

Re: CGFD_EURO-MED LABORATORIES PHIL., INC._17-C_27FEBRUARY2024

From: ICTD Submission (ictdsubmission+canned.response@sec.gov.ph)

To: corporate@euromedlab.net

Date: Tuesday, February 27, 2024 at 05:06 PM GMT+8

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----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link –

<https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(C) THEREUNDER

1. **27 FEBRUARY 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **148022** 3. BIR Tax Identification No. **000-288-655-000**
4. **EURO-MED LABORATORIES PHIL., INC.**
Exact name of registrant as specified in its charter
5. **METRO MANILA, PHILIPPINES**..... 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **PPL BLDG., UNITED NATIONS AVENUE CORNER SAN MARCELINO STREET, MANILA** **1007**
Address of principal office Postal Code
8. **63-2-8524-0091 to 98**
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK	4,112,140,540 SHARES

11. Indicate the item numbers reported herein :

ITEM 9. OTHER EVENTS

AMENDMENTS TO THE BY-LAWS OF EURO-MED LABORATORIES PHIL., INC.

Please be advised that our Board of Directors, at its regular meeting today, 27 February 2024 at 3:30p.m. in which a quorum was present and acted throughout, unanimously approved the amendment of the Company's By-laws pursuant to the authority delegated by the stockholders of the Company to the Board at the stockholders' meeting held on 28 June 2017.

In general, the amendments consisted of clauses to align with the provisions of the Revised Corporation Code and conducting stockholders' and directors' meetings through remote communication and allowing stockholders and directors to vote in the said meetings *in absentia* or electronically to wit :

1. Article II, Sec. 4 - to update the applicable legal provision in the Revised Corporation Code for the issuance of new stock certificates in lieu of lost, mutilated and destroyed stock certificates;
2. Art. III, Sec. 1 - to allow the conduct of stockholders' meetings through remote communication;
3. Art. III, Sec. 4 - to authorize the sending out of notices of stockholders' meetings through publication or through remote communication;
4. Art. III, Sec. 5 - to allow participation and voting in stockholders' meetings through remote communication or in absentia or electronically to be counted for purposes of determining the quorum;
5. Art. III, Sec. 6 - to allow stockholders attending through remote communication to participate in choosing a Chairman of the meeting in the absence of the Chairman and the Vice-Chairman;
6. Art. III, Sec. 7 - to allow stockholders to vote in absentia or electronically or by other means as may be authorized by the Board of Directors, and to correct minor typographical errors in the provision;
7. Art. III, Sec. 8 - to allow stockholders to vote in absentia or electronically or by other means as may be authorized by the Board of Directors;

8. Art. IV, Sec. 6 - to allow directors attending meetings through remote communication to be counted for purposes of determining the quorum, and to authorize voting through remote communication or in absentia or electronically or other means as may be allowed by law;
9. Art. IV, Sec. 7 - to authorize the conduct of directors' meetings through remote communication;
10. Art. IV, Sec. 10 - to allow the sending out of notices of special meetings of the Board of Directors through electronic mail, digital messaging or other forms of remote communication, and to correct minor typographical errors in the provision; and,
11. Art. VI, Sec. 1 - to include Assistant Treasurer and Assistant Corporate Secretary in the list of officers of the Company.

Article and Section Nos.	From	To
Article II, Section 4	<p>Section 4. Lost, Mutilated and Destroyed Certificates. - The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, mutilation or destruction of the certificates therefor, and the Board of Directors of the Corporation may cause to be issued to him a new certificate or certificates of stock, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon compliance with the procedure required under Section 73 of the Corporation Code. The Board of Directors may require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum, not exceeding double the book value of such stock, and with such surety or sureties as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.</p>	<p>Section 4. Lost, Mutilated and Destroyed Certificates. - The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, mutilation or destruction of the certificates therefor, and the Board of Directors of the Corporation may cause to be issued to him a new certificate or certificates of stock, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon compliance with the procedure required under <u>Section 72 of the Revised Corporation Code</u>. The Board of Directors may require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum, not exceeding double the book value of such stock, and with such surety or sureties as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.</p>
Article III, Section 1	<p>Section 1. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless written notices of such meetings should fix another place within Metro Manila.</p>	<p>Section 1. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless written notices of such meetings should fix another place within Metro Manila.</p> <p><u>Meetings of stockholders may also be held through any means of remote communication including, but not limited to, videoconferencing, teleconferencing, or a hybrid videoconference or teleconference setup or any other alternative mode of communication that will allow the stockholders a reasonable opportunity to participate, provided that the conduct of meeting shall observe the procedures and guidelines approved by the Board of Directors which procedures and guidelines shall be consistent with the regulations as may now or hereafter be imposed by law and/or the Securities and Exchange Commission.</u></p>
Article III, Section 4	<p>Section 4. Notice of Meeting. Except as otherwise provided for by law, written or printed notice of all annual and special meeting of stockholders, stating the place and time of the meeting and, if necessary, the general nature of business to be</p>	<p>Section 4. Notice of Meeting. Except as otherwise provided for by law, written or printed notice of all annual and special meeting of stockholders, stating the place and time of the meeting and, if necessary, the general nature of business to be considered,</p>

	<p>considered, shall be transmitted by personal delivery, mail, telegraph, telex, or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least fifteen (15) days before the date of the meeting, if an annual meeting, or at least seven (7) days before the date of the meeting, if a special meeting. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. If any stockholder shall, in person or by attorney-in-fact thereunto authorized, in writing or by mail, telegraph, telex or cable, waive notice of any such meeting, whether before or after the holding of such meeting, notice thereof shall not be given to him. Notice of any adjourned meeting of the stockholders shall not be required to be given except when expressly required by law.</p>	<p>shall be transmitted by personal delivery, mail, telegraph, telex, or cable, <u>or by publication, or by electronic mail, digital messaging or other forms of remote communication as may be authorized by the Board of Directors provided the same shall not be inconsistent with law</u>, to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least fifteen (15) days before the date of the meeting, if an annual meeting, or at least seven (7) days before the date of the meeting, if a special meeting. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. If any stockholder shall, in person or by attorney-in-fact thereunto authorized, in writing or by mail, telegraph, telex or cable, <u>or by electronic mail, digital messaging or other forms of remote communication</u>, waive notice of any such meeting, whether before or after the holding of such meeting, notice thereof shall not be given to him. Notice of any adjourned meeting of the stockholders shall not be required to be given except when expressly required by law.</p>
Article III, Section 5	<p>Section 5. Quorum. At each meeting of the stockholders, the holder or holders of a majority of the outstanding capital stock of the Corporation having voting powers, who is present in person or represented by proxy, shall constitute a quorum for the transaction of business, save in those cases where the Corporation Code requires the presence at the meeting, in person or by proxy, of a greater proportion of the outstanding capital stock. In the absence of a quorum, the stockholders of the Corporation present in person or represented by proxy and entitled to vote, by majority vote, or, in the absence of all stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented.</p>	<p>Section 5. Quorum. At each meeting of the stockholders, the holder or holders of a majority of the outstanding capital stock of the Corporation having voting powers, who is present in person or represented by proxy <u>or attending the meeting and casting votes through remote communication or in absentia or electronically or by other means as may be authorized by the Board of Directors</u>, shall constitute a quorum for the transaction of business, save in those cases where the <u>Revised</u> Corporation Code requires the presence at the meeting, in person or by proxy, of a greater proportion of the outstanding capital stock. In the absence of a quorum, the stockholders of the Corporation present in person, <u>attending through remote communication</u> or represented by proxy and entitled to vote, by majority vote, or, in the absence of all stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented.</p>
Article III, Section 6	<p>Section 6. Organization of the Meeting. At every meeting of the stockholders, the Chairman, or in his absence, the Vice Chairman, or in the latter's absence, a Chairman chosen by a majority of the stockholders present in person or by proxy and entitled to vote thereat, shall act as Chairman. The Secretary shall act as Secretary of all meetings of the stockholders. In the absence from any such meeting of the Secretary, the Chairman of the meeting may appoint any person to act as secretary of the meeting.</p>	<p>Section 6. Organization of the Meeting. At every meeting of the stockholders, the Chairman, or in his absence, the Vice Chairman, or in the latter's absence, a Chairman chosen by a majority of the stockholders present in person, <u>attending through remote communication</u> or by proxy and entitled to vote thereat, shall act as Chairman. The Secretary shall act as Secretary of all meetings of the stockholders. In the absence from any such meeting of the Secretary, the Chairman of the meeting may appoint any person to act as secretary of the meeting.</p>
Article III, Section	<p>Section 7. Voting. At every meeting of</p>	<p>Section 7. Voting. At every meeting of the</p>

7	<p>the stockholders, each stockholder shall be entitled to vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by the majority vote of the stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in case where other provision is made by statute. Unless required by law, or demanded by a stockholder presenting person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.</p>	<p>stockholders, each stockholder shall be entitled to vote in person or by proxy <u>or in absentia or electronically or by other means as may be authorized by the Board of Directors</u> and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by the majority vote of the stockholders present in person, <u>attending through remote communication</u> or by proxy and entitled to vote thereat, a quorum being present, except in case where other provision is made by statute. Unless required by law, or demanded by a stockholder <u>present in</u> person, <u>attending through remote communication</u> or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.</p>
Article III, Section 8	<p>Section 8. Proxies. - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly presented to the Secretary for inspection and record, at least five (5) days before the meeting and during such additional time as the Board of Directors may determine from time to time. No proxy bearing a signature which is not legally acknowledged shall be recognized unless such signature is known and recognized by the Secretary of the meeting.</p>	<p>Section 8. Proxies. - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person <u>or in absentia or electronically or by other means as may be authorized by the Board of Directors</u> or by proxy duly presented to the Secretary for inspection and record, at least five (5) days before the meeting and during such additional time as the Board of Directors may determine from time to time. No proxy bearing a signature which is not legally acknowledged shall be recognized unless such signature is known and recognized by the Secretary of the meeting.</p>
Article IV, Section 6	<p>Section 6. Quorum and Manner of Acting. Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, a majority of the number of directors specified in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting, and the affirmative vote of a majority of the number of directors specified in the Articles of Incorporation shall be required in order to effect any corporate act. In the case of a tie in the vote on any matter at a meeting of the board, the Chairman of the meeting shall have a casting vote in order to break the tie. In the absence of a quorum a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.</p>	<p>Section 6. <u>Quorum and Manner of Acting.</u> Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, a majority of the number of directors specified in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting, and the affirmative vote of a majority of the number of directors specified in the Articles of Incorporation shall be required in order to effect any corporate act. In the case of a tie in the vote on any matter at a meeting of the board, the Chairman of the meeting shall have a casting vote in order to break the tie. In the absence of a quorum a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.</p> <p><u>Directors attending the meeting and casting votes through remote communication or in absentia or electronically or by any other means as may be allowed by law, shall be deemed present for purposes of determining a quorum.</u></p>
Article IV, Section 7	<p>Section 7. Place of Meetings. The Board of Directors of the Corporation may hold its meetings at the principal office of the Corporation or at such other places</p>	<p>Section 7. <u>Place of Meetings.</u> The Board of Directors of the Corporation may hold its meetings at the principal office of the Corporation or at such other places within or</p>

	<p>within or without the Republic of the Philippines as the Board of Directors may from time to time determine or shall be specified or fixed in the respective notices or waivers of notice thereof.</p>	<p>without the Republic of the Philippines as the Board of Directors may from time to time determine or shall be specified or fixed in the respective notices or waivers of notice thereof.</p> <p><u>Meetings may also be held through any means of remote communication including, but not limited to, videoconferencing, teleconferencing, or through a hybrid videoconference or teleconference setup or any other alternative mode of communication that will allow the directors a reasonable opportunity to participate, provided that the conduct of meeting shall observe the procedures and guidelines approved by the Board of Directors which procedures and guidelines shall be consistent with the regulations as may now or hereafter be imposed by law and/or the Securities and Exchange Commission.</u></p>
<p>Article IV, Section 10</p>	<p>Section 10. Special Meetings; Notices. Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, or the President or by the Secretary at the request of any two (2) of the directors. Notice of such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least ten (10) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph or telex, or be delivered personally not later than three (3) days before the day on which the meeting is to be held Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise provided in these By-Laws. Notice of any meeting of the Board need not be given to any director, however, if such notice is waived by him in writing or by mail, telegraph, or telex whether before or after such meeting is held or if shall be present at the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given to any director if all of the directors shall be present thereat.</p>	<p>Section 10. Special Meetings; Notices. Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, or the President or by the Secretary at the request of any two (2) of the directors. Notice of such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least ten (10) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph or telex, <u>or shall be transmitted to him by electronic mail, digital messaging or other forms of remote communication as may be authorized by the Board of Directors provided the same shall not be inconsistent with law,</u> or be delivered personally, not later than three (3) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise provided in these By-Laws. Notice of any meeting of the Board need not be given to a director, however, if such notice is waived by him in writing or by mail, telegraph, or telex, <u>or by electronic mail, digital messaging or other forms of remote communication,</u> whether before or after such meeting is held or if he shall be present at the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given to any director if all of the directors shall be present thereat.</p>
<p>Article VI, Section 1</p>	<p>Section 1. Number. The officers of the Corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, an Executive Vice-President, other Vice-Presidents, a Treasurer, a Secretary and such other officers as may from time to time be elected or appointed by the Board of Directors.</p>	<p>Section 1. Number. The officers of the Corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, an Executive Vice-President, other Vice-Presidents, a Treasurer, a Secretary, <u>an Assistant Treasurer and Assistant Corporate Secretary (if deemed necessary),</u> and such other officers as may from time to time be elected or appointed by the Board of Directors.</p>

Thank you very much.

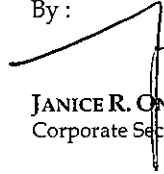
SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, Euro-Med Laboratories Phil., Inc. has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

27 February 2024

EURO-MED LABORATORIES PHIL., INC.

By :

A handwritten signature in black ink, appearing to read 'JANICE R. ONG', written over a horizontal line.

JANICE R. ONG

Corporate Secretary & Investment Relations Officer