



112282017001087

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

SEC Registration No. A200207283

Company Name P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

Industry Classification Wholesale Trade And Commission Trade, Except Of Motor Vehicles

Company Type Stock Corporation

Document Information

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S. E. C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

Mr. Miguel Jose C. Valencia

Contact Person

(632) 634-8901

Company Telephone Number

SEC FORM

SEC Form 18-A

FORM TYPE

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Month

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Day

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

Cashier

S T A M P S

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☒

Initial Filing

☐

Amendment

Item/s amended by the Filing

1. Exact Name of Registrant as Specified in its Charter **P-H-O-E-N-I-X Petroleum Philippines, Inc.**

a. **Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines** **8000**

Address of Principal Offices

Postal Code

b. SEC Identification Number **A200207283**

c.

 (SEC Use Only)

Industry Classification Code

d. BIR Tax Identification Number **TIN 006-036-274 V**

2. **TOP DIRECT INVESTMENTS LIMITED**

Name of Reporting Person

a. **Vistra (Hong Kong) Limited, 19th Floor, Lee Garden One**

33 Hysan Avenue, Causeway Bay, Hong Kong

Address of Reporting Person

N/A

Postal Code

b. **(+852) 2848-0319**

Telephone Number of Reporting Person

c. **Virgin Islands, British**

Citizenship or Place of Organization of Reporting Person

Miguel Jose C. Valencia

3201-C, 32/F Philippine Stock Exchange Center Exchange Road, Ortigas Center, Pasig City, PHILIPPINES 1605, (632) 634-8901 to 02

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

Item 1. Security and Issuer

The class of equity securities subject of this report is the common shares of P-H-O-E-N-I-X Petroleum Philippines, Inc. (the "Issuer"), with principal executive offices located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines, which shares are listed with the Philippine Stock Exchange ("PSE").

Item 2. Identity and Background

This report is filed by Top Direct Investments Limited ("TDI"), a corporation duly organized and existing under the laws of the British Virgin Islands, with principal business address at Vistra Corporate Services Centre Wickhams Cay II, Road Town, Tortola VG1110 Virgin Islands, British. TDI is 100% owned by Mr. Miguel Jose C. Valencia.

TDI is an investment and holding company, duly authorized under its Memorandum and Articles of Association to carry on or undertake any business or activity, do any act or enter into any transaction.

TDI or any of its directors or officers has not, during the last five years: (i) been convicted in a criminal proceeding, or (ii) been 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.

Item 3. Purpose of Transaction

TDI's acquisition of equity interest in the Issuer covered by this report is for investment purposes in the petroleum industry. TDI does not, however, intend to acquire shares of the Issuer for purposes of taking over the same.

Item 4. Interest in Securities of the Issuer

TDI acquired 142,000,000 common shares in the Issuer, representing approximately 9.92% of the total outstanding capital stock of the Issuer, through a special block sale crossed at the PSE at the price of Php 15.00 per share.

TDI has the direct and sole power to vote or direct the vote on, and dispose or direct the disposition of, its shares in the Issuer.

Other than as mentioned above, there were no other transactions that were effected during the past sixty (60) days involving TDI and the Issuer.

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

There are no contracts, arrangements, understanding or relationship involving TDI relating to a transfer or voting of any of the securities, finder's fees, joint ventures, loan or option

arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. The shares of stock in the Issuer owned by TDI are not pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over the same.


Item 6. Material to be Filed as Exhibits

There are no written agreements, contracts, arrangements, understandings, plans or proposals relating to the acquisition of control, liquidation, sale of assets, merger, or change in business or corporate structure of the Issuer, nor involving any transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy.

SIGNATURE


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 the City of on, 2017.

By: **TOP DIRECT INVESTMENTS LIMITED**


Miguel Jose C. Valencia
Sole Director

SUBSCRIBED AND SWORN to before me on 27 DEC 2017 at PASIG CITY,
affiant exhibiting to me his Philippine Passport with No. EC6815053 issued on 20 February 2016 at
DFA NCR East.

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Page No.: 104;
Book No.: 1;
Series of 2017.


MARIE DENISE R. FRANCISCO
Notary Public for the Cities of Pasig, San Juan
And Municipality of Pateros
Commission until 31 December 2018
2404 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 105 (2017-2018) - Roll No. 66248
PTR No. 2498200; 01-10-2017; Pasig City
IBF No. 1060860; 01-09-2017; RSM