

CONTRACT AGREEMENT

THIS AGREEMENT made on the 27 day of January 2023 between SAN PABLO MANUFACTURING CORPORATION of the Philippines (hereinafter called as "SPMC") of the one part and DOXO INGREDIENTS, INC. (hereinafter called as "Supplier") of Quezon City, Philippines of the other part;

WHEREAS, SPMC invited Bids for certain goods and ancillary services, particularly the procurement of 1,000 KILOGRAMS OF BUTTER FLAVORING FOR BUTTER OIL SUBSTITUTE and has accepted a Bid by the Supplier for the supply of those goods and services in the sum of ONE MILLION SEVEN HUNDRED NINETY-SEVEN THOUSAND SIX HUNDRED PESOS (Php 1,797,600.00) inclusive of all government taxes (hereinafter called the "Contract Price").

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

1. In this Agreement, words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract referred to.
2. The following documents as required by the 2016 Revised Implementing Rules and Regulations of Republic Act No. 9184 shall be deemed to form and be read and construed as integral part of this Agreement, viz.:
  - i. Philippine Bidding Documents (PBDs);
    - i. Schedule of Requirements;
    - ii. Technical Specifications;
    - iii. General and Special Conditions of Contract; and
    - iv. Supplemental or Bid Bulletins, if any
  - ii. Winning bidder's bid, including the Eligibility requirements, Technical and Financial Proposals, and all other documents or statements submitted;
 

Bid form, including all the documents/statements contained in the Bidder's bidding envelopes, as annexes, and all other documents submitted (e.g., Bidder's response to request for clarifications on the bid), including corrections to the bid, if any, resulting from the Procuring Entity's bid evaluation;
  - iii. Performance Security;
  - iv. Notice of Award of Contract; and the Bidder's conforme thereto; and
  - v. Other contract documents that may be required by existing laws and/or the Procuring Entity concerned in the PBDs. Winning bidder agrees that additional contract documents or information prescribed by the GPPB that are subsequently required for submission after the contract execution, such as the Notice to Proceed, Variation Orders, and Warranty Security, shall likewise form part of the Contract.
3. In consideration of the sum of ONE MILLION SEVEN HUNDRED NINETY-SEVEN THOUSAND SIX HUNDRED PESOS (Php 1,797,600.00) inclusive of

all government taxes, Supplier agrees to deliver the said goods to SPMC in accordance with its Bid.

4. SPMC agrees to pay the above-mentioned sum in accordance with the terms of the Bidding.
5. The Supplier has not made and will not make any offer, promise to pay or authorization of the payment of any money, gift or any other inducement to any official, political party, employee of Government or any other person, in contravention with applicable laws in connection with the execution of this Contract and performance of its obligations thereunder. Violation of this provision shall be a ground for immediate termination of this Contract.
6. The Supplier shall not assign this Contract or sub-contract the performance of any portion of it, without SPMC's prior written consent. Prior to the assignment or subcontracting and the approval by SPMC thereof, the Supplier must disclose to SPMC the name of its assignee/s or subcontractor/s who/which should have a written agreement/s with the Supplier indicating: (i) that the assignee/s or subcontractor/s is aware of and shall abide with all the terms and conditions of this Contract, as may be applicable; (ii) that the term of the assignment/sub-contract shall not exceed the term of this Contract, and (iii) the detailed terms of the assignment/sub-contract/"
7. Supplier shall pay taxes in full and on time.
8. Supplier is likewise required to regularly present, within the duration of the Contract, a tax clearance from the Bureau of Internal Revenue ("BIR") as well as copy of its income and business tax returns duly stamped and received by the BIR and duly validated with tax payments made thereon.

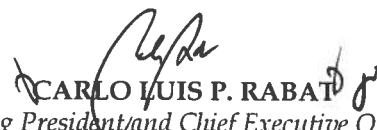
IN WITNESS whereof, the parties hereto have caused this Agreement to be executed in accordance with the laws of the Republic of the Philippines on the day and year first above written.

SAN PABLO MANUFACTURING CORPORATION

DOXO INGREDIENTS, INC.


By:

By:

  
CARLO LUIS P. RABAT  
Acting President and Chief Executive Officer

  
JESSYLIE MALIGAYA  
Executive Secretary and Authorized Representative

SIGNED IN THE PRESENCE OF:

  
\_\_\_\_\_

  
\_\_\_\_\_



ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
City of MAKATI CITY) S. S.

BEFORE ME, a Notary Public, for and in the City of MAKATI CITY, this  
JAN 30 2023, 2023, personally appeared:

Name	ID No.	Issued on/Issued at
CARLO LUIS P. RABAT	L02-86-029042	VALID UNTIL 17-SEP-2024
JESSYLIE MALIGAYA	CRN-0033-5594459-1	

known to me and to me known to be the same person(s) who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed, and that of the institutions respectively represented.

The foregoing instrument refers to a **CONTRACT AGREEMENT** consisting of three (3) pages, including the page in which this Acknowledgement is written, signed by the parties, including their instrumental witnesses on each and every page thereof and sealed with my notarial seal.

WITNESS MY HAND AND SEAL, on the date and place above written.

NOTARY PUBLIC

**JOSHUA P. LAPUZ**

Notary Public for Makati City

Appointment No. 00-19 / Until 12-31-23

Roll No. 45799 / IBP License No. 04897 / 07-03-03

PTR O.R. No. 6583523 / 01-03-23 / Makati City

MCLE No. VII-0016379 / 04-26-22 Until 04-14-25

G/F Fedman Suites, 199 Salcedo St.

Legaspi Village, Makati City

Doc. No. 71;  
Page No. 16  
Book No. 6  
Series of 2023.

**SECRETARY'S CERTIFICATE**

I, **GUILLERMO R. SALVADOR, JR.** of legal age, Filipino, with office address at 16<sup>th</sup> Floor, Securities and Exchange Commission Headquarters, (formerly UCPB Bldg.) 7907, Makati Avenue, Makati City, after having been duly sworn to in accordance with law, hereby depose and state:

1. I am the Assistant Corporate Secretary of **SAN PABLO MANUFACTURING CORPORATION**, a government owned and controlled corporation duly organized and existing under and by virtue of Philippine laws, with office address at 16<sup>th</sup> Floor, Securities and Exchange Commission Headquarters, (formerly UCPB Bldg.) Makati Avenue, Makati City.

2. At the regular meeting of the Board of Directors of **SAN PABLO MANUFACTURING CORPORATION**, held via Zoom Videoconferencing on 27 January 2023, in accordance with SEC Memorandum Circular No.6 Series of 2020, at which a quorum was present, the following resolutions were passed and approved:

**BOD RESOLUTION NO. 2023\_**

**"RESOLVED**, That the Board of Directors of **SAN PABLO MANUFACTURING CORPORATION ("SPMC")** approves, as it hereby approves, the Contract Agreements for: (1) SPMC's Procurement of Ammonia Compressor; (2) SPMC's Procurement of Screw Compressor; and (3) SPMC's Procurement of Butter Flavoring for Butter Oil Substitute that incorporate the revisions and/or comments of the Office of the Government Corporate Counsel (collectively as "Contract Agreements"), which are respectively attached to the Minutes of the 27 January 2023 Regular Board Meeting as Annexes **"", ""** and **"\_"**.

**"RESOLVED, FURTHER**, That **CARLO LUIS P. RABAT (ACTING PRESIDENT AND CHIEF EXECUTIVE OFFICER)** is hereby authorized to **SIGN AND EXECUTE** the said Contract Agreements on behalf of SPMC."

3. The afore-quoted Resolutions are true and correct copies of the original in the custody of the undersigned as Assistant Corporate Secretary and the same still subsist and have not been repealed, modified or amended up to the present.


IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of January 2023 in Makati City.

  
**GUILLERMO R. SALVADOR, JR.**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27<sup>th</sup> day of January 2023 in Makati City, affiant, who is personally known to me, exhibiting to me the following:

Affiant	Competent Evidence of Identity	
	Type of ID	ID Number and Expiry Date
<b>GUILLERMO R. SALVADOR, JR.</b>	Passport	P6963157A Expiring on 26 April 2028

Doc. No. GA ;  
Page No. 14 ;  
Book No. 6 ;  
Series of 2023.

  
**JOSHUA P. LAPUZ**  
Notary Public for Makati City  
Appointment No. RA-19 / Until 12-31-23  
Roll No. 45790 / IDP Lifetime No. 04897 / 07-03-03  
PTR O.R. No. 9563523 / 04-03-23 / Makati City  
MCLE No. VII-0016370 / 04-26-22 Until 04-14-25  
G/F Fedman Suites, 499 Salcedo St.  
Legaspi Village, Makati City

**SECRETARY'S CERTIFICATE**

KNOW ALL MEN BY THESE PRESENTS:

I, **JANICE CHUA**, a Filipino citizen, of legal age, in my capacity as the incumbent Secretary of **DOXO INGREDIENTS INC.**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, and with address at 168 D. Tuazon St. corner N.S. Amoranto St. Quezon City, Philippines, after having been duly sworn in accordance with law, hereby depose and say:

That I hereby certify that at a duly constituted meeting of the Board of Directors of said corporation at which a quorum was present and voted throughout on **January 24, 2023** at the principal office of the corporation, the following resolution now still in full force and effect was adopted:


**RESOLUTION 2023.01.24-000**

**“RESOLVED**, the Corporation hereby accepts the contract awarded by **San Pablo Manufacturing Corporation** for the supply of 1,000 Kilograms of Butter Flavoring for Butter Oil Substitute;

**AND RESOLVED**, that the corporation authorizes **MS. JESSYLIE MALIGAYA** – Executive Secretary, to represent the corporation to sign the Contract Agreement with **San Pablo Manufacturing Corporation**, which includes to negotiate, execute, sign and deliver whatever writings, documents and agreements that may be necessary for the aforementioned purpose.”

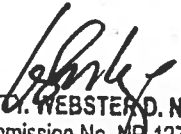
That the foregoing resolution has not been revoked, amended or in any manner modified, and accordingly, the same may be relied upon until a written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand on this   **JAN 24 2023**  , 2023 in   **QUEZON CITY**  , Philippines.

  
**JANICE CHUA**  
Corporate Secretary  
TIN No. 232-589-219

SUBSCRIBED AND SWORN to before me on this   **JAN 24 2023**  , 2023 in   **QUEZON CITY**  , Philippines.

Doc. No.   454   ;  
Page No.   93   ;  
Book No.   XIX   ;  
Series of 2023.

  
**ATTY. WEBSTER D. NGO**  
Notarial Commission No. **MF-127 (2022-2023)**  
Notary Public for **Quezon City**  
Until December 31, 2023  
2/F Norita Bldg., 141-A Roosevelt Ave.  
Cor. H. Francisco St., Quezon City  
Roll No. 60932  
IBP Lifetime No. 010727, Quezon City  
PTR No. 3439906, 01-03-23, Quezon City  
MCLE Compliance No. VII-0005011, 09-17-2021



REPUBLIC OF THE PHILIPPINES  
Unified Multi-Purpose ID



CRN - 0033-5594459-1

SURNAME MALIGAYA

GIVEN NAME JESSYLIE

MIDDLE NAME VEREGAS

SEX FEMALE

DATE OF BIRTH 1981/11/27

ADDRESS  
20 AFABLE ST BRGY SAGAD PASIG  
CITY NCR PHL 1600

*Jmalig*



CRN - 0033-5594459-1