

## SECURITIES AND EXCHANGE COMMISSION

### **S**ecuring & **E**xpanding **C**apital for **P**owerGen, **O**perators & **W**holesale of **E**lectricity & **R**etail **S**ervicing (SEC POWERS)

#### **GENERAL INSTRUCTIONS**

1. Pursuant to **SEC Memorandum Circular No. 04, Series of 2024**, power generation and electricity distribution utilities companies shall use form SEC POWERS for the registration of not less than fifteen percent (15%) of their common shares as mandated under the EPIRA and in ERC Resolution No. 09, Series of 2011, as amended by ERC Resolution No. 04, Series of 2019 to offer and pursuant to Section 8 and 12 of the Code. The use of SEC POWERS is without prejudice to the right of the Commission to require such other information or documents as it may prescribe, consistent with the interest of the general public and for the protection of investors.
2. Under Section 13.1(b) of the Securities Regulation Code ("SRC"), the Commission may reject Registration Statement which on its face is *incomplete* the Market and Securities Regulation Department ("MSRD") shall be constrained to elevate the application based on the existing RS on file, to enable MSRD to comply with the said processing period mandated under Section 12.6 of the SRC.
3. Attention is directed to Revised SRC Rule 68 on the Financial Statement requirements. Prior to preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations for Filing of SEC Forms with the Securities and Exchange Commission." Definitions contained in "Annex B" and the Revised SRC Rule 68 to the extent they are not defined herein, shall govern the meanings of similar terms used therein.
4. The registration statement shall be signed by the registrant's chief executive officer, its chief operating officer, its chief financial officer, its controller, its chief accounting officer, its corporate secretary or persons performing similar functions.
5. The name of each person who signs the registration statement shall be typed or printed beneath his/her signature. Any person who occupies more than one of the specified position shall indicate the capacity in which he signs the registration statement. At least one (1) copy of the documents filed shall be manually signed and the unsigned copies shall be conformed.
6. Every amendment to a registration statement shall be signed by the persons specified in Section 12.4 of the Code or by any executive officer duly authorized by the Board of Directors. The final prospectus shall, however, be signed by all required signatories under Section 12.4 of the Code. In addition, the company is required to submit a Certification under oath of any material changes.
7. In case of withdrawal of a registration statement, fifty percent (50%) of the registration fee paid shall be *forfeited* and the remaining fifty percent (50%) may be used for future transactions with the Commission *subject to the approval of the Commission en banc*.
8. In the event that the application for registration is rejected pursuant to Section 13 of the Code, the registration fee paid thereon shall be *forfeited*.

SECURITIES AND EXCHANGE COMMISSION  
SEC POWERS

Securing & Expanding Capital for  
Power Generators, Operators & Wholesale of Electricity & Retail Services

1. SEC Registration Number  
**CS201019693**

2. Exact name of issuer as specified in its charter  
**KING ENERGY GENERATION INC.**

3. Principal Business Address including postal code  
**Misamis Oriental Power Plant (MOPP1) Brgy. San Luis, Gingoog City, 9014**

Satellite Office Address:  
**KEGI Building, Purok 10, Tepolo Street, Baloy, Tablon, Cagayan de Oro City**

4. Province, country of other jurisdiction of incorporation or organization  
**Misamis Oriental, Philippines.**

5. BIR Tax Identification No.  
**007-935-629-000**

6. Industry Group: Power Generation &/or Distribution Utilities

7. Official Email address: **kegi@kingenergy.info**  
Alternate Email address: **spod@kingenergy.info**

8. Official company's website  
**www.kingenergy.info**

9. Official Contact Number  
**0917-802-4216**

10. 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	Proposed Maximum aggregate offering price	Amount of registration fee
Common Shares	4,500,000.00	123.98	557,910,000.00	
Common Shares	25,500,000.00	100	2,550,000,000.00	
TOTAL	30,000,000.00		3,107,910,000.50	1,337,280.05

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

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

#### **PART I - INFORMATION REQUIRED IN PROSPECTUS**

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

#### **PART II - INFORMATION REQUIRED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS**

19. Other Expenses of Issuance and Distribution
20. Exhibits

D E S C R I P T I O N	Exhibit Number
1. Draft Copy of the Publication of Notice re: Filing	1
2. Underwriters 2.1 Draft Underwriting Agreement. It should already contain all the provisions except the one reflecting the final price/interest rate/dividend rate, number of shares/bond units allocation per member of underwriting syndicate. 2.2 Certification from Underwriters participating under a firm commitment arrangement re: <b>Due Diligence and Conflict of Interest</b> 2.3 Engagement letter from the Underwriter(s), including the list of all underwriters which are members of syndicate (if applicable).	N/A
3. Plan of Acquisition, Reorganization, Arrangements, Liquidation or Succession (if applicable)	N/A
4. Latest (A) Articles of Incorporation (B) By-laws. <i>The Articles of Incorporation should already reflect the amendments that may be necessary for the legal issuance of the securities covered by the offering</i>	2
5. Instruments Defining the Rights of Security Holders of common shares being registered (copy of stock certificates)	3
6. Opinion re: Legality in conformity with the attached Template.	4
7. Opinion re: Tax Matters in conformity with the attached Template.	5
8. Voting Trust Agreement, if applicable.	N/A
9. Material Contracts and Certification that all material contracts of the registrant have been submitted. The Commission reserves the right to conduct post-audit on this representation.	6
10. Annual Report to Security Holders, Form 17-Q, if applicable.	N/A
11. Material Foreign Patents, if applicable.	N/A
12. Letter re: Unaudited Interim Financial Information, if applicable.	N/A
13. Letter re: Change in Certifying Accountant, if applicable.	N/A
14. List of all parents, subsidiaries, affiliates included in the conglomerate map of the Registrant, if applicable.	7
15. Published Report Regarding Matters submitted to vote to security holders, if applicable	N/A
16. Consents of Expert and Independent Counsel	8
17. (a) Power of Attorney (b) Power of Attorney (Foreign Registrant)	N/A
18. Notarized Curriculum Vitae and Photographs of Officers and Members of the BOD	9
19. Board Of Investment Certificate for Registered Enterprise under the Omnibus Investment Code	N/A
20. Authorized re: Registrant's Bank Accounts <i>in conformity with the attached Template</i>	10
21. Statement of Management Responsibility on the Financial Statements, schedules and other required attachments under SRC Rule 68	11
22. Audited Financial Statements and/or Audited Interim Financial Statements as required by Revised Rule 68	12
23. Certificate of no derogatory record and/or letter of no objection from ERC;	13
24. Copy of <b>PSE listing application*</b> (if applicable) 2 complete sets, duly acknowledge by the listing department of the PSE;	N/A
25. Copy of Board Resolution approving and offering and authorizing the filing of the Registration Statement.	14
26. Duly verified resolutions of the Issuer's Board of Directors approving the disclosures contained in the RS and assuming liability for the information contained therein.	15
27. Secretary's Certificate as to adoption by the Board of certain corporate governance principles and/or submission of Manual on Corporate Governance.	16
28. Authorization letter from the registrant designating a representative(s) through whom all dealings with the Commission regarding the application is coursed	17
29. Certifications and/or Pre-evaluation Form from SEC Operating Department <sup>1</sup>	N/A

<sup>1</sup> To be submitted within 20-days after MSRD issuance of comment letter

<b>D E S C R I P T I O N</b>	Exhibit Number
a. OGA - approved pre-evaluation form in compliance with the Revised SRC Rule 68 (Section 2 D of the Memorandum Circular No. __)	N/A
b. CGFD – Certificate of Qualification of Independent Director	N/A
c. CRMD – Certificate of good standing and/or no dues collectible	N/A
d. EIPD – Certificate of no pending case filed or pending with the department	N/A
e. OGC - Certificate of no pending case filed against the company and/or its directors and officers	N/A
<b>30. OTHER EXHIBITS</b>	
a. Certification on material legal proceedings filed by and against the Issuer, its subsidiaries & affiliates. The Commission reserves the right to conduct post-audit on this representation.	18
b. Certification from parties involved in the preparation and submission of documents involving registration with the Commission and listing on an Exchange were done and with the full knowledge and consent of the parties, i.e. Issuer, Counsel of the Issuer, Underwriters and Counsel of the Underwriters	19
c. Certification that <b>all mandated government permits/licenses</b> are secured and valid, with a table containing the type of permit/license, issuing agency, Issuance date and Expiry date as Annex (or reference to the page of the Prospectus where such table of Permits and Licenses can be found). In case of permits which are still under application, the table shall indicate the name of the permit/license, the issuing agency, the date the application was filed, and the current status of the application. The Commission reserves the right to conduct post audit on this representation.	20
d. Foreign Investment Act registration, if applicable.	N/A
e. Manual on Corporate Governance (for IPOs)	22
f. Transfer Certificate Title (Certified True Copy) of real estate property	23
g. Environmental Compliance Certificate (ECC) – DENR (if applicable)	24
j. All Certificates Authorizing Registration issued by the Bureau of Internal Revenue	25
k. Secretary’s Certification that all corporate actions (e.g. Increase in Authorized Capital Stock, Enabling Resolutions, and etc.) and approvals necessary for the Offer are secured and completed	26
l. Request for Confidentiality of Information and/Request for Exemptive Relief, <i>if applicable</i>	N/A

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

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Cagayan de Oro City on APR 22 2024

**ENGR. EDELYN JANE A. SALVAME**  
Chief Executive Officer

**ATTY. MARITES F. SANGUAL**  
Corporate Secretary

**ENGR. GILBERT J. RODRIGUEZ**  
Chief Operating Officer

**RAMIL T. INZO**  
Vice President- Compliance

**JODETTE P. ELLO, CPA**  
Chief Financial Officer

**ENG. ARIEL J. BURAGAY**  
Vice President- Operations

**SUBSCRIBED AND SWORN** to before me this APRIL 22, 2024, affiants exhibiting to me their \_\_\_\_\_ as follows:

Name	Type of Identification	I.D. Number	Date/Place of Issue
ENGR. EDELYN JANE A. SALVAME	TIN	257-629-167-000	BIR
ENGR. GILBERT J. RODRIGUEZ	Passport ID	P8062286A	DFA-CDO
JODETTE P. ELLO, CPA	Driver's License	K02-13-001920	Cagayan de Oro City
ATTY. MARITES F. SANGUAL	UMID	CRN-021-1369-5449-8	Cagayan de Oro City
RAMIL T. INZO	Driver's License	K02-97-067687	Cagayan de Oro City
ENG. ARIEL J. BURAGAY	Passport ID	P4199683B	Cagayan de Oro City

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**ATTY. LIANNETTE REB, REA**  
NOTARY PUBLIC  
NC-2024-173 valid until December 31, 2025  
Atty.'s Roll No. 76731, May 5, 2022  
IDP O.C. No. 376323, Dec. 27, 2023, Mis. Or.  
PTR No. 3054351B, Dec. 27, 2023, CDOC  
MCLE Initial Compliance until April 2025-  
Admitted to the Bar on May 5, 2022  
TIN: 493-539-708, E-mail add: attylianne@gmail.com