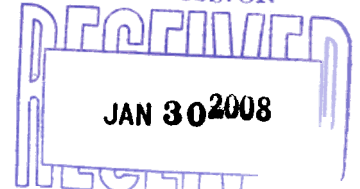


REPUBLIC OF THE PHILIPPINES
CITY OF CEBU) S.S.

SECURITIES & EXCHANGE
COMMISSION



CERTIFICATE

I, M. JASMINE S. OPORTO, of legal age and with office address at Gov. Manuel A. Cuenco Avenue, Kasambagan, Cebu City, after being sworn to in accordance with law, depose and state that:

- I am the incumbent Corporate Secretary/Compliance Officer of ABOITIZ POWER CORPORATION (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at Gov. Manuel A. Cuenco Avenue, Kasambagan, Cebu City;
- In 2007, the Company substantially adopted all the provisions of the Manual on Corporate Governance, as prescribed by SEC Memorandum Circular No. 2, Series of 2002;
- I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

129 JAN 2008 WITNESS WHEREOF, the undersigned has hereunto set her hand this


M. JASMINE S. OPORTO

Corporate Secretary/Compliance Officer

Countersigned by:



JON RAMON ABOITIZ
Chairman of the Board

Driving innovation to power the Philippines

Aboitiz Power Corporation
Aboitiz Corporate Center
Gov. Manuel A. Cuenco Avenue
Cebu City, Philippines 6000
t. 63 32 411 1800
f. 63 32 231 4037

110 Legaspi St, Legaspi Village
Makati City, Philippines 1229
t. 63 2 793 2800
f. 63 2 817 3560
www.aboitiz.com

Before me, a notary public in and for the city named above, personally appeared:

<u>Name</u>	<u>CTC No.</u>	<u>Place/Date of Issuance</u>
M. Jasmine S. Oporto	15340321	Cebu City/February 8, 2007

who is personally known to me and to me known to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this JAN 29 2008

Doc No. 221;
Page No. 46;
Book No. IV;
Series of 2008.

Maria Cristina G. Gabutina
MARIA CRISTINA G. GABUTINA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2008
EP No. 741412 / LIFETIME MEMBER
PTR No. 7425256/1.03.08/CEBU CITY
ROLL No. 39810