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**APC Group, Inc.**  
**APC**

**PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements**

<b>Form/Report Type</b>	Advisement Report
<b>Report Period/Report Date</b>	Feb 28, 2020

**Description of the Disclosure**

Please see attached Advisement Report on Material Related Party Transaction.

**Filed on behalf by:**

<b>Name</b>	ELIZABETH TAN
<b>Designation</b>	Governance

# COVER SHEET

**A S - 0 9 3 8 1 2 7**

S.E.C. Registration Number

**A P C G R O U P , I N C .**

(Company's Full Name)

**G / F , M Y T O W N N E W Y O R K B L D G .**  
**G E N . E . J A C I N T O S T . C O R . C A P A S S T .**  
**B G Y G U A D A L U P E N U E V O , M A K A T I**

**MR. JACKSON T. ONGSIP**

Contact Person

**(632) 8662-8888**

Company Telephone Number

**1 2**    **3 1**  
 Month    Day  
 Fiscal Year

**Advisement Report**

FORM TYPE

Month    Day  
 Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic                      Foreign

To be Accomplished by SEC Personnel concerned

File Number

\_\_\_\_\_  
 LCU

Document I.D.

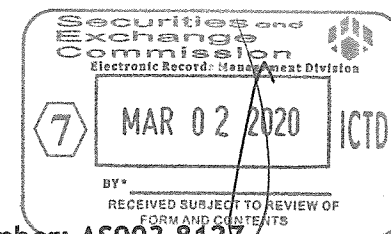
\_\_\_\_\_  
 Cashier

STAMPS

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**ADVISEMENT REPORT ON  
MATERIAL RELATED PARTY TRANSACTIONS**



Reporting PLC: APC Group, Inc. (APC)

SEC Identification Number: AS093-8127

Name of Related Party: Aragorn Power and Energy Corporation (APEC)  
26, 2020

Execution Date of Transaction: February

Relationship between the Parties including financial/non-financial interest: APC owns APEC by 95.6%

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets <sup>1</sup> of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority <sup>2</sup>
APEC made a capital call to its shareholders. APC, as APEC's shareholder, will be participating in the capital call in accordance to its percentage of ownership.	Shareholders are deemed to have forfeited their pre-emptive rights upon failure to pay on required date.	To participate in the capital call and to avoid dilution of APC's shareholding in APEC	Php279,923,337.00 (based on APC's audited consolidated financial statements)	Php112,813,182.00	40.30	Not applicable	Out of seven (7) members of the Board of Directors (the "Board"), all or 100% are in attendance and approved this transaction.  The following are the members of the Board: a. Willy N. Ocier, Chairman b. Jackson T. Ongsip, President, Chief Executive Officer, and Chief Risk Officer c. Virginia A. Yap, Director d. Bernardo D. Lim, Director e. Edmundo L. Tan, Director f. Laurito E. Serrano, Lead Independent Director g. Tomas D. Santos, Independent Director

<sup>1</sup> Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

<sup>2</sup> The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

**SIGNATURES**

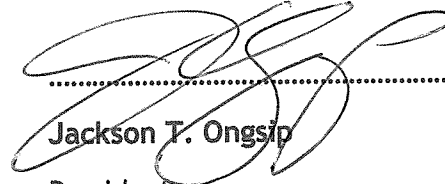
Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APC Group, Inc.

Aragorn Power and Energy Corporation



.....  
Ian Jason R. Aguirre  
Chief Financial Officer



.....  
Jackson T. Ongsip  
President

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

SECRETARY'S CERTIFICATE

I, **RICHARD ANTHONDY D. ALCAZAR**, of legal age, Filipino and with office address at 2303A PSE Centre, East Tower, Exchange Road, Ortigas Center, Pasig City, after being duly sworn, hereby depose and state:

1. I am the Corporate Secretary of **APC GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws and with office address at G/F MyTown New York Bldg., Gen. E. Jacinto St., cor. Capas St., Brgy. Guadalupe Nuevo, Makati City.

2. At the meeting of the Board of Directors held on 14 February 2020, at which meeting a quorum was present and acting throughout, the Board passed and approved the following resolutions:

**"RESOLVED, AS IT IS HEREBY RESOLVED,** that the Corporation's Chief Financial Officer, **MR. IAN JASON R. AGUIRRE**, be, as he is hereby authorized and empowered to sign the Advisement Report on Material Related Party Transactions of the Corporation pursuant to the requirements of the Securities and Exchange Commission (SEC);

**RESOLVED FURTHER,** that any and all previous resolutions inconsistent with the foregoing be, as they are hereby **REVOKED, CANCELED** and/or **SUPERSEDED.**"

FEB 28 2020

IN WITNESS WHEREOF, I have hereunto signed this certificate this \_\_\_\_\_ day of \_\_\_\_\_ 2020 at Pasig City.

**RICHARD ANTHONY D. ALCAZAR**  
*Corporate Secretary*

FEB 28 2020

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at \_\_\_\_\_, affiant exhibiting to me his \_\_\_\_\_ issued on January 16, 2020 at Pasig City and \_\_\_\_\_ as competent evidence of his identity.

Doc. No. 137 ;  
Book No. 1 ;  
Page No. 28 ;  
Series of 2020.

**MARY PAULINE C. HILADO**  
Notary Public for the Cities of Pasig, San Juan  
and Municipality of Pateros  
Appointed on 2/5 (2019-2020)  
Commission Expires on 31 December 2020  
2303-A PSE Centre, East Tower, Exchange Road  
Ortigas Center Pasig City, Metro Manila  
Tel No. 71737  
PTR No. 5242588; 1/16/2020; Pasig City  
IBP No. 163706; 1/07/2020; Manila-IV  
MCLE Compliance No. VI-0026067; 05/23/2019

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

SECRETARY'S CERTIFICATE

I, **RICHARD ANTHONY D. ALCAZAR**, of legal age, Filipino and with office address at 2303A PSE Centre, East Tower, Exchange Road, Ortigas Center, Pasig City, after being duly sworn, hereby depose and state:

1. I am the Corporate Secretary of **ARAGORN POWER & ENERGY CORPORATION** (the "Corporation"), a corporation duly organized and existing under Philippine laws and with office address at G/F MyTown New York Bldg., General E. Jacinto St. corner Capas St., Brgy. Guadalupe Nuevo, Makati City;

2. At the meeting of the Board of Directors held on 14 February 2020 wherein a quorum was present, the following resolutions were passed and approved:

"**RESOLVED, AS IT IS HEREBY RESOLVED**, that the Corporation's President, **MR. JACKSON T. ONGSIP**, be, as he is hereby authorized and empowered to sign the Advisement Report on Material Related Party Transactions of the Corporation pursuant to the requirements of the Securities and Exchange Commission (SEC);

**RESOLVED FURTHER**, that any and all previous resolutions inconsistent with the foregoing be, as they are hereby **REVOKED, CANCELED** and/or **SUPERSEDED**."

FEB 28 2020


IN WITNESS WHEREOF, I have hereunto signed this certificate this \_\_\_\_ day of \_\_\_\_\_ 2020 at Pasig City.



**RICHARD ANTHONY D. ALCAZAR**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 28 2020 at PASIG CITY, affiant exhibiting to me his [REDACTED] issued on January 16, 2020 at Pasig City and [REDACTED] as competent evidence of his identity.

Doc. No. 104 ;  
Book No. 1 ;  
Page No. 28 ;  
Series of 2020.

  
**MARY PAULINE C. HILADO**  
Notary Public for the Cities of Pasig, San Juan  
and Municipality of Pateros  
Appointment No. 215 (2019-2020)  
Commission Expires on 31 December 2020  
2303-A East Tower, PSE Centre, Exchange  
Ortigas Center, Pasig City, Metro Manila  
Roll No. 71737  
PTR No. 5242580; 1/16/2020; Pasig City  
IBP No. 103706; 1/07/2020; Manila-L  
MCLE Compliance No. VI-0026067; 05/23/2019