

# COVER SHEET

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S. E. C. Registration Number

			P	H	O	E	N	I	X										
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			P	E	T	R	O	L	E	U	M								
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(Company's Full Name)

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		P	H	I	L	S	.			

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

Contact Person

Company Telephone Number

Month

Day

**SEC FORM 18-A**

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I. D.

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Cashier

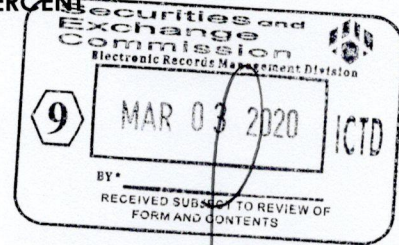
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**STAMPS**

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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 .....Disposition of Shares.....

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, 19<sup>th</sup> 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. Pampang, 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 sale of equity interest in the Issuer covered by this report is a business decision of TDI.

## **Item 4. Interest in Securities of the Issuer**

TDI sold 142,000,000 common shares in the Issuer through a special block sale crossed at the PSE at the price of Php 15.00 per share.

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.

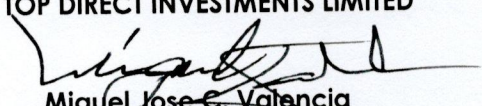
**Item 6. Material to be Filed as Exhibits**

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**

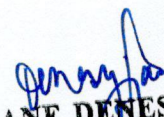
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... on ....., 2020.

By: **TOP DIRECT INVESTMENTS LIMITED**

  
**Miguel Jose C. Valencia**  
Sole Director

**SUBSCRIBED AND SWORN** to before me on MAR 03 2020 at PASIG CITY,  
affiant exhibiting to me his Philippine Passport with No. EC6815053 issued on 20 February 2016 at  
DFA NCR East.

Doc. No.: 320;  
Page No.: 65;  
Book No.: IV;  
Series of 2020.

  
**DEANE DENESY F. JAO**  
Notary Public for the Cities of Pasig, San Juan  
And Municipality of Pateros  
Commission until 31 December 2020  
APPT. No. 159 (2019-2020) - Roll No. 71196  
PTR No. 6535460; 01-19-2020; Pasig City  
IBP No. 104574; 01-09-2020; RSM  
MCLE Compliance No. VI-0024620; 04-10-2019  
2404 Discovery Center 25 ADB Ave., Ortigas Center Pasig City