

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.

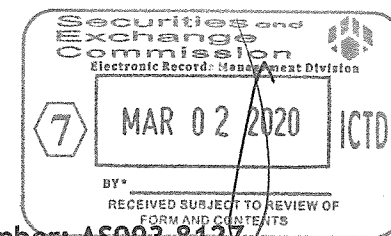
_____ Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



**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 ¹ 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 ²
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

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

² 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.

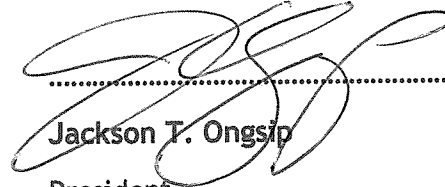
APC Group, Inc.

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 _____ issued on January 16, 2020 at Pasig City and _____ 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