

January 6, 2012

MS. JANET A. ENCARNACION
Head, Disclosure Department
Philippine Stock Exchange, Inc.
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Re: Certifications on Attendance of the Board of Directors in 2011 Meetings of Aboitiz Power Corporation and Compliance with the Manual of Corporate Governance

Dear Ms. Encarnacion,

Please find enclosed the following documents:

- (a) Certification on Attendance of the Board of Directors in 2011 Meetings of Aboitiz Power Corporation; and
- (b) Certification on Compliance with the Manual of Corporate Governance.


Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ POWER CORPORATION

By



M. JASMINE S. OPORTO

Corporate Secretary

cc: **Philippine Dealing & Exchange Corp.**
Market Regulatory Services Group
Attn: **Ms. Ma. Concepcion M. Magdaraog**
Issuer Compliance and Disclosures Department

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

CERTIFICATION

I, **M. JASMINE S. OPORTO**, after having been duly sworn according to law, hereby depose and state that:

1. I am a Filipino citizen, of legal age, with office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu, Philippines.
2. I am the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu, Philippines.
3. As such Corporate Secretary, I hereby certify that at the special and regular board meetings of the Company during the year 2011, a quorum was always present.
4. Attendance by board members at such meetings were as follows:


DIRECTORS	REGULAR AND SPECIAL MEETINGS 2011								
	24-Jan special (executive strategy sessions)	4-Feb regular	3-March special	30-March regular	16-May regular	27-July regular	30-Sept regular	11-Nov special board strategy	9-Dec regular
Enrique M. Aboitiz Jr.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jon Ramon Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Erramon I. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Antonio R. Moraza	✓	✓	✓	X	✓	✓	✓	✓	✓
Mikel A. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jaime Jose Y. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jose R. Facundo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Romeo L. Bernardo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jakob Disch (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	X
Total No. of Directors Present	9	9	9	8	9	9	9	9	8



IN WITNESS WHEREOF, I have hereunto affixed my signature this 20th day of December 2011 at Cebu City, Philippines.

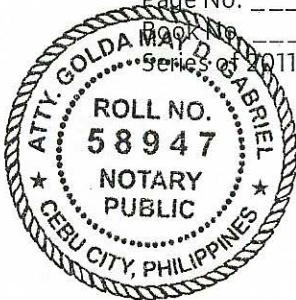

M. JASMINE S. OPORTO
Corporate Secretary *Yew*

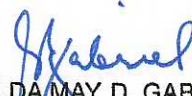
Countersigned by:


ENRIQUE M. ABOITIZ JR.
Chairman of the Board

SUBSCRIBED AND SWORN to before me this 20th day of December 2011 at Cebu City, Philippines. Affiant, who is personally known to me, personally appeared before me and exhibited her Philippine Passport No. XX1147714 issued at Manila, Philippines on May 13, 2008 and her Community Tax Certificate No. 19129540 issued on February 4, 2011 at Cebu City.

Doc No. 98 ;
Page No. 19 ;
Book No. 1 ;
Series of 2011.




GOLDA MAY D. GABRIEL
Notary Public for Cebu City
Notarial Commission No. 088-11
Until December 31, 2012
Aboitiz Corporate Center
Gov. M. Cuenco Avenue, Cebu City
PTR No. 1407444 Cebu City 05.26.11
IBP Membership No. 860107 Cebu City 04.11.11
Roll No. 58947 ; MCLE Exempt

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2. In 2011, the Company substantially adopted all the provisions of the Company's Manual of Corporate Governance;
3. 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 its Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 20th day of December 2011 at Cebu City, Philippines.

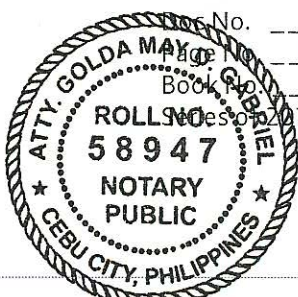

M. JASMINE S. OPORTO
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