

## SECURITIES AND EXCHANGE COMMISSION

### SEC POWERS SUBMISSION CHECKLIST

#### GENERAL INSTRUCTION

##### (a) Use of Form SEC POWERS Submission Checklist

This form **SEC POWERS Submission Checklist** shall form part of the application for registration of securities of *real estate companies* under Section 8 and 12 of the Securities Regulation Code under the jurisdiction of the Markets and Securities Regulation Department ("MSRD") pursuant to SEC **Memorandum Circular No. 04, Series of 2024**.

##### (b) Preparation of Form

1. All fields in this form must be filed up.
2. Put **N/A** if information or exhibit is not applicable in the Exhibit Number column
3. All Exhibits must be submitted unless if not applicable
4. Manually signed by named officers
5. Must be notarized
6. Insert additional rows if necessary
7. **These general instructions are not to be filed with application.**

##### (c) Filing and Review

1. For initial application and review: Email *digital copies* of the documents required under *Section 5.1 to 5.4* of **SEC Memorandum Circular No. 04, Series of 2024** to **msrdsubmission@sec.gov.ph** in **PDF and word format**. Only complete documents will be accepted for review and processing.
2. In case of the incompleteness of the required documents, the application shall *not be cleared for receiving by the Department*. Please complete the required documents and present for re-evaluation (including this Pre-evaluation Checklist) by the handling specialist.
3. All emails receive not later than 11:59 pm from Monday to Friday shall be considered deemed filed within the day. Submissions made on Saturdays, Sundays, and non-working holidays shall be considered filed on the immediately succeeding business day.
4. **Any undertaking to submit any document(s) required to be submitted will not be accepted** and considered or deemed incomplete, except for undertaking to pay the remaining registration fees application under the Shelf Registration no later than thirty (30) business days prior to the expiry of the three (3) year period of effectivity of the registration statement<sup>1</sup>.
5. Each of the exhibits required in the exhibit table shall be filed or incorporated by reference from its previously filed reports provided such information is readily available and downloadable from the company's website and as part of the registration statement.
6. If application is accepted, MSRD will compute the required registration fee and issue a Payment Assessment Form (PAF).
7. Registrant shall pay the assessed registration fee<sup>2</sup>, and send via email scan copy of any proof of payment made, to initiate the 45-day review and evaluation process.

<sup>1</sup> Rule 8.1.2.3 – 2015 Implementing Rules and Regulation of the SRC

<sup>2</sup> eSPAYSEC or any branch of LandBank of the Philippines

8. Upon approval of the application, registrant shall submit **two (2) complete sets of the hard copies of all documents**<sup>3</sup> to MSRDR located at the 17<sup>th</sup> Floor SEC Headquarters, Makati Avenue, Salcedo Village, Brgy. Bel-Air, Makati City, National Capital Region
9. Registrant shall immediately upload digital copy of the **final prospectus** in its website.

**(d) Amendment to the prospectus**

In filing of an amended/updated prospectus in compliance with MSRDR's findings on the registration statement, the registrant shall submit:

- (1) a letter reply specifying its responses to the findings
- (2) an amended prospectus addressing/incorporating therein the findings of MSRDR and upload the same in its website
- (3) a certified list of the changes made in the amended prospectus and/or exhibits
- (4) all clearances required under **Exhibit 29**(a) to (e) from CGFD, CRMD, EIDP, OGC.

**(e) Request for Confidential Treatment and/or Exemptive Relief**

All request for confidential treatment<sup>4</sup> and/or exemptive relief<sup>5</sup> in relation to the application shall be filed simultaneously with the application for registration and pay the required fee of ₱50,000.00 per issue and per company plus UP Legal Research Fee.

**(f) 45-Day Review Process**

1. Only complete application for registration will be accepted for processing.
2. The 45-day period shall reckon on the date of payment of the assessed registration fee.
3. Within 15-days the Department shall issue a comment letter outlining the findings, issues and deficiencies identified in the documents submitted.
4. Registrant shall comply with the additional disclosures in the prospectus and/or submission of additional documentary requirements within 20-days from receipt of comment letter.
5. Not later than the 45<sup>th</sup> day, MSRDR shall present before the Commission En Banc the registrant's application for its consideration based on the available information, compliance and submission.

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<sup>3</sup> Section 5 of SEC MC#4, S. 2024

<sup>4</sup> Rule 66.3 of 2015 IRR of the SRC

<sup>5</sup> Rule 72.2 of 2015 IRR of the SRC



**MARKETS AND SECURITIES REGULATION DEPARTMENT**  
Securities Registration Division  
**SEC POWERS SUBMISSION CHECKLIST**

**RS APPLICATION # SEC Use Only**

Click or tap to enter a date.

**A. REGISTRANT INFORMATION**

SEC Registration Number	CS201019693		
Company Name	KING ENERGY GENERATION INC.		
Principal Office Address	Misamis Oriental Power Plant (MOPP1) Brgy. San Luis, Gingoog City, Misamis Oriental		
Nature of Business	<input checked="" type="checkbox"/> <b>PowerGen</b> <input type="checkbox"/> <b>Distribution Utility Company</b>	Contact Number	0917-802-4216
Official email (MC#28)	kegi@kingenergy.info	Alternative Email (MC#28)	Click or tap here to enter text.

**AUTHORIZED REPRESENTATIVE**

Name & Email	Edelyn Jane A. Salvame
Position / Designation	Presiden/CEO
Company Name	KING ENERGY GENERATION INC.
Principal Office Address	Misamis Oriental Power Plant (MOPP1) Brgy. San Luis, Gingoog City, Misamis Oriental

**B. CAPITAL STOCK**

	No. of <b>Common Shares</b>	Par/Stated Value	Amount
Authorized Capital Stock	30,000,000	₱100.00	₱ 3,000,000,000.00
Subscribed Capital	25,500,000	₱100.00	₱2,550,000,000.00
Paid-Up Capital	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
<b>TOTAL</b>	Click or tap here to enter text.	Click or tap here to enter text.	₱Click or tap here to enter text.

**C. SECURITIES TO BE REGISTERED/OFFERED:**

Type of Registration (Select One)	<input type="checkbox"/> Initial Public Offering <input type="checkbox"/> Direct Public Offering <input type="checkbox"/> Shelf Registration    Tranche: <input type="checkbox"/> 1 <sup>st</sup> <input type="checkbox"/> 2 <sup>nd</sup> <input type="checkbox"/> 3 <sup>rd</sup> <input type="checkbox"/> 4 <sup>th</sup> <input type="checkbox"/> 5 <sup>th</sup> <input type="checkbox"/> 6 <sup>th</sup>		
<b>Offered Shares</b>	<b>No. of Common Shares</b>	<b>Offer Price Per Share</b>	<b>Amount</b>
Base Offer	4,500,000	123.98	₱557,910,000.50
Over-subscription Option (if applicable)	Click or tap here to enter text.	Click or tap here to enter text.	₱Click or tap here to enter text.
Secondary Offering (if any)	Click or tap here to enter text.	Click or tap here to enter text.	₱Click or tap here to enter text.
<b>Total</b>	Click or tap here to enter text.	Click or tap here to enter text.	₱Click or tap here to enter text.

**D. USE OF PROCEEDS**

<b>Description – Order of Priority</b>	<b>Amount</b>	<b>Disbursement Period</b>
1. El Nido power plant project (PALECO)	₱ 555,584,317.15	Based on Projects Schedule

2. Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
3. Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
4. Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
5. Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
<b>TOTAL</b>	Click or tap here to enter text.	Click or tap here to enter text.

#### E. UNDERWRITER(S)

Name of Underwriter	Estimated Amount of Securities Underwritten
N/A	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.
<b>TOTAL</b>	Click or tap here to enter text.
Commission approval of Request for Non-engagement of underwriter	Click or tap to enter a date.
	None

#### F. LIST OF EXHIBITS SUBMITTED

DESCRIPTION	EXHIBIT #	REMARKS
1. Draft Copy of the Publication of Notice re: Filing	1	Choose an item.
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 unit 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	Choose an item.
3. Plan of Acquisition, Reorganization, Arrangements, Liquidation or Succession (if applicable)	N/A	Choose an item.
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	Choose an item.
5. Instruments Defining the Rights of Security Holders of common shares being registered (Stock Certificate)	3	Choose an item.
6. Opinion re: Legality in conformity with the attached Template.	4	Choose an item.
7. Opinion re: Tax Matters in conformity with the attached Template.	5	Choose an item.
8. Voting Trust Agreement, if applicable.	N/A	Choose an item.
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	Choose an item.
10. Annual Report to Security Holders, Form 17-Q, if applicable.	N/A	Choose an item.

<b>D E S C R I P T I O N</b>	<b>EXHIBIT #</b>	<b>REMARKS</b>
11. Material Foreign Patents, if applicable.	N/A	Choose an item.
12. Letter re: Unaudited Interim Financial Information, if applicable.	N/A	Choose an item.
13. Letter re: Change in Certifying Accountant, if applicable.	N/A	Choose an item.
14. List of all parents, subsidiaries, affiliates included in the conglomerate map of the Registrant, if applicable.	7	Choose an item.
15. Published Report Regarding Matters submitted to vote to security holders, if applicable.	N/A	Choose an item.
16. Consents of Expert and Independent Counsel	8	Choose an item.
17. (a) Power of Attorney (b) Power of Attorney (Foreign Registrant)	N/A	Choose an item.
18. Notarized Curriculum Vitae and Photographs of Officers and Members of the BOD	9	Choose an item.
19. Board Of Investment Certificate for Registered Enterprise under the Omnibus Investment Code	N/A	Choose an item.
20. Authorized re: Registrant's Bank Accounts in conformity with the attached Template	10	Choose an item.
21. Statement of Management Responsibility on the Financial Statements, schedules and other required attachments under SRC Rule 68	11	Choose an item.
22. Audited Financial Statements and/or Audited Interim Financial Statements as required by Revised Rule 68	12	Choose an item.
23. Certificate of no derogatory record and/or letter of no objection from ERC;	13	Choose an item.
24. Copy of <b>PSE listing application*</b> (if applicable) 2 complete sets, duly acknowledge by the listing department;	N/A	Choose an item.
25. Copy of Board Resolution approving and offering and authorizing the filing of the Registration Statement.	14	Choose an item.
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	Choose an item.
27. Secretary's Certificate as to adoption by the Board of certain corporate governance principles and/or submission of Manual on Corporate Governance.	16	Choose an item.
28. Authorization letter from the registrant designating a representative(s) through whom all dealings with the Commission regarding the application is coursed	17	Choose an item.
29. Certifications and/or Pre-evaluation Form from SEC Operating Department <sup>6</sup>		
a. OGA - approved pre-evaluation form in compliance with the Revised SRC Rule 68 (Section 2 D of the Memorandum Circular No. 03, Series of 2024)	N/A	Choose an item.
b. CGFD – Certificate of Qualification of Independent Director	N/A	Choose an item.
c. CRMD – Certificate of good standing and/or no dues collectible	N/A	Choose an item.
d. EIPD – Certificate of no pending case filed or pending with the department	N/A	Choose an item.
e. OGC - Certificate of no pending case filed against the company and/or its directors and officers	N/A	Choose an item.
<b>30. OTHER EXHIBITS</b>		

<sup>6</sup> To be submitted within 20-days after MSRD issuance of comment letter  
2024 SEC POWERS Submission Checklist v1

a. Certification from Underwriters participating under a firm commitment arrangement re: Due Diligence and Conflict of Interest	N/A	Choose an item.
b. 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	Choose an item.
c. 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	Choose an item.
d. Certification that <b>all mandated government permits/licenses</b> are secured and valid, <i>with a table containing the type of permit/license, issuing agency, Issuance date and Expiry date as Annex</i> (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	Choose an item.
e. Certification that as of the date of filing, the registrant is a not a delinquent or disobedient party in any of the operating departments of the Commission.	21	Choose an item.
f. Foreign Investment Act registration, if applicable.	N/A	Choose an item.
g. Manual on Corporate Governance (for IPOs)	22	Choose an item.
h. Transfer Certificate Title (Certified True Copy) of real estate property to be acquired, if applicable.	23	Choose an item.
i. Environmental Compliance Certificate (ECC) – DENR (if applicable)	24	Choose an item.
j. All Certificates Authorizing Registration issued by the Bureau of Internal Revenue	25	Choose an item.
k. 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	Choose an item.
l. Request for Confidentiality of Information	N/A	Choose an item.
m. Request for Exemptive Relief	N/A	Choose an item.

This pre-evaluation is without prejudice to other substantive deficiencies that maybe noted thereon during the evaluation proper wherein a full substantive review of all documents is done, which findings shall be communicated to the registrant.

**Note: The Commission may require additional information or documents, including written information from an expert, depending on the necessity thereof or their applicability to the class of securities sought to be registered**

**Such a requirement will be included in the comment letter. The Commission reserves the right to conduct post audit activity on the relevant representation.**

#### **CERTIFICATION FROM ISSUER**

I hereby acknowledge that this form serves as an initial evaluation of the documents submitted by **(name of Issuer)** on **Click or tap to enter a date**. in relation to its application for registration and that the MSRD will conduct a thorough and substantial review of the documents presented as well as to provide comments based thereon, which shall be subject to the Company's compliance.

I, the undersigned, certify to the timeliness, accuracy, completeness, and truthfulness of all information contained in the Registration Statement and Prospectus. I acknowledge that any misrepresentation as to the content of this checklist, registration statement, and all exhibits will be dealt with accordingly.

ENGR. EDELYN JANE A. SALVAME  
President/CEO

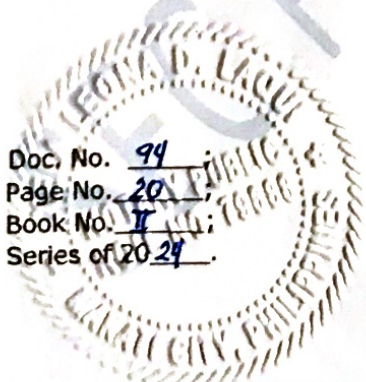
**CERTIFICATION FROM UNDERWRITERS**

We, the undersigned lead underwriters, certify that we have conducted the due diligence investigations required by law of all matters relating to the issuer and the offer, and that the contents of this checklist, registration statement, Prospectus and all Exhibits are complete and accurate. We acknowledge that pursuant to law, we shall be liable under Section 56 of the Securities Regulation Code for damages suffered by any person acquiring securities under this registration statement should there be, on its effectivity, an untrue statement of a material fact, or omission to state a material fact required to be stated therein or necessary to make such statements not misleading, unless it is proved that such person know of such untrue statement or omission at the time of such acquisition of the securities.

Name	NAME	Name
Lead Underwriter Company	Lead Underwriter Company	Lead Underwriter Company

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ by affiant who is personally known to me or whom I have identified through competent evidence of identity.

Name	Type of Identification and Number	Place of Issuance
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**NOTARY PUBLIC**  
*Xela Leona D. Laqui*  
XELA LEONA D. LAQUI  
Appointment No. M-199  
Notary Public for Makati City  
Until December 31, 2024  
Unit 1002, One Corporate Plaza  
845 A. Amaiz Ave., Legaspi Village,  
Makati City 1229  
Roll of Attorneys No. 79688  
IBP No. 372479/Oriental Mindoro/12-22-2023

**DO NOT FILL UP – FOR MSRD STAFF ONLY**

**RECOMMENDATION:**

- Accept Application
- Return to Applicant for completion of documents

Acknowledged by:

[Redacted]

(Name)

MSRD-SRD Technical Staff

[Redacted]

(Name)

Authorized Representative

**REMARKS**

Click or tap here to enter text.

SEC POWERS CHECKLIST