

# COVER SHEET

S.E.C. Registration Number

(Company's Full Name)

(Business Address of the Company)

Contact Person

Company Telephone Number

Month

Day

Fiscal Year

Form Type

Regular Meeting

Secondary License type, if applicable

Dept. Requiring this Doc.	
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Total amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

File Number

LCU

Document I.D.

Cashier

Remarks = Pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject  
to filing requirement

1. Name and Address of Reporting Person <b>Solar Philippines Power Project Holdings, Inc.</b>			2. Issuer Name and Trading Symbol SP New Energy Corporation (SPNEC)			7. Relationship of Reporting Person to Issuer (Check all applicable)  _____ _____ Director Officer (give title below)  _____ _____ 10% Owner Other (specify below)			
(Last)	(First)	(Middle)	3. Tax Identification Number		5. Statement for Month/Year <b>Jan-23</b>				
(Street)			4. Citizenship		6. If Amendment, Date of Original (Month/Year) <b>N.A.</b>				
(City)	(Province)	(Postal Code)							
Table 1 - Equity Securities Beneficially Owned									
1. Class of Equity Security		2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or indirect (I) -	6. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Price	%	Number of Shares		
Common - Beginning						54.24%	5,424,349,998	I	Through PCD Nominee Corporation*
Common		01/25/23	P660,000,000.00	D	P1.32	(5.00%)	(500,000,000)		
Common - Ending						49.24%	4,924,349,998	I	Through PCD Nominee Corporation*

\*There is a pending request for upliftment from lodgment of 350,000,000 common shares of the Issuer belonging to Solar Philippines Power Project Holdings, Inc. ("SPPPHI")

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
- (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Explanation of Responses: N.A.

N.A.  
Date

Note: File **three (3)** copies of this form, one of which must be manually signed.  
Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

**Item 1. Security and Issuer**

Common shares of SP New Energy Corporation (formerly Solar Philippines Nueva Ecija Corporation) (the "**Issuer**") with business address at the 20th Floor Philamlife Tower, 8767 Paseo de Roxas, Baranqay Bel-Air, Makati City 1226, Philippines

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

a. Name: **Solar Philippines Power Project Holdings, Inc.**

b. Place of organization: **Metro Manila, Philippines**

c. Principal business: **Holding Company**

d. Principal office: **112 Legaspi Street, Legaspi Village, Makati City, Philippines 1229**

e. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case: **No**

f. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking: **No**

**Item 3. Purpose of Transaction**

Disposition of shares of the Issuer by SPPPHI

**Item 4. Interest in Securities of the Issuer**

On 25 January 2023, SPPPHI disposed of 500,000,000 common shares of the Issuer in favor of ACEN Corporation ("**ACEN**") as partial repayment for an outstanding loan taken out by an affiliate, Provincia Investments Corporation, with ACEN. Consequently, SPPPHI's ownership of the Issuer decreased from 54.24% to 49.24% of the Issuer's outstanding capital stock.


**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

None

**Item 6. Material to be Filed as Exhibits**

Not applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in Makati City on 25 January 2023.

By:   
(Signature of Reporting Person)

**LEANDRO ANTONIO L. LEVISTE**  
Chairman of the Board of Directors,  
President, and Chief Executive Officer