

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1, AS AMENDED**

**REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE**

1. SEC Identification Number **CS201328898**
2. **PACERM-1 ENERGY CORPORATION**  
(Exact name of registrant as specified in its charter)
3. **PHILIPPINES**  
Province, country or other jurisdiction of  
incorporation or organization
4. **439-568-978**  
BIR Tax Identification Number
5. The general character of the business of the registrant is **Electric power generation**  
(General character of business of registrant.)
6. Industry Classification Code:  (SEC Use Only)
7. **Zone-1 Brgy Quibonbon, El Salvador City, 9017 Misamis Oriental, Philippines, Email Address: [pacerm1energycorp@gmail.com](mailto:pacerm1energycorp@gmail.com)** (Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices)
8. **N/A**  
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 offered (secondary)	PHP 56,471,100.00	PHP 2,100.00	PHP 56,471,100.00	PHP 56,471.10
Common Shares outstanding	223,109,000.00	1,000.00	223,109,000.00	223,109.00
Legal Research Fee of 1% (for the entire shelf)				2,795.80
<b>TOTAL REGISTRATION FEES</b>				<b>PHP 282,375.80</b>

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.

Please refer to the front page of the Prospectus and the Offer Supplement.

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

Please refer to the inside front cover page and the succeeding pages of the Prospectus and the Offer Supplement.

**Item 3.**            Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page **25** of the Prospectus.

**Item 4.**            Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page **30** of the Prospectus.

**Item 5.**            Determination of Offering Price.

Please refer to the section on page **36** of the Prospectus.

**Item 6. Dilution.**

Please refer to the section on page **39** of the Prospectus.

**Item 7. Selling Security Holders.**

Please refer to the section on page **31** of the Prospectus.

**Item 8. Plan of Distribution.**

Please refer to the section "Plan of Distribution" starting on page **40** of the Prospectus.

**Item 9. Description of Securities to Be Registered.**

Please refer to the section “Description of Securities to be Registered” on page **31** of the Prospectus.

**Item 10. Interests of Named Experts and Independent Counsel.**

Please refer to the section “Interest of Named Experts and Counsel” on page **41** of the Prospectus.

**Item 11. Information with Respect to the Registrant.**

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to the section “The Company” starting on page **43** of the Prospectus;
- (b) On Description of Property, please refer to the section “Description of Property” starting on page **47** of the Prospectus;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page **61** of the Prospectus;
- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to the section “Management Discussion & Analysis of Results of Operations and Financial Condition” starting on page **66** of the Prospectus;
- (e) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, please refer to page **42** of the Prospectus;
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section “Management” starting on page **59** of the Prospectus;
- (g) On Executive Compensation, please refer to the section “Compensation” starting on page **61** of the Prospectus;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management, please refer to the section “Security Ownership of Directors and Officers” starting on page **63** of the Prospectus;
- (i) On Certain Relationships and Related Transactions, please refer to the section “Certain Relationships and Related Transactions” starting on page **85** of the Prospectus.

**Item 12. Financial Information**

Please refer to the “Summary Financial Information” section on page **17** of the Prospectus and “Management Discussion & Analysis of Results of Operations and Financial Condition” section on starting on page **66** of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2022 and 2021.

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

**Item 13. Other Expenses of Issuance and Distribution.**

Please refer to the section Use of Proceeds starting on page **30** of the Prospectus.

**Item 14. Taxation**

Please refer to the section Taxation starting on page **86** of the Prospectus. The taxation impact is provided as an opinion of the Company's Independent Tax Consultant. Please also refer to Interests of Named Experts and Counsel on page **41** of the Prospectus.

**Item 15. Exhibits.**

Incorporated herein by reference are additional exhibits required by Part VI of “Annex C, as amended”, as follows.


<b>Exhibit Number</b>	<b>Description</b>
Exhibit 1	Prospectus
Exhibit 2	Audited Financial Statements for the Years 2020, 2021 and 2022
Exhibit 3	Undertaking to Publish with draft Notice of Filing
Exhibit 4	Latest Amended Articles of Incorporation
Exhibit 5	Latest Amended By-Laws
Exhibit 6	List of Material Contracts, together with copies thereof
Exhibit 7	Latest Annual Report (2022)
Exhibit 8	Notarized Curriculum Vitae and Recent Photographs of Officers and Directors
Exhibit 9	Authorization to examine Issuer’s bank accounts.
Exhibit 10	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement.
Exhibit 11	Secretary’s Certificate re: submission of a manual of corporate governance, adoption of a fit and proper rule, and undertaking allowing SEC to resolve conflicting issues regarding the selection of independent directors
Exhibit 12	Environmental Compliance Certificates
Exhibit 13	Certification re: Legal Proceedings
Exhibit 14	Certification re: Government licenses and permits
Exhibit 15	Tax Compliance Report
Exhibit 16	Opinion re: Legality
Exhibit 17	Certificate of Title of Real Property
Exhibit 18	Power Supply Agreement with MORESCO-1
Exhibit 19	Electronic Certificate Authorizing Registration (eCAR)
Exhibit 20	Real Estate Mortgage Agreement
Exhibit 21	Insurance Contract/Policy on Plant Equipment
Exhibit 22	Certification of Accuracy from Selling Shareholders
Exhibit 23	Certification from Preparers

**Item 15.**

Not applicable.


**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 El Salvador on JULY 12, 2023.

  
**JUANITO S. YU**  
Chief Executive Officer

  
**EDWIN M. IGLOFIA**  
Board Treasurer

  
**FLORENCIA M. MARBA**  
Corporate Secretary

  
**JUKE B. REAL**  
Chief Operating Officer

  
**MITZI J. CIMENI**  
Accounting/Finance Officer

**SUBSCRIBED AND SWORN** to before me this \_\_\_ day of **12 JULY 2023** affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
JUANITO S. YU	487-629-709-000	
JULIE B. REAL	136-341-217-000	
EDWIN M. IGLORIA	134-968-035-0000	
MITZI CIMENI	384-845-142-000	
FLORENCIA M. MARBA	136-340-942-000	

Doc. No.: 412  
Page No.: 9  
Book No.: 06  
Series of 2023.

**ATTY. IKELARROA**  
Notary Public  
Not. Com No. 2022-016, Until December 31, 2024  
IBP No. 260351/Jan. 5, 2023, Cagayan de Oro City  
PTR No. 2090451/01-03-2023/Naawan, Misamis Oriental  
Roll No. 38082 / TIN No. 113-309-485  
MCLE Compliance No. VII-0028523 until 04/14/2025  
Purok 3, Poblacion, Naawan, Misamis Oriental  
atty.ikeladraroa@yahoo.com