected by political and economic factors. Any political instability in the future may have a negative effect on the industries proposed to be served by the Corporation.
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### **Taxation**

√	Existing tax rates may increase in the future or existing tax exemptions and deductions may likewise be revoked/revised, adversely affecting the Corporation's revenues. Similarly, such tax rates may decrease or new exemptions and deductions may be created, to the Company's benefit.
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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 (unknown to the Corporation as of the date of this Prospectus), which may have an adverse effect on the investment by the prospective buyers.

## **BUSINESS INFORMATION**

### **Description of Business**

#### **1. Business of the Issuer**

Optimum Quality Health Ventures, Inc. was established to operate, own, manage and maintain a hospital or hospitals, medical and clinical laboratories and such other enterprises which may have similar or analogous undertakings or dedicated to services in connection therewith, subject to the condition that purely professional medical and surgical services shall be performed by duly qualified physicians and surgeons who may or may not be connected with the corporation and whose services shall be freely and individually contracted by the patients.

#### **3. Anticipated Business Plan of the Issuer**

Optimum Quality Health Ventures, Inc. will set up a Level II health care facility that is organized, systematic, cost-effective in its approach of providing the community and its neighboring areas the best quality health care that is both within their reach and means. It will be a well-equipped health care facility that is complete in terms of the latest technology in medical diagnostics and treatment. Camarin Doctors Hospital will be a 7-storey 105-bed capacity Level II hospital with 2-basement parking with a total floor area of 14,388-sqm to be constructed in a 2,716-sqm property located in Camarin Road, Barangay 172, Camarin Caloocan City. It will be filled with doctors of varying specialties and sub-specialties that will cater to all medical conditions. The hospital will also have the latest technology in laboratory testing, radiologic equipment including x-rays, ultrasound and CT scan, and facilities for rehabilitation and physical therapy. It will have an adult and pediatric intensive care unit, operating and delivery rooms. This multidisciplinary specialty medical facility 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 practitioners and individuals who are related to medical specialists.

The act of purchasing the securities being offered does not automatically entitle such medical practitioner purchaser to practice his profession and use the facilities of Camarin Doctors Hospital, although it is a prerequisite. Physicians and other medical specialists who are subscribers to at least one (1) block or eighty (80) Common shares of the capital stock, have paid in full, and possess the minimum requirement and undergone and passed the screening process as indicated in the Internal Rules of the Hospital, may 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 maybe imposed by Optimum Quality Health Ventures, Inc. pursuant to its rules and duly approved resolutions. Medical practitioners 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.

Optimum Quality Health Ventures, Inc. will assess and collect from each duly accepted Medical practitioner the appropriate monthly maintenance & utilities fee for the Doctor's Clinic effective on the date of turnover. The maintenance and utilities fee that will be charged to each accepted Medical Practitioner will be dependent on the actual consumption of each doctor of the utilities. There will be sub-meter on each doctor's room.

As soon as the SEC approved the hospital's secondary license registration and allowed to sell its share, the Hospital expect to onboard the expected workforce composed of around 500 medical specialists and subspecialists. The doctors have already intended their interest to join the Camarin Doctors Hospital.

#### 4. Operations

The Issuer (select all that apply):

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

The coronavirus pandemic and community quarantine protocols implemented by the government impacted greatly on the construction of the hospital and has caused a delay of more than two years. With the limited manpower allowed in the project site and some delays in delivery of materials and supplies, the target completion by December 2020 was moved to early 1<sup>st</sup> Quarter of 2023. This resulted in the postponement of the opening of the hospital. With the easing of restrictions, by the end of 4<sup>th</sup> Quarter 2022, the hospital is now almost fully constructed and has started soft operation after completing all requirements and acquiring the License to Operate from DOH and necessary permits from the local government unit. The opening of the hospital answers the heed of our government for more hospitals to serve more patients in this time of COVID-19 pandemic.

As soon as the SEC approved the hospital's secondary license registration and allowed to sell its share, the Hospital expect to onboard the expected workforce composed of around 500 medical specialists and subspecialists. The doctors have already intended their interest to join the Camarin Doctors Hospital.

**5. Jurisdiction:** Is the Issuer an entity organized and doing business in the Philippines?

Yes  No

**6. Date of Incorporation:** November 23, 2017

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

#### Suppliers

The Issuer (select all that apply):

	Has major supply contracts
√	Is currently or expects to be dependent upon a limited number of suppliers
	Has no suppliers

#### Procurement Policy

A Purchasing Committee will be created, the members will be appointed by the President.

- The Committee will meet regularly on a weekly/monthly basis, to conduct bidding process depending on the urgency to procure a particular item.
- The Committee will invite at least 3 prospective bidders. Suppliers will be asked to submit a quotation on a particular item, through sealed bidding process.

- The Committee will witness the opening of bids, tabulate and analyze through an “apple to apple” comparison and making sure that the item offered is in conformity with the specification/s given.
- The Committee, prior to the awarding of the winning bid, consults first with the end-users to ensure that the item to be purchased will serve its intended purpose.
- The Committee will submit the canvassed items together with the bid analysis/tabulation of the offer to the Executive Committee for further scrutiny and subsequent endorsement to the Board for approval.
- Upon approval of the Board, the Purchasing Committee will prepare the Purchase Order (PO) to be issued to the winning bidder for delivery of the item.

### **Competition**

*Describe the competition that the Issuer faces, and how the Issuer intends to compete. If the Issuer offers what it considers to be unique good or services, discuss competition from companies that provide similar or substantial goods or services.*

*Name the Issuer’s principal competitors and indicate their relative size and financial market strengths. Describe the Issuer’s strategy, whether to compete by price, service, or some other basis.*

The Issuer belongs to the industry that caters to the need of the public and medical practitioners for hospital facilities. There are no recognized trends within such industry. The geographic area of competition is within the North Caloocan City, District 5 in Quezon City particularly Novaliches & Fairview, and nearby Province of Bulacan, wherein the following Hospitals are operating: Commonwealth Hospital & Medical Center, FEU-NRMF Medical Center, Skyline Hospital & Medical Center, Qualimed Hospital, Caloocan City North Medical Center, Bernardino General Hospital, Nodado General Hospital, Novaliches General Hospital, and Fairview General Hospital.

The strategic location of Camarin Doctors Hospital will primarily influence the decision of the medical practitioners to subscribe to the shares of stock in Optimum Quality Health Ventures, Inc. Once the medical practitioner decides where to practice, price and quality of facilities and services come as the next factors. Good location, proximity to patients, reasonableness of the offer price and quality of the facilities will enable Camarin Doctors Hospital to effectively compete with its competitors within the area.

Physicians with specialties and subspecialties who are all active members of their respective society will be operating Camarin Doctors Hospital. PhilHealth & Health Maintenance Organization (HMO) accredited specialist will be available at the Outpatient department (OPD) and can be called for during emergencies. The emergency room will be headed by trained emergency consultants and staffed with junior consultants & residents from the different major departments who will be present at all times and can make necessary decisions for the management of the patient.

Patients will prefer Camarin Doctors Hospital due to its carefully planned, designed and constructed hospital building. It will boast of the presence of modern, top of the line equipment and facilities that can be used to serve more patients at a much faster and safer way. It will provide a much more comfortable condition of recovery and wellness.

The management team certainly plays a major role in the success of the hospital. They are the ones directing and guiding the whole hospital in terms of achieving the set goals. Policies and procedures implemented in the hospital usually are crafted and approved by top management.

Camarin Doctors Hospital management is composed of board of directors who worked professionally, united and with respect for one another. Every decision made is a collective efforts of the whole board. Several members of the management are graduates of different Masters Program in Business Administration, Hospital Administration, & Hospital Management and are part of the management team of other successful hospitals in metro manila and provinces.

## Marketing

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

Optimum Quality Health Ventures, Inc. will market and offer the securities over-the-counter through its own personnel who are well versed with Hospital operations. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, and the people behind the Hospital, are sufficient to entice medical practitioners and prospective investors to consider the offer. Camarin Doctors Hospital will greatly rely on strategies of the Marketing Department and satisfied patients to spread the word about the facilities and capabilities the Hospital can offer.

## 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

Type of Employees	Number of Current Employees	Expected within the Next 12 months
Medical Support Staff	220	50
Administrative Staff	80	10
Engineering and Maintenance	2	1
Outsourced	15	25
Clerical	20	0
Others	0	0

The Hospital has just recently started commercial operations after securing the License to Operate from the Department of Health, and permits from the local government. As soon as the SEC approved the hospital's secondary license registration and allowed to sell its share, the Hospital expect to onboard the expected workforce composed of around 500 medical specialists and subspecialists. The doctors have already intended their interest to join the Camarin Doctors Hospital.

The Issuer intends to provide the following benefits to its employees:

DOLE Mandated Benefit/s

1. Basic Salary not less than the required minimum wage
2. Overtime Pay

3. Premium Pay
4. Night Differential Pay
5. 13th Month Pay
6. Separation Pay
7. Retirement Pay
8. Service Incentive Leave (5 days)
9. Parental Leave (Paternal 7, Maternal 105 and Solo Parent 7)
10. Special Leave for Women (2 Months)

#### Supplemental Benefit/s

1. Hospitalization and Medical Benefit
2. Uniforms and clothing allowance for employees who has rendered a year of service
3. Provision of Health Maintenance Organization (HMO) Insurance
4. Employee Achievement Award
5. Meal Allowance for overtime work

#### Incentive Arrangements

1. Reasonable per diem for every committee meeting
2. Performance Bonus

### **Medical Practitioners**

Medical Practitioners are physicians who possess the minimum qualifications and are deemed fit to practice their profession, upon recommendation by the Credential Committee and approved by the Board of Directors and Management of Camarin Doctors Hospital. The Medical Practitioner must be a graduate of accredited Medical School and accredited training program of the different medical societies and must have passed the Credential Committee.

The Hospital expects a workforce composed of around 500 medical specialists and sub-specialists.

The act of purchasing the securities being offered does not automatically entitle such medical practitioner purchaser to practice his profession and use the facilities of Camarin Doctors Hospital, although it is a prerequisite. Physicians and other medical specialists who are subscribers to at least one (1) block or eighty (80) Common shares of the capital stock, have paid in full, and possess the minimum requirement and undergone and passed the screening process as indicated in the Internal Rules of the Hospital, may 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 maybe imposed by Optimum Quality Health Ventures, Inc. pursuant to its rules and duly approved resolutions. Medical practitioners 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.

Medical Practitioners must possess the minimum qualifications and are deemed fit to practice their profession, upon recommendation by the Credential Committee and approved by the Board of Directors and Management of Camarin Doctors Hospital. The Medical Practitioner must be a graduate of accredited Medical School and accredited training program of the different medical societies and must have passed the Credential Committee.

Optimum Quality Health Ventures, Inc. will assess and collect from each duly accepted Medical practitioner the appropriate monthly maintenance & utilities fee for the Doctor's Clinic effective on the date of turnover. The maintenance and utilities fee that will be charged to each accepted Medical Practitioner will be dependent on the actual consumption of each doctor of the utilities. There will be sub-meter on each doctor's room.

Currently, there are 35 medical practitioners composed mainly of the founders of the Hospital. But the hospital expects in the next 12 months a workforce composed of around 400-500 medical specialists and sub-specialists who have expressed their intent to be affiliated with the hospital. This will be comprised of Anesthesiologist of about 40-50, ENT Specialist of 10-20, Family Medicine doctors of about 10, Internist with different subspecialties of 100-120, Obstetrician-Gynecologist & subspecialties 80-100, Pediatrician of 70-80, around 50-60 Surgeons with different specialties, 10-20 Ophthalmologist, Radiologist of about 10, & 10 Pathologists.

## 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.*

Camarin Doctors Hospital will be a 7-storey 105-bed capacity Level II hospital with 2-basement parking with a total floor area of 14,388-sqm to be constructed in a 2,716-sqm property located in Camarin Road, Barangay 172, Caloocan City.

The property is covered by Transfer Certificate of Title No. 001-2018002931 and Tax Declaration No. 26-172-04429-19-R (PIN 113-26-172-01-004) registered under the name of Optimum Quality Health Ventures, Inc.

The Hospital will have the following facilities:

### *Ground Floor*

At the Ground Floor of the Hospital are the Emergency Department, Laboratory Department, Radiology Department, Pharmacy, and Business Department. There are also commercial spaces available for lease.

The Emergency Department will have a triage area and 10 cubicles, a decontamination room & isolation room, and 1 Minor Operating Room equipped with LED OR lights and Anesthesia Machine.

The Laboratory Department will have the following sections: Clinical Chemistry, Clinical Microscopy, Serology & Immunology, Hematology, Histopathology, Microbiology, Blood Bank, and Drug Testing.

The Radiology Department will have the following sections: General Ultrasonography, X-Ray Room, CT Scan section, and MRI section.

The Business Department will have the following sections: Admitting, Billing, Philhealth, HMO, Cashier, and Social Service.

Three (3) elevators will serve the hospital.

#### *Second Floor*

Located on the second floor is the Sterile Complex, consisting of two (2) Major Operating Room & one (1) Minor Operating Room for Surgery, one (1) theater for Urology, one (1) theater for Ophthalmology, and the semi-sterile Endoscopy section. The Post-Anesthesia Care Unit (PACU) for Surgery will have 5 beds. On the other side of the complex is the Labor Room & Delivery Room for Obstetrics. There will be two (2) Pre-Labor Rooms and four (4) Labor Rooms, one of which is dedicated for High Risk Pregnancies. There are two (2) rooms dedicated for Normal Delivery, and one (1) theater for CS. The PACU for Obstetrics & Gynecology will have 4 beds.

Also in the second floor is the Nursery & Neonatal Intensive Care Unit (NICU). It will have 8 beds each for Well Baby, Premature Baby, and Sick Baby. There will also be a Breastfeeding Area.

The Medical Intensive Care Unit (ICU) will have 7 beds. One bed will be allotted for Isolation, and 2 beds devoted for Stroke patients.

#### *Third Floor*

Located on the third floor is the Dialysis Department composed of 13 stations, with one station dedicated for isolation. Also situated in this floor are the different centers such as Cardio/Pulmonary Center, Neuroscience Center, ENT Center, Diabetes Center, Women's Center, and Ortho & Physical Therapy Department. The Dietary Department & Cafeteria/Dining Area is also in this floor. There are also 13 Doctor's Clinics positioned in the third floor.

#### *Fourth Floor*

The fourth floor will be the Out-Patient Department (OPD) consisting of almost 60 Doctor's Clinic and HMO Office.

#### *Fifth & Six Floors*

Located in these floors are the patient's rooms comprising a total of 49 beds in each floor divided into private rooms, semi-private rooms, 3-bed ward, 4-bed ward, isolation room, and suite room.

#### *Seventh Floor*

On this floor will be situated the following facilities: Conference & Training Hall, Chapel, Administrative Department Offices, Executive Department Offices, Board Room, and Library.

#### *Basement Levels*

The 2 basement levels will be the parking area. It will also have the Cadaver Holding Area, Medical Gas Room, Waste Holding Room, Laundry & Linen Department, Housekeeping Office, Property Supply & Storage Room, Security Room, Telco Room, and Water 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.

## Government Regulations (select all that apply):

√	The Issuer and/or its products/services are subject to material regulation by a government agency.
√	The Issuer is required to have a license or permit (other than organizational license) to conduct business.
√	The Issuer has obtained any required licenses or permits to conduct business.

Optimum Quality Health Ventures, Inc. has secured the necessary permits to construct the Hospital. Other permits may be required later for its operation and shall be complied with by the Corporation. The Hospital has secured:

- Environmental Compliance Certificate from the Environmental Management Bureau of the Department of Environment and Natural Resource for its project of 7-Storey Hospital Building as a Level 2 Private Hospital having a 100 bed capacity under Certificate No. ECC-OL-NCR-2019-0054.
- Certificate of Exception from the Office of the Land Use and Zoning Administration of the City of Caloocan
- Permit to Construct from the Health Facilities and Services Regulatory Bureau of the Department of Health

The Company will declare the 105-bed capacity as approved by the Department of Health and indicated on the Permit to Construct (PTC). This PTC is the basis of all the structural design implemented in the hospital, specifically on the exact allotment of bed capacity. The DENR permit was based on a general rounded off to the nearest hundred bed capacity indicated on the application.

In the course of its pre-operation stage, Optimum Quality Health Ventures, Inc. will secure permits and licenses from national and local government entities particularly the License to Operate (LTO) from the DOH and Hazardous Waste Permit from DENR. The Caloocan City Office will issue the Building Permit and Occupancy Permit. The Hazardous Waste Permit from DENR, and Building Permit and Occupancy Permit from the Caloocan City Office are the constructor's responsibility.

The License to Operate from the Department of Health was already secured as well as the necessary permits from the local government. The DOH conducted an ocular inspection of the facilities of the Hospital, as well as the pre-operation procedures of Camarin Doctors Hospital, to ensure it is compliant with the standards of the Department prior to issuance of the LTO.

In summary, the licenses and permit that the Hospital acquired to operate are as follows:

1. DOH Inspection and Certification that the hospital is complete, and equipment is available
2. DOH License to Operate (LTO)
3. FDA License to Operation a Medical X-ray Facility
4. Local Government Unit (LGU) Permits – Business Permit

5. Barangay Clearance
6. Occupancy Permit – for application once hospital construction is complete
7. DENR ECC
8. Laguna Lake Development Authority (LLDA) Discharge Permit

## **Services and Departments**

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

### **DEPARTMENT OF ANESTHESIOLOGY**

The Department of Anesthesiology will provide safe anesthesia and patient care that complies with local and international standards and is administered by trained, qualified and board-certified anesthesiologists using up-to-date equipment and techniques.

It will have a complete anesthesia service, including consultation for patients and other physicians, general anesthesia, spinal and regional analgesia, sedation, management of obstetrical and intensive care patients, and acute and chronic pain management. Services will be available 24 hours a day, 7 days a week.

### **DEPARTMENT OF INTERNAL MEDICINE**

The Department of Internal Medicine will be the hospital's biggest department composed of consultant staff that is well trained and experienced in the various fields of practice.

The Department's officers and medical staff share a common passion to render the best medical care available, based on strong patient partnership and grounded on accepted standards of medical care. This is also supported with medical research and findings, thru gathered meta-analysis and selected conferences.

The Department of Internal Medicine will be divided into the following sections:

- Adult Intensive Care Medicine
- Allergy and Immunology
- Cardiology
- Dermatology
- Endocrinology
- Gastroenterology
- Geriatrics
- Hematology
- Infectious Disease
- Medical Nutrition
- Nephrology
- Oncology
- Pulmonary Medicine

### **DEPARTMENT OF NEUROLOGY**

The Neurology Department will be consisting of board-certified neurologists, with interests in memory disorders, cerebrovascular diseases, movement disorders, epilepsy, neurophysiology, personalized medicine and a neuropsychologist.

It will form partnerships and linkages within and outside of the hospital to enhance training, research, diagnostics, and patient care.

It offers neurological services (in the areas of patient care, education, and research) that are patient-centered, world class, multi-disciplinary, cost-effective, evidence-based, and ethical for the benefit of all economic segments and in response to the needs of the global market.

## **DEPARTMENT OF OBSTETRICS & GYNECOLOGY**

The Department of Obstetrics and Gynecology offers a wide scope of general and subspecialty inpatient and outpatient services that address every phase a woman experiences throughout her lifetime —from her pre-reproductive years through her childbearing and post-menopausal years. The Labor and Delivery Suite will cater to all obstetrical and gynecological needs involving minor and major operations. This unique facility allows the department to offer many options during surgical procedures including great flexibility and safety in the birthing process.

## **DEPARTMENT OF OPHTHALMOLOGY**

Camarin Doctors Hospital's Ophthalmologists will provide high-end diagnostic, medical and surgical care of the eyes for adults and children.

The Department of Ophthalmology will be at the forefront of utilizing modern technology in the treatment of eye disease. The department will be fully committed to the continued medical education of tomorrow's cream of eye doctors.

## **DEPARTMENT OF ORTHOPEDICS**

The Department will offers its services to all patients with orthopedic ailments, regardless of age, sex and socio-economic circumstances. This includes illnesses requiring either surgical or non-surgical management, as well as screening and diagnosis for any musculoskeletal disorders.

### **Trauma Unit**

The Orthopedic Trauma Unit handles mainly fractures, dislocations and soft-tissue injuries of the extremities. Common treatment modalities consist of surgical fracture fixation, joint reduction and non-surgical manipulation and immobilization, and complex soft-tissue injury management.

## **DEPARTMENT OF OTOLARYNGOLOGY – HEAD AND NECK SURGERY**

The Department of Otolaryngology – Head and Neck Surgery is made up of board-certified physicians who specialize in the medical and surgical management of patients with ear, nose, and throat (ENT) diseases. The breadth of expertise of the ENT physicians encompasses commonly encountered diseases such as ear pain, hearing loss, dizziness, tonsillitis, laryngitis, allergic rhinitis, sinusitis, and even the common cold.

Over time, the department also plans to expand into multiple subspecialties namely Otolaryngology, Rhino pharyngology, Laryngology, Head and Neck Surgery, Maxillofacial Surgery, Facial Plastic Surgery, Pediatric ENT, and Sleep Medicine. The advent of these subspecialties will make it possible to address more complicated diseases including malignant head and neck tumors, facial fractures, swallowing and voice disorders, and aesthetic facial deformities.

## **DEPARTMENT OF PEDIATRICS**

The Department of Pediatrics will be at the forefront of pediatric medicine partnering with every parent every step of the way, offering subspecialties to help children grow up to be strong and ready to face the world.

The department will provide customized and specialized health care services that respond to the special needs of its pediatric patients.

## **DEPARTMENT OF RADIOLOGY**

The Department of Radiology offers a wide array of educational and clinical service programs with a commitment to develop and disseminate subspecialty expertise.

The Department consists of different sections namely General Radiology, CT and Ultrasound.

### **General Radiology**

In general radiology, X-rays are used to image different parts of the body. These are stored in digital format and may be viewed from a computer screen or printed on film. Diagnostic X-rays involve exposure of patients to ionizing radiation and should only be performed under the supervision of a physician with the necessary training in radiation protection to optimize examination safety. The Diagnostic Radiology section performs diagnostic X-rays of the chest, abdomen, extremities, spine, and skull.

### **Ultrasound**

Ultrasound uses high frequency sound waves to image different sections of the body in real time based on the acoustic properties of the different tissues. Ultrasound does not involve radiation and can be safely performed on children and pregnant women.

### **Computerized Tomography**

Computerized tomography (CT) is a radiologic modality that provides axial images that may be reconstructed into sagittal, coronal, or 3D formats. This provides detailed clinical information in the detection, differentiation, and demarcation of disease. Like diagnostic X-rays, CT is a form of medical imaging that involves the exposure of patients to ionizing radiation. It should only be performed under the supervision of a physician with the necessary training in radiation protection to optimize examination safety.

## **EMERGENCY ROOM DEPARTMENT**

The Emergency Room Department is a full-service emergency room open 24 hours a day, 365 days a year, capable of handling all accidents and injuries, which include urgent to emergency care. Common symptoms treated in our emergency room include stitching up a minor laceration to stabilizing an active heart attack. The ER is staffed 24 hours a day with board certified physicians, registered nurses, radiology technicians and allied professionals who are all committed to patient-centered care.

## **LABORATORY DEPARTMENT**

The Laboratory Department operates under the discipline of laboratory medicine and provides relevant information for the diagnosis, prevention or treatment of disease, impairment of personal care, and assessment of health.

The Laboratory is a fully equipped modern diagnostic facility offering a broad range of tests. Clinical and anatomic pathologists, a clinical microbiologist/infectious disease specialist, a

manager, supervisors, section heads, a competency specialist, staff medical technologists and administrative support personnel will man this area.

The Laboratory processes has extensive testing capabilities in the following areas: Chemistry, Hematology, Blood Bank and Transfusion Services, Clinical Microscopy, Histology/Cytology, Microbiology, Serology, Immunology/Special Chemistry and Molecular Biology. The Laboratory can also provide a vast majority of routine tests, as well as a variety of special procedures.

## **SUPPORTING DEPARTMENTS**

### **INFORMATION-ADMITTING DEPARTMENT**

This department will process the admission of patients. Information gathered in this department will aid at making the patient's medical record accurate and complete. The department is in charge of updating records of room availability and the list of confined patients. It receives all reservations made for possible confinement and is in charge of informing admitted patients of the hospital's rules and regulations. The department provides the transfer of patients from areas of entry to their respective hospital rooms.

### **BUSINESS AND FINANCE DEPARTMENT**

This department is subdivided into the Billing Section, Treasury, Accounting, and Credit & Collection.

The Billing Section is tasked with the preparation/consolidation of patient's individual statement of account after all procedures, medicines, supplies and other support services has been billed accordingly. These patient account include those which are Company-Sponsored, enrollees and dependent of Health Maintenance Organizations (HMO), Insurance Companies, research and related corporate or institutional clients.

This section sees to it that mandated social legislation like coverage from the Philippine Health Insurance (Philhealth), discounts for Senior Citizens, Person with Disability (PWD) and similar socialized benefits are applied in accordance with their respective implementing rules and regulations (IRR).

The Cashier Section is in charge of collecting cash, checks, certificates, and bonds for payment of hospital charges/fees for which it issues official receipts. It regularly remits/deposits collections to the bank and prepares a daily cash position report. It is also the office responsible in preparing checks, releasing salaries to staff, paying for subscription fees and other services availed by the institution, as well as the custody and liquidation of petty cash advance.

The Accounting Division is responsible for the systematic recording of all financial transactions, preparation of financial statements, relevant reports as well as the maintenance and safekeeping of the Center's books of accounts. This office is also responsible for the processing of expenditures, remittances, such as SSS, Pag-ibig and Philhealth contributions. It is also in charge of the preparation of the liquidation reports of the funds received by the institution. Refund of doctors' professional fees, overpayment of hospital bills and other refunds are also being processed by this office.

## **GENERAL SERVICES DEPARTMENT**

The General Services Department is responsible for the planning and developing the projects of the hospital, as well as the technical and preventive maintenance of its facilities.

Related environmental issues such as conservation, pollution and waste disposal and recycling are also managed by the General Services Department.

The department is also tasked to provide the necessary support services in terms of engineering works, housekeeping, laundry, communication, transport and security for the hospital to efficiently and effectively deliver quality service to all its patients and clients.

### **COMPONENT UNITS OF THE GENERAL SERVICES DEPARTMENT**

1. Engineering and Technical Services Section
2. Housekeeping Section
3. Linen and Laundry Section
4. Communication Section
5. Motor pool Section
6. Security Services Section

## **HUMAN RESOURCES DEPARTMENT**

The Human Resources Department is in-charge of the personnel management services of the hospital, with the main thrust of providing each and every official and employee the required quality service on personnel matters for a systematic, efficient and effective execution of hospital operations.

## **INFORMATION TECHNOLOGY DEPARTMENT**

The major objective of this department is to provide the hospital with an automation system that will link and analyze data from both the clinical and administrative sections. This will ensure optimum hospital financial operations and provision of quality patient care.

## **NURSING SERVICE DEPARTMENT**

With its mission to provide quality and effective care to patients through clinical competence, the Nursing Department is manned by highly accomplished nurse managers, nurse supervisors, and staff nurses that work on 24-hour shifts to oversee the continuity of patient care. All of the highly trained nurses share the core values of concern and care for patients, employees, and the institution. They possess high levels of responsibility, discipline, commitment, and dedication to excellence.

### **MEDICAL RECORDS SECTION**

As the repository of all patient's records, the Medical Record Section provides data to the hospital staff directly responsible in-patient care management as well as information to decision-makers that serves as management tool for sensible planning and evidence-based decision-making.

## **PHARMACY DEPARTMENT**

The Pharmacy Department directs and implements programs, projects and activities for the provision of safe, affordable and efficacious medicines consistent with the Generics Act of 1988, Philippine National Drug Formulary (PNDF) and DOH policies, rules and regulations.

Services under this department include:

Dispensing Service - considered by many as the main function of the Pharmacy.

Clinical Service - formulation and implementation of guidelines on rational drug use, as well as the detection, monitoring and reporting of medication errors and adverse drug reactions. This Section handles patient education/counseling and drug product information.

Administrative Service - mainly focuses on the regulatory requirements of the Pharmacy. This is the section, which addresses the medicine needs of the hospital. It includes medicine procurement, storage, inventory management, cost planning, budgeting, financial management, preparation of reports, report transmission and record filing.

### **Transactions with and/or dependence on related parties**

The company, in the normal course of business, has entered into transactions with related parties principally consisting of:

#### *Advances from Shareholders*

Upon incorporation, the Board of Directors were able to raise funds from shareholders amounting to ₱39.2 million to finance the acquisition of the land with contract price of ₱55 million. The advances were non-interest bearing, unsecured, and are repayable on demand from start of commercial operations depending on the results of the operations or whenever there is excess cash from the operations.



## USE OF PROCEEDS

### 8. Net Proceeds

The figures herein are only estimates and are made under the assumption that all or a significant portion of the Offer Securities will be sold setting aside fortuitous events or acts of men beyond the control of the management of the Issuer.

In the event all the Offer Securities are sold, it will generate maximum gross proceeds of approximately ₱843,750,000.00. The gross proceeds, less transaction expenses, taxes, professional and registration fees, etc. will yield ₱840,697,661.95 which shall be used to complete the construction, development and operation of the Hospital, payment of loan, and payment of advances from stockholders. An estimate of the net proceeds, assuming the best case and complete sell out of the Offer Securities as currently priced is as follows:

<b>Gross Proceeds from the Offering</b>	<b>₱ 843,750,000.00</b>
Less: Expenses	
SEC Registration Fee	794,394.55
UP Legal Research Fee	7,943.50
Documentary Stamp	1,250,000.00
Legal Fees	250,000.00
Auditors Fees	250,000.00
Other Incidental Expenses	500,000.00
<b>Net Proceeds from the Offering</b>	<b>₱ 840,697,661.95</b>

In the event that the actual expenses relating to the Offer differ from the above estimates, the net proceeds to the Company from the Offer may be higher or lower than the expected net proceeds set forth above. Any increase or decrease in the net proceeds to the Company shall be addressed by making a corresponding increase or decrease, as the case may be, to the proposed use pro-rata.

In the event the maximum net proceeds of ₱840,697,661.95 is realized, it will be applied to the purposes mentioned below, in the estimated amounts, based on % to the total proceeds that will be raised as follows: (enumerated in descending order of priority)

Proposed Use	Amount	%	Target Disbursement Period
Loan Payments	360,000,000.00	43%	Quarterly
Medical Equipment	167,390,045.84	20%	After SEC approval
Payment of Advances (Stockholder)	158,808,537.00	19%	Upon demand
Operating Expenses	75,000,000.00	9%	After SEC approval
Hospital Construction	61,322,357.00	7%	Immediately
Hospital/Offices Furniture & Fixtures	10,000,000.00	1%	After SEC approval
Architect & Other Fees	8,176,722.11	1%	After project completion
<b>TOTAL</b>	<b>₱840,697,661.95</b>	<b>100%</b>	

*\*Loan payments shall pertain to payments to be made to DBP for the principal and interest due on the loan availed. Architect and other fees include professional fees, schematic design, design development, contract documents, retention fees and other out-of-pocket expenses.*

The proceeds shall be used for the above purposes and are not intended to be used to reimburse any officer, director, employee, or shareholder for any service rendered, assets previously transferred. However, the Hospital intends to repay the advances made by the stockholders which was used to finance the purchase of land and defray initial construction costs of the hospital building. There is no remuneration paid by the Hospital to its key management personnel as of December 31, 2021.

The facilities to be constructed within the Hospital include the doctors/dentists clinics, office area for the HMO, administration office, parking lots, and commercial area for coffee shop, elevators, comfort rooms and waiting areas for patients.

The estimate gross proceeds may not be realized at the same time or within a fixed period.

The figures in the Use of Proceeds are estimates based on current pricing of the equipment, development costs and operational expenses of the Company. As such, adjustments and/or deviations in the disclosed uses may be made. **To the extent that the net proceeds from the Offer are not immediately applied to the above purposes, the Company will invest the net proceeds in short term demand deposits and/or money market instruments. In any event there will be material adjustments or deviations, the company undertakes to inform the Commission within 30 days prior to its implementation.**

*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.*

Where less than all of the securities to be offered may be sold and more than one use is listed for the proceeds, the Hospital intends to prioritize the following disbursements:

1. Completion of hospital construction
2. Acquisition of Hospital Equipment
3. Operating Expenses
4. Payment of Advances from Stockholders
5. Payment of Loan

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.

The Hospital expects that the proposed use and purpose for which the offering is made shall be covered by the loan availed with the Development Bank of the Philippines to defray the expenses being currently incurred. Details of which are disclosed below.

If the proceeds will be used to pay-off existing debt, disclose the following: √

Name of Creditor	Amount of Debt	Interest	Maturity Date
<b>Development Bank of the Philippines</b>	<b>Term I - PhP400,000,000.00</b>	Prevailing rate	12 years inclusive of 2 years of grace period in 40 equal quarterly amortizations commencing at the end of 9 <sup>th</sup> quarter from date of

Name of Creditor	Amount of Debt	Interest	Maturity Date
			initial drawdown until fully paid.
	<b>Term II - 75,000,000.00</b>	Prevailing rate	7 years inclusive of 1 year of grace period in 24 equal quarterly amortizations commencing the end of the 5 <sup>th</sup> quarter from the date of initial drawdown until fully paid.
<b>TOTAL</b>	<b>PhP475,000,000.00</b>		

Optimum Quality Health Ventures, Inc. availed a loan from Development Bank of the Philippines on December 10, 2019. Principal amount is ₱475,000,000.00 with interest subject to the definition of terms, and provisions of the Loan Agreement:

For Term Loan I -

- (i) Initially based on prevailing rate under the relevant program applied for and determined on the date of *Initial Advance*.
- (ii) Subject to the adjustment by the Lender at such rate as it may determine every quarter during construction after the date of *Borrowing*.

With one-time option to fix interest rate within one (1) year from date of initial drawdown.

Every three (3) to five (5) years, based on the Lender's prevailing rate on date of drawdown, payable quarterly in arrears, commencing at the end of first (1<sup>st</sup>) quarter from date of interest fixing coinciding the nearest amortization date. Interest shall be reviewed every three (3) or five (5) years as applicable, using the same benchmark, from date of initial drawdown, until fully paid.

For Term Loan II -

- (i) Option 1: Fixed for first (1<sup>st</sup>) three (3) years, based on the Lender's prevailing rate on date of drawdown, payable quarterly in arrears, commencing at the end of the first (1<sup>st</sup>) quarter from date of initial drawdown. Interest shall be reviewed at the end of the third year, to be fixed for the next four (4) years until maturity, using same benchmark, from date of initial drawdown until fully paid.
- (ii) Option 2: Fixed for two (2) years, based on the Lender's prevailing rate on date of drawdown, payable quarterly in arrears, commencing at the end of the first (1<sup>st</sup>) quarter from date of initial drawdown. Interest shall be reviewed at the end of the second (2<sup>nd</sup>) year, to be fixed for the next five (5) years until maturity, using the same benchmark, until fully paid.

On July 14 and December 1, 2020, the Company received the first (1<sup>st</sup>) and second (2<sup>nd</sup>) release of the loans amounting to ₱80,000,000 and ₱100,000,000, respectively. The average annual interest rates of the first (1<sup>st</sup>) and second (2<sup>nd</sup>) releases of loans will be 5.25% to 5.50% payable quarterly for twelve (12) years. The first interest payments will be on October 14, 2020 while the first principal payments will be on October 14, 2022.

On May 6, 2021, the Company received the third (3<sup>rd</sup>) release of the loans amounting to ₱180,000,000, inclusive of fees and charges. The average annual interest rate of this loan will be 5.25% payable quarterly for twelve (12) years. The first interest payments will be on July 14, 2021 while the first principal payments scheduled on October 14, 2022 was extended for another year and commence on October 14, 2023.

The final release of the amount P40Million is awaiting for the completion of the Hospital Building and pending compliance of the following requirements:

1. To increase capitalization.
2. Progress on construction of hospital building
3. Interest payments - updated

The Hospital is confident that it will meet the requirements. Once it secured the secondary license, new investments will be secured. This is to also note that the construction of the hospital has been on time. The remaining loan amount of P75Million which is allotted for the hospital equipment will not be released until the completion of hospital.

Is the creditor related to the Issuer or any of its Directors or Officers? \_\_\_\_ Yes  No

Is the proceeds will be used to purchase real estate property? \_\_\_\_ Yes  No

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.

Other than the acquisition of land, construction of hospital and acquisition of hospital equipment, furniture and fixtures, the Hospital intends to solely focus its financial disbursements to the operating expenses of the Hospital and loan repayments. The Hospital does not intend to acquire other business/es as of the moment.

The Cost of the land acquired amounted to PhP55,444,070 from \_Nature Realty & Development Corp. who is not a related party to the Hospital.

The Hospital intends to purchase the hospital furniture, fixtures and equipment from \_different suppliers namely: Medical Depot Inc.; Open Port Medical and Trading Corp.; NPK Medical Trading, Inc.; Puremed International Incorporated; Shimadzu Philippines Corporation; \_\_\_\_\_ who/which is (not) a related party to the Hospital.

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

Project Name	CAMARIN DOCTORS HOSPITAL
Project Cost (Estimate)	₱ 499,882,800.00 – Contractor’s Package
Schedule of Disbursement	<p>Schedules of payments for the Contractor’s fee shall be based on the cost estimates prepared by the Contractor upon satisfactory completion of the Contractor’s Work and as approved by the Hospital based on percentage of works completed</p> <p>P50,000,000.00 of Advance payment shall be made subject to the request of the Contractor.</p> <p>- As of December 2022, the Contractor has successfully delivered 99.5% of the expected output. The equivalent amount of work progress is expected to be billed to the Hospital based on the Contractor’s Project Report</p>

Project Name	CAMARIN DOCTORS HOSPITAL
	<p>- The Hospital already made advances to the Contractor in the amount of P79,495,683 as of December 31, 2021 for the materials for the construction of hospital building.</p> <p>Future disbursements shall be based upon the actual billings to be made by the contractor which shall be in accordance with the actual percentage of completion.</p>
Target Completion Date	December, 2022 – January, 2023
Percentage Completed	99.50%

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

The Company has secured a loan from Development Bank of the Philippines amounting to PhP475,000,000. Furthermore, holders of Founders' shares are likewise readily available to support and provide additional funding for the Hospital's operations.

## DESCRIPTION OF SECURITIES OFFERED

### Securities of the Registrant

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

	Founder's Shares
√	Common Shares
	Preferred Shares
	Others (specify):

Optimum Quality Health Ventures, Inc. is registering the following shares: 1,116,000 *Preferred Shares*, 930,000 *Common Shares A*; and 250,000 *Common Shares C*. The 250,000 *Common Shares C* or the "*Offer Shares*" is equivalent to 3,125 blocks, which will be offered for sale by way of primary offering.

Only 3,125 blocks will be offered, and sold primarily to Medical Practitioners who possess the minimum qualifications and are deemed fit to practice, upon recommendation by the Credentials Committee and approved by the Board and Management of Optimum Quality Health Ventures, Inc. Other purchasers may be non-medical practitioners who are related to medical practitioners and those who intend to purchase the shares purely for investment purposes.

The common shares that will be offered will qualify the medical shareholder to practice at the Hospital, subject to pre-qualification procedures, aside from earning dividends as may be declared by the Board.

#### RESTRICTIONS:

A shareholder cannot directly or indirectly sell, assign, or otherwise transfer any shares of the Corporation and/or subscription rights to shares of the Corporation without complying with the procedure outlined below, except in the following cases:

- a. transfer by virtue of donation; or
- b. transfer/assignment in favor of legal heirs by succession whether testamentary (by will) or intestate (by operation of the law); or
- c. transfer of qualifying share to and from nominees of shareholders to the board of directors of the Corporation; provided that beneficial title over qualifying shares remains with the nominating shareholders and the transfer is not meant to circumvent the restrictions on the transfer of shares expressed herein; or
- d. transfer to an affiliate of the shareholder.

Any shareholder wishing to sell, assign, transfer or otherwise dispose of all or a portion of its shares and/or subscription rights to shares, whether for valuable consideration or by gratuitous title to a third party must first offer the same to the other shareholders of the Corporation for the same price or consideration and under the same terms and conditions as the seller gave or will give to the third party in the following order of priority:

- a. First priority - the Corporation
- b. Second priority - Holder of Preferred & Common Shares A (Founders)
- c. Third priority - Holder of Common Shares B
- d. Fourth priority - Holder of Common Shares C
- e. Last priority - Outsider (third party)

Any transfer of a share of the capital stock in violation of the foregoing provisions shall be null and void and shall not be transferrable in the books of the Corporation.

11. 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
	Preference as to dividends or interest
	Restrictions on dividends or other distributions
	Preference over liquidation
	Anti-dilution
	Conversion rights
	Other special voting rights
	Other special rights or preference (specify):

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

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

**Secondary Offering**

13. 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

14. 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 are the legitimate beneficial owner of the securities.

15. Are these securities are to be registered under a delay or continuous offering?  
 Yes     No

**Recent Sale of Unregistered Exempt Securities**

Class of Securities Sold	Purchasers	Consideration	Exemption from Registration Claimed
N/A			

## Determination of the Offer Price

The Offer Price shares for sale was arrived at by considering several factors including but not limited to: the timing of purchase relative to the stage of completion of the Hospital and its facilities, the number of applicants the Hospital could serve and accommodate, the total development cost based on the cost assessments of the engineers, architects, and other professionals hired for the project, comparable price of similarly situated structure with similar facilities, market demand, risk undertaken by the original shareholders, the exclusive and premium nature of the Hospital and its intended patients, and the acceptability of the pricing strategy to the current market.

The breakdown of the Offer Price is presented as follows:

<u>Number of Blocks of Common Shares C</u>	<u>Proposed Selling Price per Block</u>
3,125 blocks	₱270,000.00 per block

## Terms and Conditions of the Offer

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.

Issue Size	₱843,750,000.00
Offer Shares	250,000 shares for a minimum subscription of 80 shares
Terms and Manner of Payment	Cash/Installment
Offer Period	From approval until fully subscribed
Eligible Applicants	Medical Specialists. Relatives of Medical Specialists, the Public
Restriction on Ownership	None
Right to accept, reject and scale down applications	The act of purchasing the securities being offered does not automatically entitle such medical practitioner purchaser to practice his profession and use the facilities of Camarin Doctors Hospital, although it is a prerequisite. Physicians and other medical specialists who are subscribers to at least one (1) block or eighty (80) Common shares of the capital stock, have paid in full, and possess the minimum requirement and undergone and passed the screening process as indicated in the Internal Rules of the Hospital, may 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 maybe imposed by Optimum Quality Health Ventures,



	<p>Inc. pursuant to its rules and duly approved resolutions. Medical practitioners 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.</p>
Refunds	<p>In the event the project for which the securities of Optimum Quality Health Ventures, Inc. are sold, is for any reason, not completed within the periods stated in the prospectus, it shall refund the amount of investments of purchasers within thirty (30) business days from receipt of written demand.</p>
Issuance and Transfer of Taxes	<p>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 other existing laws. Such income may be subject to a fixed rate or staggered rate as the case may be.</p> <p>Net capital gains realized from selling of securities other than those traded in the stock exchange is subject to tax of 15% for the net 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.</p> <p>Upon the original issuance of Optimum Quality Health Ventures, Inc. shares, Documentary Stamp Tax (DST) will be imposed at a rate of ₱2.00 for every ₱200.00 or a fractional part thereof, of the par value of the shares to be issued. The secondary transfer of Optimum Quality Health Ventures, Inc. shares is subject to Documentary Stamp Tax at a rate of ₱1.50 on each ₱200.00, or fractional part thereof, of the par value of the share transferred.</p>
Restrictions on the Issuance and Disposal of shares	<p>Any shareholder wishing to sell, assign, transfer or otherwise dispose of all or a portion of its shares and/or subscription rights to shares, whether for valuable consideration or by gratuitous title to a third party must first offer the same to the other shareholders of the Corporation for the same price or consideration and under the same terms and conditions as the seller gave or will give to the third party in the following order of priority:</p> <ol style="list-style-type: none"> <li>a. First priority - the Corporation</li> <li>b. Second priority - Holder of Preferred &amp; Common Shares A (Founders)</li> <li>c. Third priority - Holder of Common Shares B</li> <li>d. Fourth priority - Holder of Common Shares C</li> <li>e. Last priority - Outsider (third party)</li> </ol>

Trading of Shares	The shares will be traded over-the-counter
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**Management Discounts and/or Privileges**

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

The Company only provides the following Management Discounts:

**A. Shareholders & Spouse**

1. Free board and lodging up to private room accommodation for 45 days per year (non-cumulative, depending on the availability, on a “first come, first served” basis). 50% discount will be given if the number of days exceeds 45 days.
2. Not less than twenty percent (20%) discount on the following:
  - a. Laboratory Procedures
  - b. Radiologic Procedures
  - c. Pharmacy
3. No operating room, delivery room & emergency room fees
4. Privilege to practice for Medical Shareholders (subject to pertinent credential requirements)

**B. Shareholder’s Natural Parents and Dependents**

1. Free board and lodging up to private room accommodation deductible from the 45 days per year allotted for shareholder (non-cumulative, depending on the availability, on a “first come, first served” basis). 50% discount will be given if the number of days exceeds 45 days.
2. Ten percent (10%) discount on the following:
  - a. Laboratory Procedures
  - b. Radiologic Procedures
  - c. Pharmacy
3. Fifty percent (50%) discount on operating room, delivery room & emergency room fees

**Investor Restrictions**

17. Is the offering subject to any other Investor Restrictions? \_\_\_\_ Yes  No

18. Are the securities subject to any resale restrictions by the Issuer?  Yes \_\_\_\_ No

Please see RESTRICTIONS stated earlier.

## PLAN OF DISTRIBUTION

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

Name	Relationship to Issuer	Address	Tel. No.	Compensation received for selling securities
Mr. Russell Magcawas	Administrative Officer of Camarin Doctors Hospital	Lot 33, Gladiola Street, Village Magdalena 3, Brgy. 172, Caloocan City North	+6394532 24104	Salary as Administrative Officer of the Hospital
Ms. Ma. Cecilia Macalinao	Executive Secretary of Camarin Doctors Hospital	Block 12, Lot 11 Neptune St. Palmera Spring 5, Bagumbong, Caloocan City	+6399521 19412	Salary as Executive Secretary of the Hospital

The 3,125 blocks will be offered at an offer price of ₱270,000.00 per block.

Optimum Quality Health Ventures, Inc. will market and offer the securities over-the-counter through its own personnel who are well versed with Hospital operations. Management believes that the strategic location of the Hospital, the facilities and the services it will provide, and the people behind the Hospital, are sufficient to entice medical practitioners and prospective investors to consider the offer. Camarin Doctors Hospital will greatly rely on strategies of the Marketing Department and satisfied patients to spread the word about the facilities and capabilities the Hospital can offer.

The subscription payments made will be utilized to fund the development costs, finish the hospital up to its operational stage and pay existing debts.

## CAPITALIZATION

### Capital Stock

ACS	Par Value	Type of Shares	No. of Subscribed Shares	Amount Paid up
11,160,000.00	10.00	Preferred A	1,116,000	11,160,000.00
46,500,000.00	50.00	Common A	930,000	46,500,000.00
46,500,000.00	300.00	Common B		
125,000,000.00	500.00	Common C		
<b>₱229,160,000.00</b>			<b>2,046,000</b>	<b>₱57,660,000.00</b>

## OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

### Outstanding Securities

20. For each class of the Issuer's securities, indicate the total number of outstanding securities and the total number of securities of 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
Preferred	1,116,000	-
Common A	930,000	-
Common B	-	-
Common C	-	250,000
<b>TOTAL</b>	<b>2,046,000</b>	<b>250,000</b>

**Preferred Shares & Common A Shares** - classified as Founder's share in the articles of incorporation shall have the exclusive right to vote and be voted for in the election of directors for a period not exceeding five (5) years from the date of incorporation. The rights and privileges of the Founder's shares have already expired last November 23, 2022.

Preferred shares are entitled to dividends to be paid from the unrestricted earnings at pro-rata basis with the common stock based on their par values.

The preferred shares shall be participating and shall share with the common voting stock in the distribution of any residual dividends at pro-rata basis with the common stock based on their par values.

They shall have preference in the distribution of the assets of the Company in the event of liquidation.

**Common B & C Shares** - the holders of these shares have cumulative voting right and a right to

dividends.

## Stockholders

### Original Stockholders

21. 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	%
1	Javison, Ricardo Oro	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
2	Lianko, Larry de Guzman	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
3	Florendo, Eli Almendares	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
4	Latonio, Jonathan Lacia	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
5	Arellano, Richard Quidasol	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
6	Cabalic, Catherine Perez	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
7	David, Arwin Granada	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
8	Domingo, Mario Matias	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
9	Dulay, Monet Estelita Encarnacion	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
10	Fabon, Jehiel Legalisa	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
11	Go, Willie Lim	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
12	Haberia, Bryan Macapagal	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
13	Siao, Djoana Jet Esteban	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
14	Taguba, Carl Ryan Marino Duque	Preferred	74,400	6.67%

No	Name	Class of Securities	Shares Held	%
		Common A	62,000	
		Total	136,400	
15	Toy, Visitacion Vicente	Preferred	74,400	6.67%
		Common A	62,000	
		Total	136,400	
	<b>TOTAL</b>		<b>2,046,000</b>	<b>100.00%</b>

#### Current Stockholders

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

No	Name	Class of Securities	Shares Held	%
1	Javison, Ricardo Oro	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
2	Lianko, Larry de Guzman	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
3	Florendo, Eli Almendares	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
4	Latonio, Jonathan Lacia	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
5	Toy, Visitacion Vicente	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
6	Cabalic, Catherine Perez	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
7	David, Arwin Granada	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
8	Domingo, Mario Matias	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
9	Dulay, Monet Estelita Encarnacion	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
10	Fabon, Jehiel Legalisa	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
11	Go, Willie Lim	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
12	Haberia, Bryan Macapagal	Preferred	36,000	3.23

No	Name	Class of Securities	Shares Held	%
		Common A	30,000	
		Total	66,000	
13	Siao, Djoana Jet Esteban	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
14	Taguba, Carl Ryan Marino Duque	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
15	Arellano, Richard Quidasol	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
16	Maritoni Caurel Abbariao	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
17	Winston Palapal Abesamis	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
18	Leah Jeanette Castillo Bayan	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
19	Grace Midoranda Fabon	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
20	Brenda Balintec Gianan	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
21	Maria Cristina Javison	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
22	Yvette Muviel Banatao Latonio	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
23	Chona Teves Lianko	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
24	Ronald Fajardo Licup	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
25	Arnel Flores Lim	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
26	Hermie Fontanilla Maglaya	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
27	Mayshara Magomnang Montojo	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
28		Preferred	36,000	3.23

No	Name	Class of Securities	Shares Held	%
	Virginia Marcaida Pua-Go	Common A	30,000	
		Total	66,000	
29	Sharon Michelle Patrona Bentero	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
30	Christopher Duque Taguba	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
31	Katrina Louise Molina Taguba	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
32	Athena Richards David	Common C	100	0.005
		Total	100	
33	Marygrace Tamayo Garcia	Common C	100	0.005
		Total	100	
34	Christopher Zamora Nitafan	Common C	100	0.005
		Total	100	
35	Leilanie Manangan Sacdal	Common C	100	0.005
		Total	100	
36	Dennis Carmona Villanueva	Common C	100	0.005
		Total	100	
	<b>TOTAL</b>			<b>100.00%</b>

#### Top 20 Stockholders

23. 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.

**Existing stockholders own 3.23% or less than 10% interest of Preferred A and Common A securities in the Issuer.**

No	Name	Class of Securities	Shares Held	%
1	Javison, Ricardo Oro	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
2	Lianko, Larry de Guzman	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
3	Florendo, Eli Almendares	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	



No	Name	Class of Securities	Shares Held	%
4	Latonio, Jonathan Lacia	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
5	Toy, Visitacion Vicente	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
6	Cabalic, Catherine Perez	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
7	David, Arwin Granada	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
8	Domingo, Mario Matias	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
9	Dulay, Monet Estelita Encarnacion	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
10	Fabon, Jehiel Legalisa	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
11	Go, Willie Lim	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
12	Haberia, Bryan Macapagal	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
13	Siao, Djhoana Jet Esteban	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
14	Taguba, Carl Ryan Marino Duque	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
15	Arellano, Richard Quidasol	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
16	Maritoni Caurel Abbariao	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
17	Winston Palapal Abesamis	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
18	Leah Jeanette Castillo Bayan	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
19	Grace Midoranda Fabon	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	

No	Name	Class of Securities	Shares Held	%
20	Brenda Balintec Gianan	Preferred	36,000	3.23
		Common A	30,000	
		Total	66,000	
21	Others (15 stockholders)	Preferred	396,000	35.4
		Common A	330,000	
		Total	726,000	
<b>TOTAL</b>				<b>100.00%</b>

## Dividends and Dividend Policy

### 24. Dividends and Dividend Policy

Optimum Quality Health Ventures, Inc.'s Board is authorized to declare cash or stock dividends or a combination thereof. A cash dividend declaration requires the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board and shareholders representing at least two-thirds of the Company's outstanding capital stock. Holders of outstanding shares on a dividend record date for such shares will be entitled to the full dividend declared without regard to any subsequent transfer of shares.

The Board of Directors has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from Optimum Quality Health Ventures, Inc.'s unrestricted retained earnings. The amount of such dividends (either in cash, stocks or property) will depend on the Corporation's profits, cash flow, capital expenditure, financial condition and other factors and will follow the SEC guidelines on determination of retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings. Actual earnings or profits shall be the net income for the year based on Audited Financial Statements, adjusted for unrealized items, which are considered not available for dividend declaration.

Taking into account the Hospital's cash flows, capital expenditure, investment objective and financial condition, at least 5% of the actual earnings or profits may be declared by the Board.

Based on the loan agreement, as long as the loan is not yet fully paid, the Hospital will not be allowed to declare dividends or will be allowed subject to approval of DBP.

## BOARD OF DIRECTORS

### Directors

25. 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	Ricardo Oro Javison	51	Director / President	Filipino	2022
2	Larry de Guzman Lianko	52	Director / Chairman of the Board	Filipino	2022
3	Jonathan Lacia Latonio	59	Director / Corp. Treasurer	Filipino	2022
4	Athena Richards David	26	Independent Director	Filipino	2022
5	Visitacion Vicente Toy	59	Director	Filipino	2022
6	Marygrace Tamayo Garcia	43	Independent Director	Filipino	2022
7	Christopher Zamora Nitafan	49	Independent Director	Filipino	2022
8	Leilanie Manangan Sacdal	45	Independent Director	Filipino	2022
9	Mario Matias Domingo	44	Director	Filipino	2022
10	Monet Estelita Encarnacion Dulay	46	Director	Filipino	2022
11	Willie Lim Go	64	Director	Filipino	2022
12	Bryan Macapagal Haberia	49	Director	Filipino	2022
13	Djhoanna Jet Esteban Siao	50	Director	Filipino	2022
14	Carl Ryan Marino Duque Taguba	45	Director	Filipino	2022
15	Maritoni Caurel Abbariao	52	Director	Filipino	2022

### Business and Work Experience

26. 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	Javison, Ricardo Oro	<p>President / Founder – Optimum Quality Health Ventures Inc. (2017-present)</p> <p>Founder:</p> <ul style="list-style-type: none"> <li>- Metro Antipolo Hospital &amp; Medical Center, Inc.</li> <li>- Visayas Avenue Medical Center</li> <li>- ACE Hospital &amp; Medical Center, San Jose Del Monte Bulacan</li> <li>- Sky 5 Pairs &amp; One Corporation</li> </ul>

No	Name	Business and/or Professional Work Experience
		<p>Corporate Secretary: - Antipolo Food &amp; Trading Ventures, Inc. (2018-2019)</p> <p>Board Member: - Metro Antipolo Hospital &amp; Medical Center, Inc. (2019-2020) - Mountain Peak Diagnostics and Medical Services, Inc. (2020-Present) - Sky 5 Pairs &amp; One Corporation (2015-present)</p> <p>Active Consultant – Internal Medicine/Cardiology: - MCU-FDTMF Hospital - Commonwealth Hospital &amp; Medical Center - Skyline Hospital &amp; Medical Center - Philippine Heart Center - Metro Antipolo Hospital &amp; Medical Center</p> <p>Active Professor: - MCU-FDTMF College of Medicine (2006-present)</p> <p>Chairman – Department of Medicine: - Metro Antipolo Hospital &amp; Medical Center (2016-present)</p> <p>Section Head of Cardiology: - Commonwealth Hospital &amp; Medical Center</p> <p>Chief of Medical Professionals: - Skyline Hospital &amp; Medical Center (2020)</p>
2	Lianko, Larry de Guzman	<p>President / Founder: - Sky 5 Pairs &amp; One Corporation (2015-2017)</p> <p>Chairman / Founder: - Optimum Quality Health Ventures, Inc. (2017-present)</p> <p>Founder: - Metro Antipolo Hospital &amp; Medical Center, Inc.</p> <p>Board Member: - Sky 5 Pairs &amp; One Corporation (2017-present) - Antipolo Food &amp; Trading Ventures, Inc. (2017-2018, 2020-Present) - Metro Antipolo Hospital &amp; Medical Center, Inc. (2018-2019) - Lumina Healthcare Corporation (2018-2019)</p> <p>Corporate Treasurer: - Mountain Peak Diagnostics and Medical Services, Inc. (2019-2020)</p> <p>Active Consultant – Anesthesiology: - Commonwealth Hospital &amp; Medical Center - Skyline Hospital &amp; Medical Center</p>

No	Name	Business and/or Professional Work Experience
		<p>- Metro Antipolo Hospital &amp; Medical Center</p> <p>Visiting Consultant – Anesthesiology:  - MCU-FDTMF Hospital  - Delos Santos Medical Center</p> <p>Chairman:  - Department of Anesthesiology – Metro Antipolo Hospital &amp; Medical Center (2016-2018, 2020-Present)  - Total Quality Management – Skyline Hospital &amp; Medical Center (2015-2018)</p> <p>Medical Director:  - Skyline Hospital &amp; Medical Center (Present)</p>
3	David, Athena Richards	Registered Medical Technologist - FEU-NRMF Medical Center (2018) - San Lazaro Hospital (2018)
4	Latonio, Jonathan Lacia	Corporate Treasurer / Founder: - Optimum Quality Health Ventures, Inc. (2017-present) Active Consultant – Internal Medicine/Pulmonology - Nodado General Hospital - Manila East Medical Center - Commonwealth Hospital & Medical Center - Pacific Global Medical Center
5	Garcia, Marygrace Tamayo	Active Consultant – Internal Medicine - Commonwealth Hospital & Medical Center (2012-present) - Skyline Hospital & Medical Center (2017-present) - Grace General Hospital (2012-present)
6	Nitafan, Christopher Zamora	Active Consultant – Internal Medicine - Commonwealth Hospital & Medical Center (2012-present)
7	Sacdal, Leilanie Manangan	Junior Consultant – Internal Medicine - Commonwealth Hospital & Medical Center (2012-present)
8	Domingo, Mario Matias	Instructor: - Our Lady of Fatima University (2004-2005) Assistant Professor: - FEU-NRMF, (2015-present) Active Consultant – Internal Medicine / Ambulatory Diabetes: - Dr. Jose N. Rodriguez Memorial Hospital
9	Dulay, Monet Estelita Encarnacion	Hospital Administrator: - Commonwealth Hospital & Medical Center (2014-2019) Administrative Officer - Diliman Doctors Hospital (present) Industrial Care Physician:

No	Name	Business and/or Professional Work Experience
		- Commonwealth Hospital & Medical Center (2012-2019)  Emergency Department Physician: - General Malvar Hospital (2008-present)
10	Abbaraiiao, Martoni Caurel	Active Consultant – Internal Medicine/Adult Neurology - Commonwealth Hospital & Medical Center - Grace General Hospital - San Lorenzo General Hospital - FEU-NRMF Medical Center - Quezon City General Hospital - Skyline Hospital & Medical Center
11	Go, Willie Lim	Active Consultant – Anesthesiology: - Quezon City General Hospital - Arm Forces of the Philippines Medical Center - Diliman Doctors Hospital - Commonwealth Hospital & Medical Center - Malvar General Hospital - Marikina Valley Medical Center - Pasig Doctors Medical Center - Bernardino General Hospital
12	Haberia, Bryan Macapagal	Chairman – Department of Anesthesiology: - Commonwealth Hospital & Medical Center  Active Consultant – Anesthesiology: - FEU-NRMF Medical Center  Visiting Consultant – Anesthesiology: - Bernardino General Hospital - OCW General Hospital - Lady of Lourdes Hospital, Inc. - Nodado General Hospital - San Ramon Hospital - North Caloocan Doctors Hospital - Hope General Hospital
13	Siao, Djhoana Jet Esteban	Head – Department of Surgery: - Quezon City General Hospital  Head – Department of Surgery: - Caloocan City North Medical Center - Skyline Hospital & Medical Center (2018-2019)  Active Consultant – Surgery: - Commonwealth Hospital & Medical Center  Visiting Consultant – Surgery: - Pacific Global Medical Center
14	Taguba, Carl Ryan Marino Duque	Active Consultant – Orthopedic Surgery: - Commonwealth Hospital & Medical Center - Pacific Global Medical Center - Skyline Hospital & Medical Center - Marikina Valley Medical Center - Grace General Hospital - East Avenue Medical Center

No	Name	Business and/or Professional Work Experience
		- Dr. Jose N. Rodriguez Memorial Hospital - Caloocan City North Medical Center - The Medical City
15	Toy, Visitacion Vicente	Founding Officer: - Philippine Society of Cosmetic and Aesthetic Gynecology  Head – Department of OB-Gyne - Commonwealth Hospital & Medical Center  Active Consultant – OB-Gyne: - Bernardino General Hospital - Delgado Hospital - Nodado General Hospital - Diliman Doctors Hospital - FEU-NRMF Medical Center - The Medical City

#### 27. Other Directorship of Independent Directors

Name of Independent Director	Reporting Company	Year Appointed
None		

#### Security Ownership of Directors

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

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
Javison, Ricardo Oro	1,500,000	-	Filipino	30,000	3.23%
Lianko, Larry de Guzman	1,500,000	-	Filipino	30,000	3.23%
Latonio, Jonathan Lacia	1,500,000	-	Filipino	30,000	3.23%
Domingo, Mario Matias	1,500,000	-	Filipino	30,000	3.23%
Dulay, Monet Estelita Encarnacion	1,500,000	-	Filipino	30,000	3.23%
Go, Willie Lim	1,500,000	-	Filipino	30,000	3.23%
Haberia, Bryan Macapagal	1,500,000	-	Filipino	30,000	3.23%
Siao, Djoana Jet Esteban	1,500,000	-	Filipino	30,000	3.23%
Taguba, Carl Ryan Marino Duque	1,500,000	-	Filipino	30,000	3.23%
Toy, Visitacion Vicente	1,500,000	-	Filipino	30,000	3.23%
Abbariao, Maritoni Caurel	1,500,000	-	Filipino	30,000	3.23%
Athena Richards David	100	-	Filipino	100	0.005
MaryGrace Tamayo Garcia	100	-	Filipino	100	0.005
Christopher Zamora Nitafan	100	-	Filipino	100	0.005
Leilanie Manangan Sacdal	100	-	Filipino	100	0.005

## MANAGEMENT

### Officer, Manager and Key Person

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

Name	Ricardo Oro Javison, MD, FPCP, FPCC, MBA
Age	51
Title	President
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	MCU-FDTMF Hospital Commonwealth Hospital & Medical Center Skyline Hospital & Medical Center Philippine Heart Center Metro Antipolo Hospital & Medical Center
Education	Master of Business Administration – Far Eastern University, Institute of Accounts, Business & Finance Doctor of Medicine – MCU-FDTMF College of Medicine (1997) BS Biology – Manila Central University (1993) Residency Training in Internal Medicine – MCU-FDTMF Hospital Fellowship Training in Cardiology – Philippine Heart Center

Name	Larry de Guzman Lianko, MD, DPBA, FPSA, MBA-H
Age	52
Title	Chairman
Time spent on Issuer’s business	Full Time
Hospital affiliation – 5 years	Commonwealth Hospital & Medical Center Skyline Hospital & Medical Center Metro Antipolo Hospital & Medical Center MCU-FDTMF Hospital Delos Santos Medical Center
Education	Master of Business Administration in Health – Ateneo Graduate School of Business (2016) Doctor of Medicine – MCU-FDTMF College of Medicine (1996) BS Medical Technology – Centro Escolar University (1992) Residency Training in Anesthesiology – East Avenue Medical Center (2003)

Name	Leah Jeanette Castillo Bayan, MD, FPCP
Age	51
Title	Corporate Secretary



Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	Commonwealth Hospital & Medical Center Emmanuel Hospital
Education	Master of Business Administration – Far Eastern University, Institute of Accounts, Business & Finance Doctor of Medicine – MCU-FDTMF College of Medicine (1997) BS Medical Technology – University of Santo Tomas College of Pharmacy Residency Training in Internal Medicine – Manila Central University Hospital (2002) Course in Ambulatory Diabetes – UERMMC – Institute for Studies on Diabetes Foundation, Inc. (2007) Diploma Course in Hospital Diabetes Practice – UERMMC – Institute for Studies on Diabetes Foundation, Inc. (2009)

Name	Jonathan Lacia Latonio, MD
Age	59
Title	Corporate Treasurer
Time spent on Issuer's business	Full Time
Hospital affiliation – 5 years	Nodado General Hospital Manila East Medical Center Commonwealth Hospital & Medical Center Pacific Global Medical Center
Education	Master of Business Administration – Far Eastern University, Institute of Accounts, Business & Finance Doctor of Medicine – Bicol Christian College of Medicine (1991) BS Biology – South Western University (1986) Residency Training in Internal Medicine – Quezon City General Hospital (1998) Fellowship Training in Pulmonary Medicine – Quezon Institute (2002)

### Security Ownership of Officers, Managers and key Persons

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

Name	Amount and Nature of Beneficial Ownership		Citizenship	No. of Shares	% Ownership
	Direct	Indirect			
Javison, Ricardo Oro	1,500,000	-	Filipino	30,000	3.23%
Lianko, Larry de Guzman	1,500,000	-	Filipino	30,000	3.23%
Latonio, Jonathan Lacia	1,500,000	-	Filipino	30,000	3.23%
Domingo, Mario Matias	1,500,000	-	Filipino	30,000	3.23%
Bayan, Leah Jeanette Castillo	1,500,000	-	Filipino	30,000	3.23%
<b>TOTAL</b>	<b>7,500,000</b>			<b>150,000</b>	<b>16.15%</b>

## Compensation

29. 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:

All the officers of the company are not yet receiving any compensation since the start of its incorporation. They have a mutual understanding that they will receive compensation only when the hospital becomes operational.

### SUMMARY COMPENSATION TABLE

#### Annual Compensation

Name and Position		Year	Salary (P) per month	Bonus (P)	Other Annual Compensation
Ricardo O. Javison	President	2022	₱50,000	-	-
Larry G. Lianko	Chairman	2022	₱50,000	-	-
Leah Jeanette Castillo Bayan	Secretary	2022	₱35,000	-	-
Jonathan L. Latonio	Treasurer	2022	₱35,000	-	-
Visitacion Toy	Medical Director	2022	₱30,000	-	-
Willie Go	Hospital Administrator	2022	₱30,000	-	-
All other officers and directors as a group unnamed		2022		-	-

**Compensation of the Officers of the Hospital will commence once the hospital become operational.**

30. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Expects compensation to change in the next year
<input type="checkbox"/>	Owes compensation for prior years

#### Arrangements with Officers, Directors, Managers and Key Persons

31. The Issuer (select all that apply):

<input type="checkbox"/>	Has entered into employment or non-compete agreements with any Officer, Manager, Director or Key Person.
<input checked="" type="checkbox"/>	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

32. 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	Civil	Criminal	Administrative	Bankruptcy	Case Details
Javison, Ricardo O.	D/O	x	x	x	x	
Lianko, Larry G.	D	x	x	x	x	
Latonio, Jonathan L.	D/O	x	x	x	x	
David, Athena Richards	ID/O	x	x	x	x	
Toy, Visitation V.	D	x	x	x	x	
Garcia, Marygrace Tamayo	ID	x	x	x	x	
Nitafan, Christopher Zamora	ID	x	x	x	x	
Domingo, Mario Matias	D/O	x	x	x	x	
Dulay, Estelita Monet E.	D	x	x	x	x	
Sacdal, Leilanie Manangan	ID	x	x	x	x	
Go, Willie L.	D	x	x	x	x	
Haberia, Bryan M.	D	x	x	x	x	
Siao, Djhoana Jet E.	D	x	x	x	x	
Taguba, Carl Ryan Marino D.	D	x	x	x	x	
Abbariao, Maritoni Caurel	D	x	x	x	x	

### Certain Legal Proceedings

33. 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  No

34. 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 [  ] No
35. 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 [  ] No
36. 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 [  ] No
37. 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 [  ] No

**Litigation**

38. The Issuer (select all that apply):

	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
	Has pending litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
	Is currently threatened by litigation or administrative action that may have a material effect upon the Issuer’s business, financial condition, or operations
<input checked="" type="checkbox"/>	None of the above

**Family Relationship**

39. 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.

There is no family relationship up to the fourth civil degree either by consanguinity or affinity that exists among directors and executive officers.

**Certain Relationship and Related Party Transactions**

40. The Issuer (select all that apply):

<input checked="" type="checkbox"/>	Has made loans from an Officer, Manager, Director or Principal Stockholders within the last two (2) years
	Have one or more outstanding loans with an Officer, Manager, Director or Principal Stockholder in the future.
	Has done other business not associated with this offer with current Officer, Manager, Director, or Principal Stockholder within the last two (2) years
	Plans to do other business not associated with this offering with a current Officer, Manager, Director, or Principal Stockholder in the future

## FINANCIAL INFORMATION

### 1. Plan of Operation

The Issuer is just beginning its operations. Growth is expected once the Issuer increase its spending on additional medical specialist and subspecialists, acquire modern medical equipment, increase bed capacity and others related to its expansion. Loan borrowings will be made by the Issuer in order to finance its growth.

#### *Property and equipment*

The Issuer expects to acquire hospital equipment amounting to ₱166,464,700 and expand its hospital space through construction of a building with an estimated cost of ₱462,020,984. Hospital equipment acquired will also help in increasing the efficiency of the test required for patients. The building once completed can cater to an estimated number of in-patients up to 5,000 based on average of 3.5 days length of stay and 30,000 out-patients.

The list of equipment the Issuer intends to purchase with estimated purchase amounts are as follows:

QTY		PRICE PER UNIT	TOTAL COST
7	OR TABLE Manual/ Hydraulic	350,000.00	2,450,000.00
20	3-Crank Patient Bed package (includes bedside table, overbed table, IV pole, foot stool & bed mattress)	35,000.00	700,000.00
80	Electric Bed 3-Crank with amenities	55,000.00	4,400,000.00
15	Bassinet with Basin	6,500.00	97,500.00
5	Weighing Scale	12,000.00	60,000.00
2	Operating Table – Electric	750,000.00	1,500,000.00
8	Heavy Duty Suction Machine	75,000.00	600,000.00
2	Electrocautery	350,000.00	700,000.00
3	Fetal Doppler	7,500.00	22,500.00
15	Portable Suction	3,800.00	57,000.00
10	E-Cart	45,000.00	450,000.00
20	WheelChair	3,500.00	70,000.00
2	Infant Warmer	200,000.00	400,000.00
2	Infant Incubator	240,000.00	480,000.00
1	Phototherapy (Bililight)	90,000.00	90,000.00
1	Autoclave Machine 200L	650,000.00	650,000.00
1	Autoclave Machine 150L	400,000.00	400,000.00

8	OR Light Double Dome LED		
		400,000.00	3,200,000.00
2	OR Light Single Dome LED Portable		
		120,000.00	240,000.00
5	DR Set		
		55,000.00	275,000.00
3	CS Set		
		75,000.00	225,000.00
2	D&C Set		
		16,100.00	32,200.00
3	OR Set		
		80,000.00	240,000.00
2	Hysterectomy Set		
		75,000.00	150,000.00
2	Ortho Set		
		75,000.00	150,000.00
2	Scrub Sink (Single Tub)		
		75,000.00	150,000.00
2	Defibrillator – HP Codemaster		
		65,000.00	130,000.00
31	Patient Monitor – Comen Star 8000F with Stand/Trolley		
		100,000.00	3,100,000.00
7	Patient Monitor – Comen Star 8000F with Stand/Trolley w/ Central Monitoring System		
		110,000.00	770,000.00
2	Patient Monitor – Comen Star 8000F with EtCO2		
		195,000.00	390,000.00
7	ICU Bed – Hillrom Advanta or Stryker Go		
		68,000.00	476,000.00
2	Suite Room Bed – Hillrom Versacare		
		88,000.00	176,000.00
25	Hydraulic Stretcher		
		60,000.00	1,500,000.00
1	Scrub Sink – 2 Bay		
		150,000.00	150,000.00
1	Defibrillator – CU-HD1		
		477,000.00	477,000.00
9	Anesthesia Machine - AeonMed 7200 1 Vaporizer		
		530,000.00	4,770,000.00
1	Treadmill Machine		
		1,411,000.00	1,411,000.00
1	Holter Monitor -		
		661,500.00	661,500.00
1	ABPM OPCB 24-hour BP Monitoring with 3 recorders		
		430,000.00	430,000.00
4	Color Ultrasound System – Samsung Medison UGEO HS40		
		2,700,000.00	10,800,000.00
3	ECG Machine – Kenz Cardico 305		
		75,000.00	225,000.00
3	CTG Machine – eM9 Fetal/maternal Monitor SinoHero Med		
		225,000.00	675,000.00
1	CT Scan – Philips, Access CT SCAN 32 Slices with CT Angio		
		19,000,000.00	19,000,000.00
1	Laparoscopic & Arthroscopic Tower		
		3,500,000.00	3,500,000.00
1	Endoscopy Tower		
		4,300,000.00	4,300,000.00

1	Hysteroscopy Machine	1,975,000.00	1,975,000.00
1	C-ARM – Shimadzu Opescope Acteno (Analog)	5,300,000.00	5,300,000.00
1	Floor Mounted X-ray - Shimadzu RADspeed Fit DR	3,050,000.00	3,050,000.00
2	FPD – Konica Minolta Wireless Portable Flat Panel Detector for Digital Radiography System	2,200,000.00	4,400,000.00
1	Mobile X-ray – Shimadzu Mobile Art Eco MUX-10	1,900,000.00	1,900,000.00
1	Lonwin Supervan 1.5 Tesla	45,000,000.00	45,000,000.00
1	ESWL Machine	10,000,000.00	10,000,000.00
15	Dialysis Machine	950,000.00	14,250,000.00
1	Thermo Fisher Indiko System, 250 Test/Hr Table Top Analyzer	1,250,000.00	1,250,000.00
3	CLINICAL CENTRIFUGE, 6 PLACER	8,000.00	24,000.00
1	ITC Blood Gas Analyzer	350,000.00	350,000.00
1	Medica Easylite (Electrolyte) Machine	250,000.00	250,000.00
1	Siemens DCA Vantage System (POC HBA1C)	300,000.00	300,000.00
1	Biomeriuex Mini Vidas Immunology Analyzer	900,000.00	900,000.00
1	One (1) set Biorad Diamed AB Screening System (Optional)	1,500,000.00	1,500,000.00
5	BINOCULAR MICROSCOPE	55,000.00	275,000.00
1	Minray B120 5-Part CBC Analyzer	650,000.00	650,000.00
1	Microhematocrit Centrifuge, 24P, UK	60,000.00	60,000.00
1	STAGO Start 4, Semi-automated Coagulation Analyzer	175,000.00	175,000.00
1	Biomerieux BacT Alert 3D 60 (Culture)	850,000.00	850,000.00
1	Biomerieux Vitek2 Compact 15 (ID & Sensi)	1,650,000.00	1,650,000.00
1	Biosafety Cabinet , 4 feet	275,000.00	275,000.00
1	Laboratory Oven, Memmert Germany	40,000.00	40,000.00
1	Laboratory Incubator, Memmert Germany	40,000.00	40,000.00
1	Laboratory Autoclave, Japan	300,000.00	300,000.00
1	Refractometer	20,000.00	20,000.00
1	LEICA Microtome RM	650,000.00	650,000.00

1	LEICA Paraffin Wax Dispenser	200,000.00	200,000.00
1	LEICA Flotation Bath	100,000.00	100,000.00
			<b>166,464,700.00</b>

### *Manpower*

The Issuer also intends to hire additional employees including but not limited to 500 licensed medical specialist and subspecialists, 250 regular employees both medical and non-medical personnel, hospitalists (ROD), and Junior Consultants (JC) from major departments, who will always be available to provide quality health care services either outpatient or inpatient and especially during emergencies. Licensed medical specialist and technicians will help on the operations of the Issuer and increase its efficiency in serving the expected number of patients.

## **2. Management Discussion and Analysis**

### Results of Operations (December 31, 2021 vs. December 31, 2020)

	2021	2020	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)	%	2021	2020
<b>Finance Income</b>	<b>P 71,526</b>	<b>P 16,333</b>	55,193	338%	NA	NA
<b>Operating Expense</b>	<b>2,438,254</b>	<b>7,608,143</b>	(5,169,889)	(68%)	NA	NA
<b>Loss</b>	<b>P (2,366,728)</b>	<b>P (7,591,810)</b>	(5,114,696)	(270%)	NA	NA

### *Finance Income*

The increase in finance income is relative to the increase in cash in bank (33% increase). This is due to the proceeds of loan received in December 2020 and May 2021.

### *Operating Expense*

The decrease of operating expense resulted from decrease in taxes and licenses (69% decrease) and loan related fees (83% decrease) recognized during the period.

In 2021 and 2020, taxes and licenses of the Company represent 70% and 73% of the total operating expense, respectively, while loan related fees represent 8% and 14%, respectively. Taxes and licenses comprised of real property taxes, documentary stamp tax and registration fees. Other compositions of the operating expenses are professional fees, website costs, and miscellaneous expense.

For the six-months ended June 30, 2022, the Company's interim loss are as follows:

Finance Income	P	9,102
Operating Expense		2,294,269
<b>Loss</b>	<b>P</b>	<b>(2,285,167)</b>

Losses incurred by the Issuer was due to continuous incurrence of operating expenses such as audit fees, retainer's fees, taxes and licenses, website cost, and other petty expenses while no revenue is being generated. The Issuer is still on its pre-operating stages that is why losses were still experienced. A property was already acquired which will serve as the site for the construction of the Hospital Building. As soon as the building is finished and starts to operate, profits will be expected.



## Financial Position (June 30, 2022 and December 31, 2021)

	June 30, 2022	December 31, 2021	Horizontal Analysis		Vertical Analysis		
			Increase (Decrease)	%	2021	2020	
<b>ASSETS</b>							
<b>Current Assets</b>							
Cash	₱ 4,568,935	₱ 61,458,465	(56,889,530)	-92.57%	0.75%	10.90%	
Input VAT	50,677,801	-	50,677,801	NA	8.33%	0.00%	
	<b>55,246,736</b>	<b>61,458,465</b>	<b>(6,211,729)</b>	<b>-10.11%</b>	<b>9.08%</b>	<b>10.90%</b>	
<b>Non-current Assets</b>							
Property and construction in progress	519,103,877	368,454,424	150,649,453	40.89%	85.30%	65.37%	
Intangible asset	1,166,071	1,116,071	50,000	4.48%	0.19%	0.20%	
Advances to contractors	29,361,040	79,495,683	(50,134,643)	-63.07%	4.82%	14.10%	
Advance payment bonds	3,672,641	19,022,052	(15,349,411)	-80.69%	0.60%	3.37%	
Deferred input VAT	-	34,134,816	(34,134,816)	-100.00%	0.00%	6.06%	
	<b>553,303,629</b>	<b>502,223,046</b>	<b>51,080,583</b>	<b>10.17%</b>	<b>90.92%</b>	<b>89.10%</b>	
<b>TOTAL ASSETS</b>	<b>₱ 608,550,365</b>	<b>₱ 563,681,511</b>	<b>44,868,854</b>	<b>7.96%</b>	<b>100.00%</b>	<b>100.00%</b>	
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>							
<b>LIABILITIES</b>							
<b>Current Liabilities</b>							
Accrued finance cost	₱ 4,042,500	₱ 4,095,000	(52,500)	-1.28%	0.66%	0.73%	
Advances from stockholders	158,808,537	127,366,967	31,441,570	24.69%	26.10%	22.60%	
Loans payable	27,000,000	9,000,000	18,000,000	200%	4.44%	1.60%	
Retention payable	46,322,357	-	46,322,357	#DIV/0!	7.61%	0.00%	
Other current liabilities	2,084,585	1,667,406	417,179	25.02%	0.34%	0.30%	
	<b>238,257,979</b>	<b>142,129,373</b>	<b>96,128,606</b>	<b>67.63%</b>	<b>39.15%</b>	<b>25.21%</b>	
<b>Non-current Liabilities</b>							
Loans payable – net of current portion	₱ 333,000,000	₱ 351,000,000	(18,000,000)	-5.13%	54.72%	62.27%	
Retention payable – net of current portion	-	30,974,585	(30,974,585)	-100.00%	0.00%	5.50%	
	<b>333,000,000</b>	<b>381,974,585</b>	<b>(48,974,585)</b>	<b>-12.82%</b>	<b>54.72%</b>	<b>67.76%</b>	
<b>TOTAL LIABILITIES</b>	<b>571,257,979</b>	<b>524,103,958</b>	<b>47,154,021</b>	<b>9.00%</b>	<b>93.87%</b>	<b>92.98%</b>	
<b>STOCKHOLDERS' EQUITY</b>							
Capital Stock	57,910,000	57,910,000	-	0.00%	9.52%	10.27%	
Deficit	(20,617,614)	(18,332,447)	(2,285,167)	12.47%	-3.39%	-3.25%	
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>37,292,386</b>	<b>39,577,553</b>	<b>(2,285,167)</b>	<b>-5.77%</b>	<b>6.13%</b>	<b>7.02%</b>	
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>₱ 608,550,365</b>	<b>₱ 563,681,511</b>	<b>44,868,854</b>	<b>7.96%</b>	<b>100.00%</b>	<b>100.00%</b>	

### Total Assets

Total assets of the Issuer increased by ₱44,868,854 (7.69%) as of June 30, 2022. Increase was capitalization of construction and borrowing costs for the building and advances to contractors. These assets also represent 85.30% of the total assets of the Issuer.

### Cash

Cash of the Issuer decreased by ₱56,889,530 (92.57%) as of June 30, 2022 due to payments for building constructions and payment of loans.

### Property and construction-in-progress

Property and construction-in-progress increased to ₱519,103,877 (40.89% increase) as of June 30, 2022. The Issuer recognized the amount of the construction-in-progress for the hospital building being built and capitalized the borrowing cost since the loan is specifically for the construction.

### Advances to contractors

Advances to contractors recognized decrease due to accomplishment of various building services.

### *Deferred Input VAT*

Deferred input VAT increased to ₱50,727,801 (48.46% increase) as of June 30, 2022. Increase was due to additional Input VAT recognized by the Issuer during the year relative to the construction-in-progress.

### ***Total Liabilities***

Total liabilities increased to ₱57,257,979 (9% increase) as of June 30, 2022 mainly due to the additional deposits for future stock subscriptions received from stockholders to finance the loan payment and construction cost payments.

## **SUMMARY FINANCIAL INFORMATION**

Prospective purchasers of the Offer should read the summary financial data below together with the audited 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 six months ended June 30, 2022, and years ended December 31, 2022 and 2021 are derived from the audited financial statements of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital), including the notes thereto.

The summary of financial and operating information of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital), presented below as of and for the six months ended June 30, 2022, and years ended December 31, 2022 and 2021 were derived from the audited financial statements of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital), audited by R.S. Bernaldo and Associates and prepared in compliance with the Philippine Financial Reporting Standards (“PFRS”).

The financial and operating information of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital) presented below as of and for six months ended June 30, 2022, and years ended December 31, 2022 and 2021 were derived from the audited interim and annual financial statements of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital) prepared in compliance with Philippine Accounting Standards (“PAS”) 34, “Interim Financial Reporting” and reviewed by R. S. Bernaldo and Associates. In accordance with Philippine Standards on Reviewing Engagements (“PSRE”) 2410, “Review of Interim Financial Information performed by the Independent Auditors of the Entity.”

The information below should be read in conjunction with the audited financial statements of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital) and the related notes thereto, which are included in Exhibits of this Preliminary Prospectus. The historical financial condition, results of operations and cash flows of Optimum Quality Health Ventures, Inc. (Doing Business Under the Name and Style of Camarin Doctors Hospital) are not a guarantee of its future operating and financial performance.

## STATEMENTS OF COMPREHENSIVE INCOME

	For the most recently ended calendar year		
	Six months Ended June 30, 2022	December 31, 2021	December 31, 2020
<b>Finance Income</b>	<b>₱ 9,102</b>	<b>₱ 71,526</b>	<b>₱ 16,333</b>
<b>Operating Expense</b>			
Salaries and wages	1,363,953	72,000	
Professional fees	758,709	80,070	153,800
Statutory contributions	53,950	-	
Taxes and licenses	32,430	1,701,290	5,573,508
Insurance	-	289,475	-
Loan related fees	-	183,333	1,072,533
Website costs	-	95,223	13,500
Penalties	-	-	476,339
Miscellaneous	85,227	16,863	318,463
	<b>2,294,269</b>	<b>2,438,254</b>	<b>7,608,143</b>
<b>Loss</b>	<b>(2,285,167)</b>	<b>(2,366,728)</b>	<b>(7,591,810)</b>
<b>LOSS PER SHARE</b>	<b>₱ (4.91)</b>	<b>₱ (2.54)</b>	<b>₱ (8.16)</b>

## STATEMENTS OF FINANCIAL POSITION

	June 30, 2022	December 31, 2021
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	P 4,568,935	P 61,458,465
Input VAT	50,677,801	-
	<b>55,246,736</b>	<b>61,458,465</b>
<b>Non-current Assets</b>		
Property and construction in progress	519,103,877	368,454,424
Intangible asset	1,166,071	1,116,071
Advances to contractors	29,361,040	79,495,683
Advance payment bonds	3,672,641	19,022,052
Deferred input VAT	-	34,134,816
	<b>553,303,629</b>	<b>502,223,046</b>
<b>TOTAL ASSETS</b>	<b>P 608,550,365</b>	<b>P 563,681,511</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accrued finance cost	P 4,042,500	P 4,095,000
Advances from stockholders	158,808,537	127,366,967
Loans payable	27,000,000	9,000,000
Retention payable	46,322,357	-
Other current liabilities	2,084,585	1,667,406
	<b>238,257,979</b>	<b>142,129,373</b>
<b>Non-current Liabilities</b>		
Loans payable – net of current portion	P 333,000,000	P 351,000,000
Retention payable – net of current portion	-	30,974,585
	<b>333,000,000</b>	<b>381,974,585</b>
<b>TOTAL LIABILITIES</b>	<b>571,257,979</b>	<b>524,103,958</b>
<b>STOCKHOLDERS' EQUITY</b>		
Capital Stock	57,910,000	57,910,000
Deficit	(20,617,614)	(18,332,447)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>37,292,386</b>	<b>39,577,553</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>P 608,550,365</b>	<b>P 563,681,511</b>

## STATEMENTS OF CASH FLOWS

	<b>Six Months Ended June 30,</b>	Six Months Ended June 30, 2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss	(2,285,167)	(1,193,256)
Adjustment for finance income	(9,102)	(30,708)
Operating cash flow before changes in working capital	(2,294,269)	(1,223,964)
Increase in operating assets:		
Other current assets	-	(2,640)
Input VAT	(16,592,985)	-
Increase in operating liabilities:		
Other current liabilities	417,179	24,640
Net cash (used in) operating activities	<b>(18,470,075)</b>	<b>(1,201,964)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Finance income received	9,102	30,708
Additions to advances to contractors	(61,104,203)	(82,761,730)
Additions to property and construction-in-progress	(4,670,924)	(19,281,234)
Net cash used in investing activities	<b>(65,766,025)</b>	<b>(102,012,256)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Advances received from stockholders	31,441,570	15,036,000
Payment of accrued finance cost	(4,095,000)	-
Proceeds from loans	-	178,650,000
Net cash from financing activities	<b>27,346,570</b>	<b>193,686,000</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(56,889,530)</b>	<b>90,471,780</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>61,458,465</b>	<b>46,544,589</b>
<b>CASH AT END OF PERIOD</b>	<b>4,568,935</b>	<b>137,016,369</b>

## Information on Independent Accountant and other Related Matters

### External Audit Fees and Services

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

<input checked="" type="checkbox"/>	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
<input type="checkbox"/>	Other assurance and related services that are reasonable related to the performance of the audit or review of the registrant's financial statements.
<input checked="" type="checkbox"/>	The audit committee has approved the abovementioned services

42. The aggregate fees billed are shown below:

Fees approved in connection with the assurance rendered by R. S. Bernaldo and Associates pursuant to the regulatory and statutory requirements for the periods ended December 31, 2021, December 31, 2020, and December 31, 2019 amounts to ₱74,500.00, ₱55,000.00 and ₱57,500.00 respectively exclusive of and 12% value-added tax (VAT).

Year	2021	2020	2019
Audit Fees	₱ 74,500	₱ 55,000.00	₱ 57,500.00
Tax Fees	N/A	N/A	N/A
All other fees	N/A	N/A	N/A

### Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

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

<input checked="" type="checkbox"/>	Accounting principles or practices
<input checked="" type="checkbox"/>	Financial statement disclosures
<input checked="" type="checkbox"/>	Auditing scope or procedure

There were no disagreements with R. S. Bernaldo and Associates for the periods ended December 31, 2021, and December 31, 2020 and 2019 on any matter relating to accounting principles or practices, disclosure of financial statements, auditing scope and procedures.

### Taxation

41. 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 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 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 other existing laws. 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% for the excess 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.

Upon the original issuance of Optimum Quality Health Ventures, Inc. shares, Documentary Stamp Tax (DST) will be imposed at a rate of ₱2.00 for every ₱200.00 or a fractional part thereof, of the par value of the shares to be issued. The secondary transfer of Optimum Quality Health Ventures, Inc. shares is subject to Documentary Stamp Tax at a rate of ₱1.50 on each ₱200.00, or fractional part thereof, of the par value of the share transferred.

## **INDEPENDENT AUDITORS AND COUNSELS**

### **Tax and Legal Matters**

All tax and legal opinions/matters in connection with the issuance of each Offer will be passed upon by Bernaldo Directo & Po Law Offices for the Company. Bernaldo Directo & Po Law Offices has no direct interest in the Company.

Bernaldo Directo & Po Law Offices may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that Bernaldo Directo & Po Law Offices provide such services to its other clients.

### **Independent Auditors**

The annual audited financial statements as at and for the years ended December 31, 2021, 2020 and 2019 of the Issuer have been audited by R. S. Bernaldo and Associates, independent auditors, in accordance with Philippine Standards on Auditing as set forth in their report thereon appearing elsewhere in this Prospectus.

The Management 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 Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS for SMEs, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

## **REGULATORY FRAMEWORK**

Considering that the company is registered as a stock corporation, the provisions of the Revised Corporation Code relating to stock corporations shall apply to the same. Furthermore, there is a need for the company to register its securities with the Securities and Exchange Commission (SEC) before it may proceed with the sale and/or distribution of the commercial papers pursuant to Section 8 of the Securities Regulation Code (SRC) in relation to the SEC Advisory in 2017 concerning the issuance of securities by hospitals and SEC Memorandum Circular No. 11-2017.

As a medical institution with medical and non-medical personnel in its employ, it has to ensure compliance with laws dealing with labor and social security, such as, but not limited to, the Labor Code of the Philippines, as amended and renumbered, the Occupational Health and Safety Law, Social Security Law, Philippine Health Insurance Law and PAG-IBIG Law, among others.

Lastly, since the medical institution will be offering medical services to the public through a building structure, it has to adhere to laws relating to environmental health and safety which include: The Building Code, The Sanitation Code and The Revised Fire Code, among others.

## **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.



## REQUIRED EXHIBITS

Description	Exhibit No.	Particulars
1. Publication of Notice re: Filing	A	Affidavit of Publication from two (2) newspapers of general circulation
2. Articles of Incorporation and By-laws	B	
3. Instruments defining the rights of security holders	C	
4. Opinion re: Legality	D	
5. Opinion re: Tax Matters	E	
6. Material Contracts	F	Material contracts entered into by the Hospital are already included as part of the other exhibits.
7. Audited Financial Statements/Audited Interim Financial Statements	G	
8. Subsidiaries of the Issuer	H	Not applicable
9. Consent of Experts and Independent Counsel	I	Consent is already incorporated in their respective reports/opinion.
10. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors	J	
11. Authorization re: Issuer's Bank Account	K	
12. Copy of Board Resolution approving the securities offering and authorizing the filing of Registration Statement	L	
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	M	
14. Manual on Corporate Governance	N	
15. Additional Exhibits:		
Certification that all mandated government license, permit are secured and valid	O	
Certification on legal proceedings filed against and by the Issuer	P	
Certification that all AFS of all subsidiaries has been filed with the Commission (if applicable)	Q	Not applicable
Certification by selling shareholder as to the accuracy of any part of the registration statement contributed by such selling shareholders (if applicable)	R	
Certification from Project Engineer as to percentage of building constructed	S	
Tax Compliance Report filed by the Issuer	T	

Description	Exhibit No.	Particulars
Feasibility study prepared by qualified profession on the capacity of the Issuer to provide Medical Benefits	U	
Memorandum of Agreement with other Group of Hospitals (if applicable)	V	Not applicable
Permit to Construct Hospital issued by Bureau of Health Facilities and Services (BHFS) of the Department of Health (DOH)	W	
Credit Line Agreement	X	
Copy of the Environmental Compliance Certificate	Y	
Copy of Development Agreement	Z	
Certified True Copy of Transfer Certificate Title	AA	
Certification of Independent Directors	AB	