

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: CS201627300
2. Solar Philippines Nueva Ecija Corporation
Exact name of registrant as specified in its charter
3. Philippines
Province, country or other jurisdiction of
incorporation or organization
4. 009-468-103-000
BIR Tax Identification Number
5. The primary purpose of this Corporation is to construct, erect, assemble, commission, operate and maintain power-generating plants, installations, shops, laboratories, pipelines, repair shops, electrical works, power houses, warehouses, terminals, and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution; to promote and undertake research, development, utilization, manufacture, sale, marketing, distribution; to promote and undertake research, development, utilization, manufacture, sale, marketing, distribution and commercial application of new, renewable, non-conventional and environment-friendly energy sources and systems including but not limited to solar, wind, water, heat, steam, ocean, tidal, biomass, biogas, chemical, mechanical, electrical, synthetic, agricultural, and other natural, fossil or non-fossil fuel based, artificial, organic or otherwise, and of energy systems that use new, renewable and any energy resources applying new and efficient energy conversion and/or utilization technologies for commercial application; and to perform other ancillary and incidental activities as may be provided by and under contract with the Government of the Republic of the Philippines, or any subdivision, instrumentality or agency thereof, or any government-owned and controlled corporation, or other entity engaged in the development, supply and distribution of renewable energy.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. 112 Legaspi Street, Legaspi Village, Brgy. San Lorenzo, Makati City, Philippines 1129
Tel. No. 88172585
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) : June 30

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
Issued and Outstanding Common Shares	5,424,350,005	₱0.10	₱542,435,000.50	
Primary Offer Shares	2,700,000,000	₱1.00	₱2,700,000,000.00	
SUB TOTAL			₱3,242,435,000.50	₱1,373,108.75
LRI FEES				₱13,731.0875
TOTAL				₱1,386,839.8375

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.

[Remainder of the page intentionally left blank.]

PART I - INFORMATION REQUIRED IN PROSPECTUS

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

The information required by Part VI, paragraph (A) of "Annex C, as amended" is found on the front page of the registration statement and on the outside front cover of the Preliminary Prospectus.

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

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

Item 3. Risk Factors and Other Information

Please refer to the section "Investment Considerations and Risk Factors" starting on page **38** of the Preliminary Prospectus.

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is found starting on page **54** of the Preliminary Prospectus under the heading, "Use of Proceeds".

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is found on page **66** of the Preliminary Prospectus under the heading, "Determination of Offer Price".

Item 6. Dilution.

The information required by Part VI, paragraph (G) of "Annex C, as amended" is found on page **68** of the Preliminary Prospectus under the heading, "Dilution".

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I) of "Annex C, as amended" is found starting on page **69** of the Preliminary Prospectus under the heading, "Plan of Distribution".

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of "Annex C, as amended" is found starting on page **58** of the Preliminary Prospectus under the heading, "Description of Securities".

Item 10. Interests of Named Experts and Independent Counsel.

Part VI, paragraph (L) of "Annex C, as amended" are found on pages **155** and **156** of the Preliminary Prospectus under the headings, "Legal Matters" and "Independent Auditors", respectively.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) Information required by Part I, paragraph (A) of "Annex C, as amended", Description of Business;

Please refer to the section "The Company" starting on page **75** of the Preliminary Prospectus.

- (b) Information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;

Please refer to the section "The Company" with the subheading "Description of Properties" on page **86** of the Preliminary Prospectus.

- (c) Information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;

Please refer to the section "The Company" with the subheading "Legal Proceedings" on page **87** of the Preliminary Prospectus.

- (d) Where common equity securities are being offered, information 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;

Please refer to the section "Market Information" starting on page **101** of the Preliminary Prospectus.

- (e) Information required by Part III, paragraph (A) of "Annex C, as amended", Management's Discussion and Analysis or Plan of Operation;

Please refer to the section "Plan of Operation and Management's Discussion" starting on page **111** of the Preliminary Prospectus.

- (f) Information required by Part III, paragraph (B) of "Annex C, as amended", Changes in and Disagreements with Accountants on Accounting and Financial Disclosure;

Please refer to the section "Plan of Operation and Management's Discussion" with subheading "Changes in Auditors and/or Accounting Procedure/s" on page **123** of the Preliminary Prospectus.

- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended", Directors, Executive Officers, Promoters and Control Persons;

Please refer to the section "Management" starting on page **104** of the Preliminary Prospectus.

- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;

Please refer to the section "Management" and sub-heading "Executive Compensation" found on page **107** of the Preliminary Prospectus.

- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended", Security Ownership of Certain Record and Beneficial Owners and Management;

Please refer to the section "Security Ownership of Certain Record and Beneficial Shareholders" starting on page **109** of the Preliminary Prospectus.

- (j) Information required by Part IV, Section (D) of "Annex C, as amended", Certain Relationships and Related Transactions.

Please refer to the section "Certain Relationships and Related Transactions" starting on page **138** of the Preliminary Prospectus.

Item 12. Financial Information

Please refer to "Summary Financial Information" starting on page **26** of the Preliminary Prospectus and "Plan of Operation and Management's Discussion" starting on page **111** of the Preliminary Prospectus. The Registrant's audited consolidated financial statements for the years ended December 31, 2020, 2019, 2018, and 2017 and for the period ended 30 June 2021 are included as Annex I and II, respectively, of the Preliminary Prospectus.

[Remainder of the page intentionally left blank.]

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

Item 13. Other Expenses of Issuance and Distribution.

Furnish the information required by Part VI, paragraph (M) of "Annex C, as amended".

Please refer to the section "Use of Proceeds" found starting on page **54** of the Preliminary Prospectus.

[Remainder of the page intentionally left blank.]

Item 14. Exhibits

Exhibit No.	Document
01	Prospectus
02	Audited Financial Statements for Fiscal Year ending 31 December 2020, 31 December 2019, 31 December 2018 and the Interim Audited Financial Statements for the period ending 30 June 2021
03	Notice of Filing of the Registration Statement (Publication) and Undertaking to Publish Notice of filing of the Registration Statement
04	Mandate Letter of the Underwriter
05	Underwriting Agreement
06	Certificate of Incorporation
07	Certified true copy of the Articles of Incorporation
08	Certified true copy of the By-Laws
09	Instrument Defining the Rights of Security Holders – Copies of Stock Certificates
10	Independent Legal Counsel's Opinion re: Legality and Taxation
11	Material Contracts
12	Certification on No Subsidiaries
13	Notarized Curriculum Vitae of Officers and the Board of Directors
14	Authority to examine bank accounts issued in favor of the SEC
15	Director's certificate on the approval of the Board of Directors of the registration and listing of the shares, the filing of the Registration Statement, and the disclosures contained in the Registration Statement and assuming responsibility for the information and disclosures contained therein
16	Secretary's Certificate on the approval of the Board of Directors of the registration and listing of the shares, the filing of the Registration Statement, and the disclosures contained in the Registration Statement and assuming responsibility for the information and disclosures contained therein
17	Manual on Corporate Governance
18	Secretary's Certificate certifying that the Company's Board of Directors has adopted: (i) a Manual of Corporate Governance; and (ii) an affirmative resolution with respect to the adoption of a fit and proper rule for the selection of corporate officers and directors
19	Letter of Undertaking to comply with the Manual on Corporate Governance and to allow the SEC to resolve any issue on the selection of independent directors
20	Environmental Compliance Certificate
21	Certification on No Landholdings Owned
22	Certification on Legal Proceedings
23	Certification on Government Issued License/Permit
24	Certification that the Issuer and Underwriters are aware of documents/amendments submitted in connection with the Registration Statement
25	Tax Compliance Report filed by the Issuer
26	Letter of Intent to Sub-underwriter
27	Certification of Sub-Underwriter on its awareness aware of documents/amendments submitted in connection with the Registration Statement
28	Sub-underwriting Agreement

Item 15.

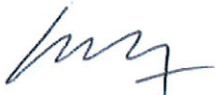
Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

[Signature page follows.]

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 MAKATI CITY on JUL 23 2021, 2021.

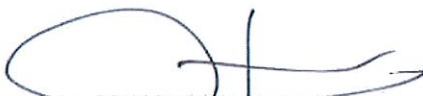
SOLAR PHILIPPINES NUEVA ECIJA CORPORATION



LEANDRO ANTONIO L. LEVISTE
President and CEO



HAZEL IRIS P. LAFUENTE
Corporate Secretary and Treasurer



ARESTY M. LAPITAN
Head, Controllershship

SUBSCRIBED AND SWORN to before me this JUL 23 2021 affiant(s) exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Leandro Antonio L. Leviste	Passport No. P2911921A	05 May 2017; DFA Manila
Hazel Iris P. Lafuente	Passport No. P0333462B	21 January 2019; DFA Manila
Aresty M. Lapitan	Passport No. P6291875B	16 February 2021; DFA NCR South

Doc. No.: 445
Page No.: 90;
Book No.: 1;
Series of 2021.



ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
Appt. No. M-260 until Dec. 31, 2022
Unit 3C LTA Building, 118 Perea St.
Legaspi Village, Makati City
Roll No. 70942
IBP No. 159267 / 06-03-2021/ Pasig City
PTR No. 8533523 / 01-04-2021/ Makati City
MCLE Compliance No. VI-0028223/August 13, 2019