

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **4620**
2. **ANGELES ELECTRIC CORPORATION**
Exact name of registrant as specified in its charter
3. **NATIONAL CAPITAL REGION, PHILIPPINES** 4. **000-088-802-000**
Province, country or other jurisdiction of BIR Tax Identification Number
incorporation or organization
5. **ELECTRIC DISTRIBUTION UTILITY**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **DON JUAN D. NEPOMUCO AVENUE CORNER TERESA AVENUE, NEPO MART COMPLEX,
ANGELES CITY, PAMPANGA, PHILIPPINES**
Telephone No. (045) 888-2888 Fax No. (045) 888-1810
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **NOT APPLICABLE**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): **DECEMBER 31**

Computation of Registration 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 – ISSUED AND OUTSTANDING	971,428,400 common shares	₱1.00 (par value per share)		₱1,032,779.358 Filing Fee
PREFERRED SHARES – ISSUED AND OUTSTANDING	201,680,632 Preferred shares	₱1.00 (par value per share)		Plus ₱10,327.79
COMMON SHARES – PRIMARY OFFER	207,020,000 common shares	₱3.42	₱708,008,400.00	
TOTAL				₱1,043,107.15

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

In the case of warrants which have no issue value, the filing fee shall be **P50,000**.

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

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Set forth in the front of the registration statement and on the outside front cover page of the Prospectus the information required by **Part VI**, paragraph (A) of "**Annex C, as amended**".

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Set forth on the inside front cover page of the Prospectus and the first two or more pages, the information required by **Part VI**, paragraph (B) of "**Annex C, as amended**".

Item 3. Risk Factors and Other Information

Set forth in pages 17 to 25 of the Prospectus, as required by **Part VI**, paragraph (C) and (D) of "**Annex C, as amended**".

Item 4. Use of Proceeds.

Set forth in pages 26 to 28 of the Prospectus, as required by **Part VI**, paragraph (E) of "**Annex C, as amended**".

Item 5. Determination of Offering Price.

Set forth in page 38 of the Prospectus, as required by **Part VI**, paragraph (F) of "**Annex C, as amended**".

Item 6. Dilution.

Set forth in pages 40 to 41 of the Prospectus, as required by **Part VI**, paragraph (G) of "**Annex C, as amended**".

Item 7. Selling Security Holders.

N/A.

Item 8. Plan of Distribution.

Set forth in pages 29 to 34 of the Prospectus, as required by [Part VI](#), paragraphs (I), (J) and (K) of “[Annex C, as amended](#)”.

Item 9. Description of Securities to Be Registered.

Set forth in pages 156 to 165 of the Prospectus, as required by Part II, paragraph (B) of “[Annex C, as amended](#)”.

Item 10. Interests of Named Experts and Independent Counsel.

Set forth in page 169 of the Prospectus, as required by [Part VI](#), paragraph (L) of “[Annex C, as amended](#)”.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) Set forth in pages 77 to 102 of the Prospectus, as required by Part I, paragraph (A) of “[Annex C, as amended](#)”, Description of Business;
- (b) Set forth in pages 102 to 108 of the Prospectus, as required by Part I, paragraph (B) of “[Annex C, as amended](#)”, Description of Property;
- (c) Set forth in page 115 of the Prospectus, as required by Part I, paragraph (C) of “[Annex C, as amended](#)”, Legal Proceedings;
- (d) Set forth in pages 37, and 153 to 154 of the Prospectus, as required by Part II, paragraph (A)(1) through (4) of “[Annex C, as amended](#)”, Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;
- (e) Set forth in pages 46 to 76 of the Prospectus, as by Part III, paragraph (A) of “[Annex C, as amended](#)”, Management's Discussion and Analysis or Plan of Operation;
- (f) N/A - Information required by Part III, paragraph (B) of “[Annex C, as amended](#)”, Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;
- (g) Set forth in pages 133 to 149 of the Prospectus, as required by Part IV, paragraph (A) of “[Annex C, as amended](#)”, Directors, Executive Officers, Promoters and Control Persons;
- (h) Set forth in pages 150 to 152 of the Prospectus, as required by Part IV, paragraph (B) of “[Annex C, as amended](#)”, Executive Compensation;
- (i) Set forth in pages 153 to 154 of the Prospectus, as required by Part IV, paragraph (C) of “[Annex C, as amended](#)”, Security Ownership of Certain Record and Beneficial Owners and Management;
- (j) Set forth in page 155 of the Prospectus, as required by Part IV, Section (D) of “[Annex C, as amended](#)”, Certain Relationships and Related Transactions

Item 12. Financial Information

The audited financial statements of the Registrant for the years ended 2020, 2021, 2022, and for the six (6) month period ended 30 June 2023 are included as appendices to the Prospectus as required by SRC Rule 68.

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

Item 13. Other Expenses of Issuance and Distribution.

Set forth in pages 26 to 28 and 30 of the Prospectus, as required by [Part VI](#), paragraph (M) of “[Annex C, as amended](#)”.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by [Part VII](#) of “[Annex C, as amended](#)”.

Description	Exhibit No.
1. Preliminary Prospectus	A
2. Mandate Letter from Underwriter	B
3. Certification Re Legal Proceedings	C
4. Secretary's Certificate: (a) Designating authorized its signatories for the registration of the Company's shares; (b) Certifying that all Audited Financial Statements have been filed; (c) Certifying that all government licenses and permits have been secured; (d) Certifying that all Audited Financial Statements have been filed with the Bureau of Internal Revenue and Securities and Exchange Commission (e) Authorizing the Commission to access the Company's bank accounts; (f) Authorizing the submission of a Manual for Corporate Governance; adoption of a Fit and Proper rule for the selection of corporate directors and officers; submission of an undertaking allowing the Commission to resolve conflicting issues regarding the selection of independent directors	D
5. Underwriter's Certification	E
6. Tax Compliance Report	F
7. Undertaking to Publish Notice of Filing Registration Statement	G
8. Draft Publication of Notice of Filing of Registration Statement	H

9. Draft Underwriting and Receiving Agency Agreements	I
10. Articles of Incorporation	J
11. ByLaws	K
12. Opinion Re Legality with Consent of Independent Counsel	L
13. Opinion Re Tax Matters with Consent of Independent Accountant	M
14. Material Contracts	N
15. Audited Financial Statements (a) Consolidated for the periods ended 31 December 2021 and 31 December 2020; (b) Consolidated for the periods ended 31 December 2022; 31 December 2021; and 31 December 2020; and (c) For the period ended 30 June 2023	O
16. Curriculum Vitae of Directors and Corporate Officers	P
17. Directors' Certificate approving the registration of the Company's shares and authorizing the filing of the Company's Registration Statement	Q
18. 2023 General Information Sheet	R
19. Certificates of Title/s of Real Property	S
20. Lease Contracts	T
21. Bureau of Internal Revenue Certificates of Registration	U
22. Certificate of Public Convenience and Necessity	V
23. Business Permits	W
24. Other Licenses and permits	X
25. Manual on Corporate Governance	Y
26. Certification by Company President on the Authenticity of Documents	Z

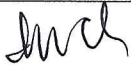
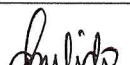
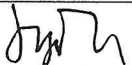


Item 15.

There are no other documents 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 Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY on 23 OCT 2023.


By:

 MARIA RITA JOSEFINA V. CHUA <i>President and Chief Executive Officer</i>	 FRANZ GERARD C. PULIDO <i>Comptroller & Accounting Manager</i>
 MICHAEL ANGELO D. COLLE <i>Chief Operating Officer</i>	 BENEDICT R. TUGONON <i>Corporate Secretary</i>
 ALDRIN ERWIN JAMES T. NEPOMUCENO <i>Chief Finance Officer</i>	

SUBSCRIBED AND SWORN to before me this 23 OCT 2023 day of _____ 2023 affiant(s) exhibiting to me their respective competent evidence of identities below:

NAME	COMPETENT EVIDENCE OF IDENTITY	VALID UNTIL
Maria Rita Josefina V. Chua	Driver's License No. C10-85-004751	December 19, 2031
Michael Angelo D. Colle	Driver's License No. C10-87-044953	December 20, 2032
Aldrin Erwin James T. Nepomuceno	Driver' License No. C10-07-004765	November 1, 2023
Franz Gerard C. Pulido	PRC ID No. 0125907	October 4, 2024
Benedict R. Tugonon	Driver's License No. N02-92-183265	February 18, 2024

Doc No. 418
 Page No. 81
 Book No. 4
 Series of 2023.


JOHN ALBERT M. BONIFACIO
 NOTARY PUBLIC
 FOR AND IN THE CITY OF PASIG AND SAN JUAN
 AND IN THE MUNICIPALITY OF PATEROS
 UNTIL DECEMBER 31, 2023
 PTR NO. 0173108; 01/06/2023; PASIG CITY
 IBP NO. 260961; 01/05/2023; RIZAL (RSM)
 MCLE COMPLIANCE NO. VII-0018257; 4/14/2025
 ROLL NO. 73150/APPOINTMENT NO. 80 (2022-2023)
 21/F Robinsons-Equitable Tower, 4 ADB Ave. cor. Povecla St.
 1605 Ortigas Center, Pasig City