



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. CS201322106

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

STA. ISABEL CPGC POWER CORP.

from P10,000,000.00 divided into 100,000 shares of the par value of P100.00 each, to P200,000,000.00 divided into 1,500,000 common shares of the par value of P100.00 each and 500,000 preferred shares of the par value of P100.00 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 4, 2018 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18th day of March, Twenty Nineteen.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

2

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

ICS

SEC Registration Number

C S 2 0 1 3 2 2 1 0 6

Former Company Name

S T A . I S A B E L C P G C P O W E R C O R P .

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

B R G . S T A . I S A B E L C A L A P A N

C I T Y O R I E N T A L M I N D O R O

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

634-9335

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

MA. CRISTINA C. YOUNG

Telephone Number/s

Facsimile Number/s

634-0856

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

☐
☐
☐
☐
☐

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

CERTIFICATE OF INCREASE OF AUTHORIZED CAPITAL STOCK OF

STA. ISABEL CPGC POWER CORP.

SECURITIES COMMISSION
(CMR)

FEB 26 2019

RECEIVED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, the Chairman and the Secretary of the Stockholder's Meeting and Majority of the members of the Board of Directors of the above named corporation, organized and existing under the laws of the Philippines do hereby CERTIFY:

1. That That at the meeting of the stockholders of the said corporation held at the principal's office on **October 4, 2018**, at which meeting a quorum, at which meeting a quorum, the stockholders representing at **least two-thirds (2/3)** of the outstanding capital stock in person or by proxy, approved the increase of the corporations authorized capital stock from **Ten Million Pesos (Php10,000,000.00) divided into One Hundred Thousand (100,000) common shares, with a par value of One Hundred Pesos (Php100.00) per share to Two Hundred Million Pesos (Php200,000,000.00) divided into One Million Five Hundred Thousand (1,500,000) common share and Five Hundred Thousand Preferred Shares (500,000), both with a par value of One Hundred Pesos (Php100) per share;**
2. That the increase was likewise approved by at least majority of the directors at the meeting held on **October 4, 2018;**
3. That of the **One Hundred Ninety (Php190,000,000) increase in authorized capital stock, the amount of Ninety Nine Million Four Hundred Nineteen Thousand** has been actually subscribed by the subscribers indicated hereunder, and of the said subscriptions, the amount of **Ninety Nine Million Four Hundred Nineteen Thousand (Php99,419,000.00)** has been paid actually paid in via conversion of liabilities into equity.

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u> <u>Subscribed</u> <i>(common)</i>	<u>Amount</u> <u>Subscribed</u>	<u>Amount</u> <u>Paid</u>
Common				
Energreen Power Inter-Island Corp.	Filipino	811,395	81,139,500	81,139,500
Power One Corp.	Filipino	156,300	15,630,000	15,630,000
David Reginald G. Tan	Filipino	26,495	2,649,500	2,649,500
Total		994,190	99,419,000	99,419,000

4. That the actual indebtedness of the Corporation as of the date of the stockholders meeting amounts to P 221,000,000.00;
5. That no bonded indebtedness has been incurred, created or increased as of the date of the stockholder's meeting;
6. That the requirements of Section 38 of the Corporation Code of the Philippines has been complied with;
7. That Further:

☒

That the increase of capital stock paid by conversion of liabilities, into equity has been approved by the stockholders representing two-thirds (2/3) of the outstanding capital stock in accordance with the Section 39 of the Corporation Code of the Philippines

☐

That the increase of capital stock paid by way of stock dividends has been approved by the stockholders representing two-thirds (2/3) of the outstanding capital stock in accordance with the Section 43 of the Corporation Code of the Philippines

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of October, 2018 at Parig City, Philippines.

David Reginald G. Tan
DAVID REGINALD G. TAN
TIN NO. 400-704-798

Ma. Cristina C. Young
MA. CRISTINA C. YOUNG
TIN NO. 116-458-490

Rene V. Jazmines
RENE V. JAZMINES
TIN NO. 120-116-770

Arachelle A. Galban
ARACHELLE A. GALBAN
TIN NO. 207-456-665

Ursula F. Cusi
VIDET URSULA F. CUSI
TIN NO. 209-543-844

COUNTERSIGNED BY:

Rene V. Jazmines
RENE V. JAZMINES
Chairman of the Stockholders Meeting

Arachelle A. Galban
ARACHELLE A. GALBAN
Secretary of the Stockholders Meeting

SUBSCRIBED AND SWORN to before me on this
day NOV 09 2018, 2018, at Makati City, Philippines.
Affiant exhibiting his/her ID No. valid until

DOC. NO. 168
PAGE NO. 31
BOOK NO. 212
SERIES OF 10

Atty. Jocelyn P. Laduz
ATTY. JOCELYN P. LADUZ
Notary Public for Makati City
Appointment #. M-82 until 12/31/2019
PTR No. 0607873, Jan. 3, 2018, Makati
Roll No. 45790, IBP Lifetime Roll No. 04897
MCLE No. V-0019692/ 4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

WAIVER OF PRE-EMPTIVE RIGHTS

We, the undersigned stockholders of **STA. ISABEL CPGC POWER CORP.**, hereby waive our pre-emptive rights to subscribe to the increase of capital stock from **P10,000,000** to **P200,000,000** duly approved by the Board of Directors and Stockholders representing two-thirds (2/3) of the outstanding capital stock on **October 4, 2018**.

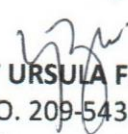
In Witness Whereof, we hereby signed our name this October 4, 2018.

EPS RETIREMENT BENEFITS LTD. LTD.

TIN: 438-841-510

BY:


ARACHELLE A. GALBAN


VIDET URSULA F. CUSI

TIN NO. 209-543-844


PATRICIA KATE C. YOUNG

TIN NO. 214-568-226

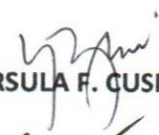

DAVID RELITO C. TAN

TIN NO. 259-064-229

EASTWEST GROWTH HOLDING

TIN: 475-710-195

BY:


VIDET URSULA F. CUSI


ARACHELLE A. GALBAN

TIN NO. 207-456-665


MA. CRISTINA C. YOUNG

TIN NO. 116-458-490


RENE V. JAZMINES

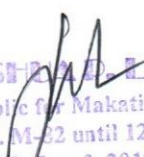
TIN NO. 101-668-098


BENITO G. SOLIVEN III

TIN NO. 107-189-439

SUBSCRIBED AND SWORN to before me on this
NOV 09 2018 day of NOV, 2018, at Makati City, Philippines.
Affiant exhibiting his/her ID No. valid until

DOC. NO. 147
PAGE NO. 35
BOOK NO. 242
SERIES OF 18


ATTY. JOSHUA D. LADUZ
Notary Public for Makati City
Appointment #. M-32 until 12/31/2019
PTR No. 6607873, Jan. 3, 2018, Makati
Roll No. 45790, IB# Lifetime Roll No. 0489
MCLE No. V-0019692/ 4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

REPUBLIC OF THE PHILIPPINES)

)S.S.

CITY OF MAKATI

TREASURER'S AFFIDAVIT


I, **VIDET URSULA F. CUSI**, being duly sworn to, depose and say:

That I am the elected Treasurer of STA. ISABEL CPGC POWER CORP.

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that there was an increase of the authorized capital stock from **Ten Million to Two Hundred Million** and at least twenty five (25%) of the authorized capital stock of the abovementioned corporation has been divided and subscribed into **1,500,000 common shares and 500,000 preferred shares** and at least twenty five (25%) of the **common shares subscription** in the amount of **Ninety Nine Million Four Hundred Nineteen Thousand Pesos (Php 99,419,000)** has been paid, and received by me in ^{via conversion of liabilities} for the benefit ^{into equity} and credit of the corporation.

IN WITNESS WHEREOF, I hereby sign this Affidavit this 4th day of October, 2018 in Pasig City, Philippines.

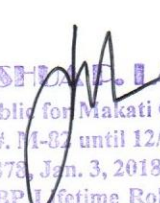

VIDET URSULA F. CUSI
Treasurer

SUBSCRIBED AND SWORN TO before me this NOV 09 2018 day of _____, 2018 at _____
affiant exhibited to me his/her TIN No. 209-543-844.

CITY OF MAKATI

Notary Public

Doc. No. 1107
Page No. 30
Book No. 242
Series of 2018.


ATTY. JOSHUA P. LADUZ
Notary Public for Makati City
Appointment #. 81-82 until 12/31/2019
PTR No. 6607878, Jan. 3, 2018, Makati
Roll No. 45790, IBP Lifetime Roll No. 04897
MCLE No. V-0019692/ 4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

SECRETARY'S CERTIFICATE
(List of Stockholders of Record)

I, **ARACHELLE A. GALBAN** as the duly elected and qualified Corporate Secretary
STA. ISABEL CPGC POWER CORP., (the Corporation), hereby certify that the
stockholders of record of the Corporation as of October 4, 2018 are:

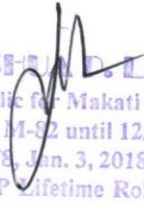
<u>Name of Subscriber</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Subscribed Amount</u>	<u>Amount Paid</u>
Energreen Power Inter- Inter-Island Corp	Filipino	51,000	5,100,000	5,100,000
EPS Retirement Benefits Ltd.	Chinese	5,000	500,000.00	500,000.00
Eastwest Growth Holdings Ltd.	Chinese	10,000	1,000,000.00	1,000,000.00
Power One Corp.	Filipino	10,000	1,000,000.00	1,000,000.00
Calapan Power Generation Corp.	Filipino	5,000	500,000.00	500,000.00
Videt Ursula F. Cusi	Filipino	100	10,000.00	10,000.00
Ma. Cristina C. Young	Filipino	4,000	400,000.00	400,000.00
Patricia Kate C. Young	Filipino	100	10,000.00	10,000.00
Rene V. Jazmines	Filipino	3,000	300,000.00	300,000.00
Benito G. Soliven III	Filipino	3,000	300,000.00	300,000.00
David Reginald G. Tan	Filipino	5,400	540,000.00	540,000.00
Arachelle A. Galban	Filipino	500	50,000.00	50,000.00
David Relito C. Tan	Filipino	2,900	290,000.00	290,000.00
TOTAL AMOUNT		P 100,000	P 10,000,000.00	P 10,000,000.00

Pasig, October 4, 2018


ARACHELLE A. GALBAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 09 2018 day of NOVEMBER, 2018,
in CITY OF MAKATI, Philippines, affiant exhibiting to me his/her TIN/ID/ Passport No. 207-546-665 issued at _____ on _____.

Doc. No. 163;
Page No. 34;
Book No. 242;
Series of 2018


ATTY. JOSHUA D. LADUZ
Notary Public for Makati City
Appointment #. M-82 until 12/31/2019
PTR No. 6607878, Jan. 3, 2018, Makati
Roll No. 45790, IBP Lifetime Roll No. 04897
MCLE No. V-0019692/ 4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

SECRETARY'S CERTIFICATE

I, **ARACHELLE A. GALBAN**, legal age, married, Filipino, and a resident of L4-B B1 Peach St. Greenwoods Executive Village, Phase 2, Brgy. San Juan, Cainta Rizal after having been sworn to in accordance with law hereby depose and state:

I am the duly elected Corporate Secretary of **Sta. Isabel CPGC Power Corp.**

At a meeting held on **October 4, 2018**, the board of directors and stockholders of the Corporation, have approved the increase of its Authorized Capital Stock to **Two Hundred Million Pesos (P200,000,000.00)** divided into **One Hundred Fifty Thousand (150,000) common shares** with a par value of **One Hundred Pesos (P100)** per share and **Fifty Thousand (50,000) preferred shares** with a par value of **One Hundred Pesos (P100)** per share.

In connection with said increase of capital, I hereby certify that all non-subscribing stockholder(s) has/have waived his/her/their, pre-emptive rights to subscribe.

I further certify that from the time of such stockholders and director's approval of the increase in capital stock up to the filing of the application for increase of capital stock with the Commission, to the best of my knowledge, no action or proceeding has been filed or is pending before the Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

In **WITNESS WHEREOF**, I have here unto set my hand on this _____ day of _____ 2018, in Pasig City, Philippines.

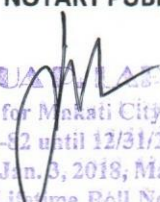

ARACHELLE A. GALBAN
Corporate Secretary

NOV 09 2018

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2018, in **CITY OF MAKATI**, by the above named persons who exhibited to me her TIN No. 207-456-665.

Doc. No. 162
Page No. 34
Book No. 242
Series of 2018.

NOTARY PUBLIC


ATTY. JOSHUA M. LAPUZ
Notary Public for Makati City
Appointment #. M-82 until 12/31/2019
PTR No. 6607878, Jan. 3, 2018, Makati
Roll No. 45790, IBP Lifetime Roll No. 6489
MCLE No. V-0019692/ 4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

DEED OF ASSIGNMENT

KNOW TO ALL MEN BY THESE PRESENTS:

This DEED OF ASSIGNMENT, was made and executed on the 4th of October, 2018 by and between:

Energreen Power Inter-Island Corp.- Filipino
Power One Corp. - Filipino
David Reginald G. Tan

All of legal age, and with postal address at Suite 809 Richmond Plaza, Ortigas, Pasig City, hereinafter known as the "ASSIGNORS."

- in favor of -

STA. ISABEL CPGC POWER CORP. a corporation duly organized and existing under and by virtue of Philippine Laws herein represented by its Corporate Secretary, **ARACHELLE A. GALBAN**, with office address at CDPP Bldg., NPC Compound, Sta. Isabel, Simaron, Calapan City, Oriental Mindoro, hereinafter referred to as the ASSIGNEE;

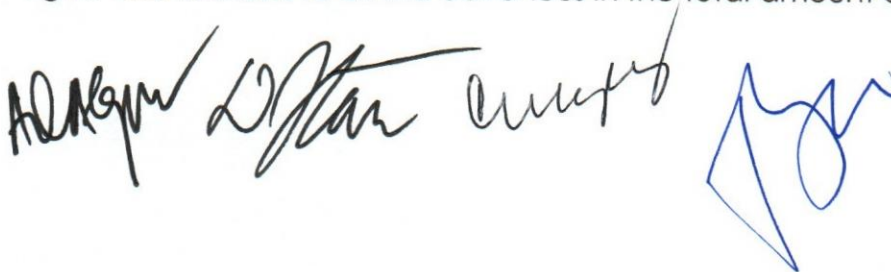
WITNESSETH: That

WHEREAS, the ASSIGNORS has made advances to the ASSIGNEE through CASH as follows:

NAME	AMOUNT SUBSCRIBED (common)	AMOUNT OF ADVANCES	AMOUNT OF ADVANCES APPLIED AS PAID-UP
Common			
Energreen Power Inter-Island Corp.	P81,139,500.00	81,139,500.00	81,139,500.00
Power One Corp.	15,630,000.00	15,630,000.00	15,630,000.00
David Reginald G. Tan	2,649,500.00	2,649,500.00	2,649,500.00
Total Common	P 99,419,000.00	99,419,000.00	99,419,000.00
	=====	=====	=====

WHEREAS, the ASSIGNORS are willing to have the aforementioned advances converted to capital stock of the ASSIGNEE upon approval of ASSIGNEE's application for increase in authorized capital stock with the Securities and Exchange Commission (SEC).

NOW THEREFORE, for and in consideration of the foregoing premises the ASSIGNORS hereby ASSIGNS, TRANSFERS and CEDED over unto ASSIGNEE, all its rights and interests to all the advances in the total amount of **NINETY NINE MILLION**

The block contains three handwritten signatures in blue ink. The first signature on the left is 'ARACHELLE A. GALBAN'. The middle signature is 'David Reginald G. Tan'. The signature on the right is a stylized signature, likely of the corporate secretary or a representative of the assignee.

rights and interests to all the advances in the total amount of **NINETY NINE MILLION FOUR HUNDRED NINETEEN PESOS (P 99,419,000.00) PESOS** as of October 4, 2018, which shall be credited and converted in ASSIGNEE'S capital stock in equivalent amount of **NINETY NINE MILLION FOUR HUNDRED NINETEEN PESOS (P 99,419,000.00) PESOS** upon approval of ASSIGNEE'S application for increase in authorized capital stock with Securities and Exchange Commission (SEC).

ASSIGNEE hereby acknowledge and agrees to the conversion of the said advances to its capital stock.

IN WITNESS WHEREOF, the parties hereunto have set their hands this _____ in Pasig City, Philippines.

STA. ISABEL CPGC POWER CORP.
ASSIGNEE


BY:


ARACHELLE A. GALBAN
Corporate Secretary

ASSIGNORS


Energreen Power Inter-Island Corp.

By: Rene V. Jazmines



Power One Corporation

By: Ma. Cristina C. Young




David Reginald G. Tan
TIN: 400-704-798

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

BEFORE ME, a Notary Public in this jurisdiction, on this NOV 14 2018,
Personally came and appeared the following persons, who are known to me to be
the same persons who executed the foregoing Deed of Assignment, which they
acknowledged to me their free and voluntary deed to wit:

Name	Government Issued ID
Ma. Cristina C. Young	TIN No. 116-458-490
Rene V. Jazmines	TIN No. 120-116-770
David Reginald G. Tan	TIN No. 400-704-798

WITNESS MY HAND AND SEAL on the date and at the place first above
written.

Doc. No. 241
Page No. 50
Book No. 246
Series of 2018

ATTY. JOSHUA P. LAPUZ
Notary Public for Makati City
Appointment #. M-32 until 12/31/2019
PTR No. 6607878, Jan 3, 2018, Makati
Roll No. 45790, IBP Lifetime Roll No. 0489
MCLE No. V-0049692/4-15-2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

[Handwritten signatures of Ma. Cristina C. Young, Rene V. Jazmines, and David Reginald G. Tan]

[Handwritten signature of Atty. Joshua P. Lapuz]