

REPUBLIC OF THE PHILIPPINES DEPARTMENT OF FINANCE SECURITIES AND EXCHANGE COMMISSION DAVAO EXTENSION OFFICE Univ. Ave., Juna Subd., Matina, Davao City

# S.E.C. Reg. 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 Art. VII by increasing the authorized capital stock thereof)

copy annexed, adopted **February 8, 2012 & March 8, 2012,** by 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, closed-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, preneed 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 agency 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, Juna Subdivision, Matina, Davao City, Philippines, this  $23 \sqrt{10}$  day of **April**, Two Thousand and **Twelve**.

By Authority of the Commission:

JAVEY PAUL D. FRANCISCO Director, SEC-DEO

# COVER SHEET

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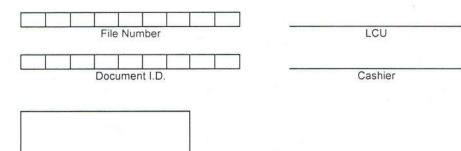
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P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

(Company's Full Name) ELL н 1 Z O N RE YE S R D S T Α G Ρ A M Ρ Α N G A A N A N B 0. L C Т D A V A 0 1 Y (Business Address: No. Street City / Town / Province) Dennis A. Uy (082) 233-0168 Contact Person Company Telephone Number Last Friday March AAI 3 1 1 2 XX Month FORM TYPE Month Day Day Annual Meeting Fiscal Year Ending Secondary License Type, if applicable VII Dept. Requiring this Doc Amended Articles Number/Section 2 Total Amount of Borrowings 5 | Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel Concerned



Remarks = pls. use black ink for scanning purposes

# REPUBLIC OF THE PHILIPPINES} C I T Y OF DAVAO } <sup>s.s.</sup>

We, the undersigned Chairman, Corporate Secretary and majority of the Board of Directors of **P-H-O-E-N-I-X PETROLEUM PHILIPPINES**, **INC.** (the "Corporation") who were present during the annual stockholders meeting held on March 8, 2012 at the Marco Polo Hotel in Davao City, Philippines, hereby certify that:

- 1. In separate meetings conducted by the Board of Directors on February 8, 2012 in business office of the Corporation at the 26<sup>th</sup> Floor Fort Legend Towers, Corner 3<sup>rd</sup> Ave. and 31<sup>st</sup> Street, Fort Bonifacio Global City, Taguig City, Philippines where all members of the Board of Directors by affirmative vote unanimously approved the resolutions pertaining to the amendment of the Articles of Incorporation and during the said annual meeting of the stockholders as held on the date and place as above written where a quorum was duly constituted, the stockholders representing more than two thirds (2/3) of the outstanding capital stock in person or by the proxy, actually approved the following resolutions:
  - a) Amendment to Article VII of the Articles of Incorporation increasing a the authorized capital stock which now provides as follows:
    - "SEVENTH. That the authorized capital stock of the corporation is <u>TWO BILLION FIVE HUNDRED FIFTY MILLION</u> (PhP2,550,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares:
      - a.) <u>TWO BILLION FIVE HUNDRED MILLION (2,500,000,000)</u> <u>COMMON SHARES</u> with a par value of One Peso (Php1.00) . per share and
      - b.) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (Php1.00) per share
        - x x x x x x x x x x"
- The amount of the *increase* of the authorized capital stock is ONE BILLION SEVEN HUNDRED FIFTY MILLION PESOS (P 1,750,000,000.00), divided into 1,750,000,000 common shares at One Peso (P1.00) par value per share;
- 3. In the said annual stockholders' meeting, by unanimous votes of the stockholders present likewise ratified and approved the declaration of 50% stock dividends of the outstanding capital stock or about **Two Hundred Forty-Four Million Nine Hundred Thirty-Six Thousand Two Hundred Two (244,936,202)** common shares valued at about Two Hundred Forty-Four Million Nine Hundred Thirty-Six Thousand Two Pesos (Php 244,936,202.00) at One Peso (Php 1.00) par value per share which will taken from the Company's unrestricted retained earnings as of December 31, 2011;

Director's Certificate of Amendments of the Articles of Incorporation and By-laws Page 1 of 4

- 4. Of the net increase in the authorized capital stock of ONE BILLION SEVEN HUNDRED FIFTY MILLION PESOS(Php 1,750,000,000.00), the amount of FOUR HUNDRED THIRTY SEVEN MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO PESOS (Php244,936,202.00) has been actually subscribed by the subscribers, to wit:
  - a) Stock Dividend Issued

Subscription of TWO HUNDRED FORTY FOUR MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO (244,936,202) SHARES with par value of Php1.00 per share equivalent to HUNDRED FORTY FOUR MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO PESOS (Php 244,936,202.00) has been paid up with the issuance of stock dividends declared and issued to the following stockholders, to wit:

Name of Stockholder	Nationality	No. of Shares Subscribed	Amount of Shares subscribed	Amount Paid via Stock Dividend
ALBERTO D. ALCID	Filipino	26,481	26,481.00	26,481.00
EDGARDO A. ALERTA	Filipino	81,668	81,668.00	81,668.00
RODOLFO B. APILADO	Filipino	13,650	13,650.00	13,650.00
IGNACIA S. BRAGA IV	Filipino	18,200	18,200.00	18,200.00
SOCORRO ERMAC CABREROS	Filipino	26,481	26,481.00	26,481.00
EMMANUEL M. CABUSAO	Filipino	37,240	37,240.00	37,240.00
REBECCA PILAR CLARIDAD CATERIO	Filipino	38,065	38,065.00	38,065.00
MA. BLESILDA S. CONCEPCION &/OR HENRY A. CONCEPCION	Filipino	3,262	3,262.00	3,262.00
CHRYSS ALFONSUS V. DAMUY	Filipino	18,200	18,200.00	18,200.00
J.V. EMMANUEL A. DE DIOS	Filipino	-	-	
ROMEO B. DE GUZMAN	Filipino	18,200	18,200.00	3 18,200.00
LEILANI C. DIAZ	Filipino	2,050	2,050.00	2,050.00
FARIDA E. FERRARIS &/OR ESTER A. FERRARIS	Filipino	1,500	1,500.00	○ 1,500.00
FEREDERICK FERRARIS &/OR ESTER E. FERRARIS	Filipino	6,500	6,500.00	6,500.00
JOSE A. FERRIOLS &/OR EDUARDO A. FERRIOLS	Filipino	4,550	4,550.00	4,550.00
GIGI Q. FUENSALIDA	Filipino	18,200	18,200.00	18,200.00
MONICO V. JACOB	Filipino	-		-
JOSE J. LEONARDO &/OR TERESITA A. LEONARDO	Filipino	50	50.00	50.00
ROQUE A. LIM	Filipino	9,937	9,937.00	9,937.00
ROMEO B. MOLANO	Filipino	63,322	63,322.00	63,322.00
DULCE MARIA S. OLIVA	Filipino	1,656	1,656.00	1,656.00
MERCEDES PATRICIA D. PARDO	Filipino	676	676.00	676.00
DIANA PARDO-AGUILAR	Filipino	-	107 <b>1</b> 4	
RICARDO S. PASCUA	Filipino		•	-

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ALVIN JIMENEZ PASCUAL	Filipino	50	50.00	50.00
CRISTINA C. PERTIERRA ITF MICHAEL PERTIERRA	Filipino	19,680	19,680.00	19,680.00
REYNALDO A. PHALA	Filipino	9,100	9,100.00	9,100.00
JOSE MANUEL R. QUIMSON	Filipino	91,000	91,000.00	91,000.00
IOSELITO R. RAMOS	Filipino	1,234,000	1,234,000.00	1,234,000.00
MELVIN JOHN NITE SEDANO	Filipino	4,100	4,100.00	4,100.00
STEPHEN T. TEO &/OR TERESITA R. TEO	Filipino	8,281	8,281.00	8,281.00
ELNORA N. TURNER	Filipino	78	78.00	78.00
PHILIP TURNER	British	78	78.00	78.00
DENNIS A. UY	Filipino	1,023,531	1,023,531.00	1,023,531.00
DENNIS A. UY &/OR CHERYLYN C. UY	Filipino	281,554	281,554.00	281,554.00
DOMINGO T. UY	Filipino	165,620	165,620.00	165,620.00
ZENAIDA C. UY	Filipino	38,220	38,220.00	38,220.00
M.J. SORIANO TRADING	Filipino	910	910.00	910.00
PCD NOMINEE CORPORATION (FIL)	Filipino	64,992,780	64,992,780.00	64,992,780.00
PCD NOMINEE CORPORATION (NON-FIL)	Non-Fil	5,260,644	5,260,644.00	5,260,644.00
PHOENIX PETROLEUM HOLDINGS INC.	Filipino	130,011,700.00	130,011,700.00	130,011,700.00
UDENCO CORPORATION	Filipino	414,048	414,048.00	414,048.00
UDENNA CORPORATION	Filipino	32,709,940	32,709,940.00	32,709,940.00
UDENNA MANAGEMENT & RESOURCES CORP.	Filipino	8,281,000	8,281,000.00	8,281,000.00
TOTAL		244,936,202	244,936,202.00	244,936,202.00

b) Subscriptions to be Paid in Cash

The ONE HUNDRED NINETY THREE MILLION (193,000,000) SHARES with par value of Php 1.00 per share equivalent to ONE HUNDRED NINETY THREE MILLION PESOS (Php 193,000,000.00) shall be payable in cash at a later date, as follows:

Name of Stockholder	Nationalit y	No. of Shares Subscribed	Amount of Shares subscribed	Amount Paid		
PHOENIX PETROLEUM HOLDINGS INC.	Filipino	193,000,000	193,000,000.00	0.00		

- 5. That the vote authorizing the increase in the authorized capital stock is unanimous among the Board of Directors and more than two thirds (2/3) of the entire outstanding and subscribed capital stock of the Corporation which were represented by the stockholders, in person or by proxy, have approved increase in the authorized capital stock;
- 6. That treatment of fractional shares shall be paid in cash.

Director's Certificate of Amendments Of the Articles of Incorporation and By-laws Page 3 of 4 7. That all the requirements of Section 38 of the New Corporation Code of the Philippines have been complied with.

	IN WITNESS WHEREOF, we have hereunt	o set our hands on 30 March 2012, in
	Davao City, Philippines.	/ ]
	8-47	Ulin
	DOMINGO T. UY	DENNIS A. UY
	Chairman	President
	mig	ler
	JOSE MANUEL BOUIMSON	ROMEØ B. DE GUZMAN
	Director	Director
	how how here here here	una. al
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$\sim$	SOCORRO ERMAC CABREROS	RICARDO S. PASCUA
41-	Corporate Secretary	Director
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	J.V. EMMANUEL A. DE DIOS	DIANA PARDO AGUILAR
	Director	Director
	Director	Director
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	ham	
	MONICO V. JACOB	
	Director	

SUBSCRIBED AND SWORN to before me on **30 March 2012**, in Davao City, Philippines, by the following persons with their respective identification:

Name	Valid Identification
1) Domingo T. Uy	TIN 140-162-193
2) Dennis A. Uy	TIN 172-020-135
3) Socorro Ermac Cabreros	TIN 111-790-618
4) Romeo B. de Guzman	TIN 121-510-331
5) Ricardo S. Pascua	TIN 141-776-230
6) Jose Manuel R. Quimson	TIN 102-664-155
7) J.V. Emmanuel A. De Dios	TIN 135-900-380
8) Diana Pardo Aguilar	TIN 101-902-566
9) Monico V. Jacob	TIN 141-776-230

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ROSALIO D. ROQUE II Notary Public Until December 31, 2012 SN 265-2011 / TIN 242-961-190 Phoenix Petroleum Philippines Inc. Phoenix Bulk Depot, Lanang, Davao City Roll of Attorney No. 59046 PTR No. 1137484/Jan. 9, 2012/Davao City IBP No. 870858/Jan. 9, 2012/ Davao City

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# AMENDED ARTICLES OF INCORPORATION

# OF

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

# (Formerly: DAVAO OIL TERMINAL SERVICES CORPORATION)

#### 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:

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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 and machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of the corporate activities and other related activities advanced 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 and to secure the repayment thereof by mortgage, pledge, deed of trust;
- 4. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests;
- 5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmount agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation
- 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	7 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 nine (9).

- SEVENTH: That the authorized capital stock of the corporation is <u>TWO BILLION</u> <u>FIVE HUNDRED FIFTY MILLION (Php 2,550,000,000.00) PESOS</u> in lawful money of the Philippines, divided into the following classes of shares: (As amended on March 8, 2012).
  - a) <u>TWO BILLION FIVE HUNDRED MILLION (2,500,000,000)</u> COMMON SHARES with a par value of One Peso (1.00 Php) per share and (As amended on March 8, 2012)
  - 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) ESTHER P. MAGLEO (Sgd) WILFRIDO T. CO

(Sgd) DENNIS A. UY

(Sgd) DOMINGO T. UY

#### SIGNED IN PRESENCE OF

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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 2<sup>nd</sup> day of May 2002, personally appeared:

. Esther P. Magleo . Lawrence V. Luang	Name Com. Tax Cert. No.			
1. Wilfrido T. Co	17407056	Feb 22, 2002/ Manila		
	17407053	Feb. 22, 2002/ Manila		
0	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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Page No.	04
Book No.	65
Series of	2002

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	CORRECT.	MAIN IND.	COMPANY RELATIONSHIP – list of a RELATIONSHIP TYPE (RELN TYPE)		NUMBER OF DI	INDUSTRY CODE 51410	PARTNERSHIP TYPE [ ] L-LIMITED [ ] G-GENERAL	BUSINESS INFORMATION	BUSINESS OFFICE ADDRESS AREA CODE 112402	0	GENERAL INFORMATION COMPANY TYPE [X] DS- DO	RESERVATION NUMBER	CURRENT COMPANY NAME (Th	FILL UP INSTRUCTION: Type or print Fill up only th	SEC NUMBER 1A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/	CDMF 96-1
	SOCORRO ERMAC CABREROS PROCESSING EX DATE REVIEWED	EN TYPE S S A A A A A A A A A A A A A A A A A	COMPANY RELATIONSHIP – list of all companies related to registrant. (Use additional sheets, if necessary)         RELATIONSHIP TYPE       M – DISSOLVED COMPANY (if due to merger)       \$         (RELN TYPE)       V – DISSOLVED COMPANY (if change in company type)       \$	TOTAL CONTRIBUTION (of non-stock corporation)	DIRECTORS (If stock co.) 9	TERM OF EXISTENCE 50 YEARS	TYPE OF ENTERPRISE		STELLA HIZON REYES ROAD, BO. PAMP/ POSTAL CODE 8000	STELLA HIZON REYES ROAD, BO. PAMPANGA, LANANG, DAVAO CITY POSTAL CODE 8000	N X ] DS- DOMESTIC STOCK [ ] DN- DOMESTIC NON-STOCK	NEW COMPANY NAME	CURRENT COMPANY NAME (This must always be provided.) P-H-O-E-N-I-X PETROLEUM PHILIPPINES,	FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable. Fill up only those items for which amendments or changes are to be made. Refer to the back of this page for additional instructions.		G
	MINER:	DULLOY. UDENNA M	onal sheets, if necessary) erger) S – PARENT C n company type) A – AFFILIATE	n-stock corporation)	TRUSTEES	END DATE OF EXISTENCE May 08, 2052	[X] N – NO SPECIAL REGISTRATION       [] E – FIA EXPORT         [] D – FIA DOMESTIC       []		PAMPANGA, LANANG, DAVAO CITY 8000	ANGA, LANANG, DAVAO CITY	NON-STOCK [ ] DP-DOMESTIC PARTNERSHIP		M PHILIPPINES, INC.	p by the SEC. Check appropriate boxes are to be made. Refer to the back of th	FOR SEC TO PROVIDE MAINTENANCE NO./	COMPANY DATA MAINTEN GENERAL / BUSINESS / COMPANY RELA (FOR DOMESTIC STOCK CORPOR
	POSITION: LEGAL COUNSEL DATA CONTROL CLERK: DATE REVIEWED:	COMPANY NAME PHOENIX PETROLEUM HOLDINGS INC. UDENNA CORPORATION UDENCO CORPORATION UDENCO CORPORATION UDENNA MANAGEMENT & RESOURCES CORP.	) S – PARENT COMPANY (if registrant is a subsidiary) A – AFFILIATE (of registrant)	% OF FOREIGN MEMBERSHIP (of non-stock corporation)	PARTNERS	(MM/DD) Dec. 31	<pre>4 [ ] H - FIA HOLDING [ ] R - REPRESENTATIVE OFF [ ] S - SUBIC REGISTERED</pre>		TEL. NO. (082) 233 – 0168	TEL. NO. (082) 233 - 0168	2			, where applicable. his page for additional instructions.	/_/_/_/_/ TRANS	COMPANY DATA MAINTENANCE FORM SINESS / COMPANY RELATIONSHIP INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)
د د. د	14 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	START DATE <u>P.</u> INDICATE START (if new) or END DATE OF RELATIONSHIP	0 - OTHERS.		STOCKHOLDERS (if stock co.)	ANNUAL MEETING ( For domestic companies only) [ ] F – FIXED (MM/DD) / / / [X] V – VAR	C==		FAX	FAX	CHANGES FROM STOCK TO NON- STOCK? [ ] YES		[ ] YES [X] NO		TRANSACTION DATE /_/_/_/	ATION
	DATE: APYI 10,2012 DATA ENCODER: DATE ENCODED:	START DATE END DATE		TOTAL CONTRIBUTION (of domestic partnership) Filipino: Foreign:	51	c companies only) / [X] V - VARIABLE_Last Friday of March_	F – FINANCIAL INSTITUTION Z – EPZA – REGISTERED I B – BOI – REGISTERED		FAX NO. (082) 235 - 8080	FAX NO. (082) 235 - 8080	[ ] YES			0		

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	SEC NUMBER / A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/ FILL UP INSTRUCTION: Type or print legibly. Light-shaded box COMPANY NAME PHEVIOUS BALANCE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE ASSET TYPE CASH PREVIOUS BALANCE UNCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWNI INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWNI NATIONALITY DESCRIPTION NICREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWNI NATIONALITY DESCRIPTION NICREASE (DECREASE) OF INCREASE (DECREASE) OF	O/ 2/ 0/ 7/ 2/ 8/ 3/         FOR SEC TO PR           print legibly. Light-shaded boxes are to be filled up by         P-H-O-E-N-I-X PETROLEUM PHILIP           av ASSET TYPE         P-PROPERTY           c-CASH         P-PROPERTY           p         157,499,799.00           P         157,499,799.00           P         157,499,799.00           REIGN EQUITY BREAKDOWN (Summarize by national Country BREAKDOWN (Summarize by natory BREAKDOWN (Summarize by natory BREAKDO	SEC NUMBER $[AI 2] 00 (2] 01 71 21 81 32$ FOR SEC TO PROVIDE MAINTENANCE NO.CONVERSION CONVERSION	2/8/3/2       FOR SEC TO PROVIDE MAINTENANCE NO./_/_/_/_/_/       TRE         Ight-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.       TRU         N-I-X       PERFOLEUM PHILIPPINES, INC.       S-STOCK DWDEND         re       P-PROPERTY       L-OFFSET OF LUBULY       S-STOCK DWDEND         499,799.00       P       P       P       S-STOCK DWDEND         499,799.00       P       P       S-STOCK DWDEND       S-STOCK DWDEND         499,799.00       P       N/A-FEIL(FQL> MOMINISE       S-STOCK DWDEND       S-STOCK DWDEND         415 (- 66       P       N/A-FEIL(FQL> MOMINISE       P       S-STOCK DWDEND         424,050       F  s, S21, 2.8/4, 0.6       P       P       S-3.2/6, 0.4/4, 0.6       P         42,060       F  s, S21, 2.8/4, 0.6       P       N/A       P       N/A	Image: Section of the section of t	FOR DOMESTIC STOCK CORPORATION ONLY)         MAINTENANCE NO/_/_/_/_/ TRANSACTION DATE/_/         Refer to the back of this page for additional instructions.         FFSET OF LUBILITY       S-STOCK DIVIDEND       M-MERGER          P 337,372,616.00       P          P 382,308,618.00           P 582,308,618.00           P 582,308,618.00       P          P 582,308,618.00       P           P 582,308,618.00       P       P          P        P       P           P       P       P          P       P       P <td< td=""></td<>

		Ŋ	(FOR	(FOR DOMESTIC STOCK CORPORATION ONLY)	TORS / C	OFFICE	TION ON	ORMATION	-			
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STOCK		sheets, if necessary.	Fill up one lin	Fill up one line per relationship.)								(MM/DD/YYYY)
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т	Alberto D. Alcid	09-03-55		FIL	z	S	z		Common	79,443	79,443.00	
n	Ednarto A Alerta	07-29-64		FL	z	S	z		Common	245,004	245,004.00	
i i		102_070_049		₽	z	S	z		Common	40,950	40,950.00	
г		100 000 070		<u>-</u>	z	n	z		Common	54.600	54,600.00	
ш	Ignacio Syluco Braga IV	100,000,010									79 444.00	
т	Socorro Ermac Cabreros	02-01-65		FIL	M	s	cos		Common	79,444	111,720.00	
m	Emmanuel M. Cabusao	100-214-768		FIL	z	S	z		Common	111,720	74,480.00	
	2	10 05 71		₽	z	S	z		Common	112,195	112,195.00	
п	Repecca Pliar Claridad Catello	100011									9 787.00	
m	Ma. Blesilda S. Concepcion &/or Henry A.	180-567-463		FIL	z	S	z		Common	9,787	9,787.00	
	Concepcion									E4 000	54,600.00	
m	Chryss Alfonsus V. Dahnuy	09-26-73		FIL	z	S	TREAS		Common	24,000	54,600.00	
Π	IV EMMANUEL A. DE DIOS	175-000/380		FIL	R	s	z		Common	_	1.00	
	( then will average	J-	Cano						ADD	CHUC U 1 0		
Ê	CERTIFIED CORRECT SOCORRO ERMAC CABREROS	ABREROS		POSITION:	LEGAL	LEGAL COUNSEL	ĺ		DATE :			
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		N STOC	KHOLDE	NAME RELATIONSHIP DATA MAINTENANCE FORM STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)	NTA MAII RS / OFF K CORP	NTENAN ORATIO	NFORMAT	ATION				
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STOCKH	STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)	s, if necessary. Fill u	ip one line p	per relationship.)								(MIM/DD/YYYY)
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1		NO_ 77_ AQ		<u>=</u>		SINCA	Z		Common	54,600	54,600.00	
п	Romeo Baltazar de Guzilian	03-21-12									24,000.00	
m	Leilani C. Diaz	112-092-010		핕	z	S	z		Common	6,150	6,150.00	
m	FARIDA E. FERRARIS &/OR ESTER E. FERRARIS	173-811-787		BRITISH	z	S	z		Common	4,500	4,500.00	
m	Frederick E. Ferraris &/OR Ester E. Ferraris	136-447-977		FIL	z	S	z		Common	19,500	19,500.00 19,500.00	
т	Jose A. Ferriols &/OR Eduardo A. Ferriols	192-927-010 141-712-234		FIL	z	S	z		Common	13,650	13,650.00 13,650.00	
m	Gigi Quejada Fuensalida	221-054-055		FIL	z	S	z		Common	54,600	54,600.00 54,600.00	
т	MONICO V. JACOB	123-630-879		FIL	М	S	z		Common	4	1.00	
1	TEDERITA A LEONARDO	145-366-159		Ē	z	s	z		Common	150	150.00	
п									6	2	29,811.00	
т	Roque A. Lim	139-337-889		FL	z	S	z		Common	29,811	29,811.00 180 066 00	
m	Romeó B. Molano	112-021-396		FIL	z	S	z		Common	189,966	189,966.00	
-	ALLOND MULLER	- Jau	hand			Y INSEI			DATE : APR	1 0 2012		
PR	PROCESSING ATTORNEY: A MANY PROC	PROCESSING EXAMINER			DATA CONTROL O	DATA CONTROL CLERK	ERK		DAT	DATA ENCODER:		
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E E E E E E E E E E E E E E E E E E E	SEC NUMBER / <u>A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/</u> FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC         COMPANY NAME         P-H-O-E-N-I-X PETROLEUM PHILIPPINES,         STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up onel (Company Name, if company (Last Name, First Name, if company fill up onel person)         E       DULCE MARIA S. OLIVA       168-947-747         E       DULCE MARIA S. OLIVA       101-902-566         E       DIANA PARDO-AGUILAR       101-902-566         E       RICARDO S. PASCUA       141-776-230         E       Alvin Jimenez Pascual       644-117-613	Image: Constraint of the set of the se	(FOR III up one lir NAT'L CODE	up by the SEC.       TRANSACTION ONLY)         TRANSACTION ONLY)		S S S S S S S S S S S S S S S S S S S		SHR CODE	TRANSACTION DATE/_/	NO. OF SHARES 4,968 2,028 1	AMOUNT SUBSCRIBED PAID-UP CAPITAL 4,968.00 2,028.00 2,028.00 1.00 1.00 1.00 1.00 1.00 1.00 1.00	(MM/DD/YYYY) PERIOD START PERIOD END
m	Alvin Jimenez Pascual	644-117-613		FIL	z	s	z		Common	150	150.00	
m	Cristina C. Pertierra ITF Michael Pertierra	161-357-720		FL	z	s	z		Common	59,040	59,040.00 59,040.00	
т	Reynaldo A. Phala	107-199-018		FIL	z	S	z		Common	27,300	27,300.00	
m	Jose Manuel Roque Quimson	102-664-155		FL	м	S	z		Common	273,001	273,001.00 273,001.00	
m	Joselito R. Ramos	160-558-036		핕	z	S	z		Common	3,702,000	3,702,000.00	
m	Melvin John Nite Sedano	301/386-394	A	FIL .	z	S	z		Common	12,300	12,300.00 12.300.00	
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COMPA	COMPANY NAME D.H.O.E.N.I.X PETROLE	PETROLEUM PHILIPPINES.	ES, INC.								
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US	(Company warne, in company (Last Name, First Name, MI, Maiden Surname if person)				BRD	INC'R	OFR				
m	Stephen T. Teo &/Or Teresita R. Teo	127-393-476		FIL	z	S	z		Common	24,843	
m	ELNORA N. TURNER	7823508H		FIL	z	s	z		Common	234	
m	PHILIP TURNER	703124036		BRITISH	z	s	z		Common	234	
m	Dennis A. Uy	09-26-73		FIL	M		PRE		Common	3,070,594	
т	Dennis A. Uy &/or Cherylyn C. Uy	09-26-73 06-08-79		FIL	z	s	z		Common	844,662	
т	Domingo T. Uy	10-27-46		臣	с	-	z		Common	496,861	
m	Zenaida Chan Uy	124-935-499		FIL	z	s	z		Common	114,660	
т	M.J. SORIANO TRADING, INC.	267-806-958		FIL	z	S	z		Common	2,730	
m	PCD Nominee Corporation (Filipino)	774-849-000		FIL	z	S	z		Common	194,978,340	194,978,340.00 194,978,340.00
m	PCD Wominee Corporation (Won-Filiping)	774-849-000		NON-FIL	z	S	z		Common	15,781,933	15,781,933.00 15,781,933.00
CFR	CERTIFIED CORRECT: SOCORRO ERMAC CABREROS	Look	POSITION:		EGAL COUNSEL				DATE :	APR 1 0 2012	~
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INSTRUCTIONS FOR FILLING U	PROCESSING ATTORNEY:		Clu				E UDENNA Managemen			E UDENCO Corporation		E PHOENIX Petroleum Holdings, Inc	-	STAT (Company	TOCKHOLDERS / DIRECTORS /	COMPANY NAME	ILL UP INSTRUCTION: Type or p	SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/	
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