

22 May 2018

Philippine Stock Exchange

Disclosure Department
3/F PSE Plaza, Ayala Triangle Plaza
Makati City, Metro Manila

Philippine Dealing & Exchange Corporation

37th Floor, Tower 1, The Enterprise Center
6766 Ayala Ave. corner Paseo de Roxas
Makati, 1226 Metro Manila, Philippines

Attention: Mr. Jose Valeriano B. Zuño III
Head - Disclosure Department
Philippine Stock Exchange

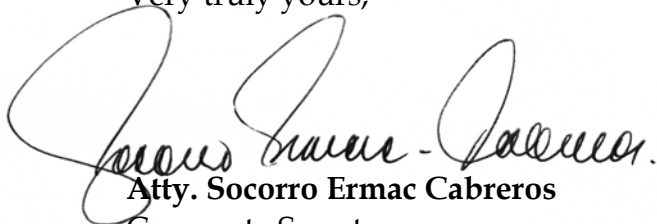
Ms. Kathlene F. Famadico
OIC - Issuer Compliance and Disclosure Department (ICDD)

Dear Mr. Zuño and Ms. Famadico:

We are herewith submitting the Company's Amended Articles of Incorporation in compliance with the Securities Regulation Code and Revised Disclosure Rules.

Thank you and warm regards.

Very truly yours,



Atty. Socorro Ermac Cabreros
Corporate Secretary



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE

SECURITIES AND EXCHANGE COMMISSION

DAVAO EXTENSION OFFICE

2nd Floor, SDC Bldg. Purok 13, Maa Road, Brgy. Maa, Davao City

S.E.C. Reg. No. A200207283

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended Articles of Incorporation of

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

(Amending Article II by adding secondary purposes thereof)

copy annexed, adopted on **March 15, 2018**, a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation was approved by the Commission of this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Davao Extension Office, 2nd Floor, SDC Bldg., Purok 13, Maa Road, Brgy. Maa, Davao City, Philippines, this **21st** day of **May**, Two Thousand and **Eighteen**.

By Authority of the Commission:



Katrina Jamilla B. Ponco-Estares
KATRINA JAMILLA B. PONCO-ESTARES
Officer-in-Charge, SEC-DEO



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

SEC Registration Number

A 2 0 0 2 0 7 2 8 3

Company Name

P- H- O- E- N- I- X P E T R O L E U M P H I L I P P I N E S ,
I N C .

Principal Office (No./Street/Barangay/City/Town)Province)

S T E L L A H I Z O N R E Y E S R O A D
B O . P A M P A N G A , D A V A O C I T Y ,
7 1 8
ZIP CODE

COMPANY INFORMATION

Company's Email Address

info@phoenixfuels.ph

Company's Telephone Number/s

(082) 235-8888

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Atty. Socorro Ermac Cabreros

Email Address

pinky.cabreros@phoenixfuels.ph

Telephone Number/s

(082) 235-8888 loc. 120

Mobile Number

Contact Person's Address

Corp. Legal Department, Phoenix Petroleum Philippines, Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

☐ Corporate and Partnership Registration Division
☐ Green Lane Unit
☐ Financial Analysis and Audit Division
☐ Licensing Unit

**AMENDED ARTICLES OF INCORPORATION
OF
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines:

THAT WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be

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

SECOND: That the purposes for which the corporation is formed are as follows:

PRIMARY PURPOSE

To engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description and all merchandise, supplies, materials and articles, such but not limited to petroleum, lubricants and other chemical products, as shall be necessary or expedient in conducting the business; to enter into all kinds of contracts for the export, import, purchase, acquisition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products, whether natural or artificial.

SECONDARY PURPOSES

1. To engage in the business of operating oil depots, storage facilities and allied services;
2. To purchase, acquire, own, lease, sell and convey real properties, such as lands, buildings, factories and warehouses, machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of corporate activities and other related activities advanced by the Corporation and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

3. To borrow or raise money necessary to meet the financial requirements of its activities by the issuance of bonds, promissory notes and other evidences of indebtedness, including issuance of any types of derivatives and notes and other securities and to secure repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
4. To invest and deal with the money and properties of the corporation in such a manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of, or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
5. To enter into any lawful arrangement for sharing of profits, union of interest, utilization or far mount agreement, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, including execution of management contracts with and for its subsidiaries, affiliates and other corporations, in the carrying on of any transaction deemed necessary, convenient, or incidental in the carrying out any of the purpose of the corporation. **(As amended on 15 March 2018)**
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
7. To aid in any lawful manner, by loan, subsidy, guaranty or otherwise, any corporation whose stocks, bonds, notes, debentures or other securities or obligations are held or controlled, directly or indirectly, by the Corporation, and to do any and all lawful acts or things necessary or desirable to protect, preserve, improve or enhance the value of such stocks, bonds, securities or other obligations or evidences of indebtedness, and to guarantee the performance of any contract or undertaking of any person, partnership, association or

corporation in which the Corporation is or becomes interested. (As amended on 15 March 2018)

- 8.** To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge, and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and
- 9.** Generally, to do every and other act and things necessary, suitable or proper for the accomplishment of the business of the corporation as may now or hereafter be authorized by law, and to perform any and all acts connected with the business above-defined or arising therefrom or incidental thereto. **(As amended on 15 March 2018)**

THIRD: That the place where the principal office of the Corporation is to be established or located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines.

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.

FIFTH: That the names, nationality and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
WILFRIDO CO	Filipino	2701-B West Tower, PSEC, Pasig City
ESTHER P. MAGLEO	Filipino	2701-B West Tower, PSEC, Pasig City
LAWRENCE V. LUANG	Filipino	2701-B West Tower, PSEC, Pasig City
DENNIS A. UY	Filipino	Granland R. Castillo St., Davao City
DOMINGO T. UY	Filipino	Granland R. Castillo St., Davao City

SIXTH: That the number of Directors of said corporation shall be eleven (11).

SEVENTH: That the authorized capital stock of the corporation is TWO BILLION FIVE HUNDRED FIFTY MILLION (Php2,550,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares:

- a) TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) COMMON SHARES with a par value of One Peso (1.00 Php) per share and
- b) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (1.00 Php) per share.

The new class of **PREFERRED SHARES** shall have the following features:

- i) Non-convertible into common shares;
- ii) Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class.

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name of Subscriber	Nationality	No. of Shares Subscribed	Amount Subscribed	Total Paid-In
OILINK INTERNATIONAL CORP.	Filipino	1,249,997	P 1,249,997.00	P 312,500.00
WILFRIDO T. CO	Filipino	1	1.00	1.00
ESTHER P. MAGLEO	Filipino	1	1.00	1.00
LAWRENCE V. LUANG	Filipino	1	1.00	1.00
DENNIS A. UY	Filipino	250,000	250,000.00	62,500.00
UDENNA HOLDINGS CORP.	Filipino	750,000	750,000.00	187,500.00
UDENCO CORP.	Filipino	249,999	249,999.00	62,500.00
DOMINGO T. UY	Filipino	1	1.00	1.00
Total		2,500,000	P 2,500,000.00	P 625,004.00

NINTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That **DORELANE U. BOSQUIT** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected qualified in accordance with the by-laws and that as such treasurer he has been authorized to receive for and in the name and for the benefit of the corporation, all subscription paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the same firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 2nd day of May 2002 at Quezon City.

(Sgd)
LAWRENCE V. LUANG

(Sgd)
WILFRIDO T. CO

(Sgd)
ESTHER P. MAGLEO

(Sgd)
DENNIS A. UY

(Sgd)
DOMINGO T. UY

SIGNED IN PRESENCE OF

Illegible

Illegible

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, M.M.) S.S.

BEFORE ME, a Notary Public for and in Quezon City, M.M., Philippines, this 2nd day of May 2002, personally appeared:

Name	Com. Tax Cert. No.	Date & Place Issued
1. Wilfrido T. Co	17407056	Feb 22, 2002/ Manila
2. Esther P. Magleo	17407053	Feb. 22, 2002/ Manila
3. Lawrence V. Luang	17407055	Feb. 22, 2002/ Manila
4. Dennis A. Uy	02652903	Jan. 16, 2002/ Davao City
5. Domingo T. Uy	04930198	Jan. 17, 2002/ Davao City

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(Sgd)
JOEL G. GORDOLA
Notary Public
Until December 31, 2002
PTR No. 2846657, 1/02/02, Q.C.

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