

NOTICE AND AGENDA

(Amended)

The Annual Stockholders' Meeting of P-H-O-E-N-I-X Petroleum Philippines, Inc. will be held on the following date and place:

Thursday, March 15, 2018, 2:00 PM
Phoenix Petroleum Corporate Headquarters
Stella Hizon Reyes Rd.
Lanang, Davao City

The agenda for the Meeting shall be, as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held last March 15, 2017
4. Report of the President and Chief Executive Officer
5. Approval of the 2017 Audited Financial Statements and 2017 Annual Report
6. Corporate Actions:

- a) Proposed Amendment of Articles of Incorporation particularly Article II on Secondary Purpose to include and read as follows:

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

"PRIMARY PURPOSE

X x x x x x x x

"SECONDARY PURPOSE

1. X x x x x x x
2. X x x x x x x
3. X x x x x x x
4. X x x x x x x

5. To enter into any lawful arrangements for sharing of profits, union of interest, utilization or such other paramount agreements, 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 as may deemed necessary, convenient, or incidental in the carrying out of any of the purpose of the corporation.

6. X x x x x

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.

8. X x x x x x

b) Proposed approval and authority to enter into and execute Management Contracts with its corporate subsidiaries, ie., **Phoenix LPG Philippines, Inc., PNX Petroleum Singapore PTE Ltd. and Philippine FamilyMart CVS, Inc.** and other subsidiaries;

c) Proposed Investment of Corporate Funds consisting of Php110,000,000.00 of the Authorized Capital Stock of the Joint Venture Corporation with TIPCO Asphalt Public Company Limited and Carlito B. Castrillo of PhilAsphalt Development Corp. for the manufacture, storage and distribution of bitumen and bitumen-related products;

d) Ratification of the acquisitions of 100% shares in the following corporation:

- i. **Petronas Energy Philippines, Inc. (PEPI), Duta Inc. (Duta) and Kaparangan Inc. (Kaparangan)**
- ii. **Philippine FamilyMart CVS, Inc. (PFM)**

7. Ratification and Confirmation of all Acts and Resolutions of the Board and Management executed in the normal course of business covering the period of 01 Feb 2017 until 31 January 2018. :

8. Election of the Members of the Board of Directors

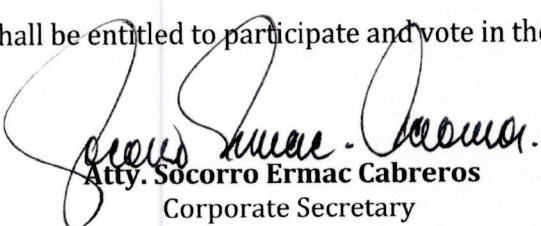
a) In the event of re-election of Atty. Monica V. Jacob, proposed approval to elect him from Independent Director to regular director

9. Appointment of External Auditor

10. Other Matters

11. Adjournment

All stockholders as of **14 February 2018** shall be entitled to participate and vote in the said annual meeting.



Atty. Socorro Ermac Cabreros
Corporate Secretary