



103052018002456



SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No. AS94008811
Company Name PHINMA PETROLEUM AND GEOTHERMAL, INC.
Industry Classification Oil & Gas Extraction Activities On Contract Basis
Company Type Stock Corporation

Document Information

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S.E.C. Registration Number

P H I N M A P E T R O L E U M A N D
G E O T H E R M A L , I N C .

(Company's Full Name)

L E V E L 1 1 - P H I N M A P L A Z A 3 9 P L A Z A
D R I V E , R O C K W E L L C E N T E R M A K A T I

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

C E C I L L E A R E N I L L O

Contact Person

8 7 0 0 3 8 8

Company Telephone Number

1 2 3 1
Month Day
Calendar Year

M A T E R I A L
I N F O R M A T I O N
FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

C F D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **March 1, 2018**

.....
Date of Report (Date of earliest event reported)

2. **094008811**

.....
SEC Identification Number

3. **004500964**

.....
BIR Tax Identification No.

4. **PHINMA Petroleum and Geothermal, Inc.**

.....
Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**

.....
Province, country or other jurisdiction of
incorporation

6. **(SEC Use Only)**

.....
Industry Classification Code:

7. **Level 11 Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City 1210**

.....
Address of principal office

.....
Postal Code

8. **(632) 8700 100**

.....
Issuer's telephone number, including area code

9. **Trans-Asia Petroleum Corporation**

.....
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common Shares	250,000,000

11. Indicate the item numbers reported herein:

Please see enclosed letter.

.....

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHINMA Petroleum and Geothermal, Inc.

March 1, 2018

.....
Registrant

.....
Date


CECILLE B. ARENILLO
Compliance Officer

.....
Signature and Title



February 28, 2018

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City 1307

Attention: **MS. RACHEL ESTHER J. GUMTANG-REMALANTE**
OIC, Corporate Governance & Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

9th Floor, Philippine Stock Exchange Tower
28th Street corner 5th Avenue Bonifacio Global City, Taguig City

Attention: **MR. JOSE VALERIANO B. ZUÑO III**
Head, Disclosure Department


Gentlemen:

Please be informed that at the regular meeting of the Board of Directors of PHINMA Petroleum and Geothermal, Inc. held today, February 28, 2018, the following were approved:

1. Audited financial statements for the year ended December 31, 2017 showing consolidated net loss of P13.511 million
2. Annual Stockholders Meeting Date, Venue and Agenda
3. Amendment of Articles of Incorporation to reduce the Board seats from eleven (11) to nine (9)
4. Amendment of Manual on Corporate Governance

The Company has not started commercial operations as of to date.

Very truly yours,


CECILLE B. ARENILLO
Compliance Officer

PHINMA Petroleum and Geothermal, Inc.
A Subsidiary of PHINMA Energy

L11 PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Philippines 1200
Tel. (632) 870-0100 Fax. No. (632) 870-0433

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO ALL SHAREHOLDERS:

Please be advised that the annual meeting of shareholders of PHINMA PETROLEUM & GEOTHERMAL, INC. will be held on Thursday, April 12, 2018, at 2:00 in the afternoon at the Palm Grove, Rockwell Leisure Club, Lower Level One, Amorsolo Square, Amorsolo Drive, Rockwell Center, Makati City.

The Agenda of the Meeting is as follows:

AGENDA

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Minutes of Previous Meeting
4. Annual Report of Management and Confirmation of all acts of the Board of Directors and of Management since the last Annual Shareholders Meeting
5. Amendment of Articles of Incorporation (Change in Number of Directors)
6. Election of Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

For the explanation of each agenda item, please refer to the attached Annex "A".

The record date for the determination of the shareholders entitled to notice of said meeting and to vote thereat is at March 19, 2018.



TROY A. LUNA
Corporate Secretary

Annex “A”

PHINMA PETROLEUM & GEOTHERMAL, INC.

ANNUAL SHAREHOLDERS MEETING

12 April 2018, 2:00 p.m.

Explanation of Each Item on the Agenda

1. Call to Order

The Chairman, Mr. Ramon R. del Rosario, Jr. will formally begin the annual meeting of the shareholders of PHINMA Petroleum & Geothermal, Inc. (the “Corporation”). He will also state that shareholders will be given an opportunity to ask questions or raise their concerns regarding each item on the agenda.

2. Proof of Notice and Determination of Quorum

The Corporate Secretary, Atty. Troy A. Luna, will certify the date when the notice of meeting and information statement were sent to the shareholders of record as of March 19, 2018 and to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE).

The Corporate Secretary will likewise certify to the existence of a quorum. Owners of shares constituting at least a majority of the outstanding capital stock of the Corporation, present either in person or by proxy, shall constitute a quorum for the transaction of business at this meeting of stockholders. However, owners of shares constituting two thirds (2/3) of the issued and outstanding capital stock, present either in person or by proxy, shall be required to approve Item 5 of the Agenda (Amendment of Articles of Incorporation).

3. Minutes of Previous Meeting

Copies of the minutes of the Annual Shareholders Meeting held on April 10, 2017 will be distributed to the shareholders before the meeting and will be presented to the shareholders during the meeting for approval.

4. Annual Report of Management and Confirmation of all acts of the Board of Directors and of Management since the last Annual Shareholders Meeting

The annual report for the preceding fiscal year will be presented to the shareholders for approval. The acts of the Board of Directors, Committees and Management of the Corporation since the last Annual Stockholders Meeting will likewise be presented to the shareholders for confirmation, ratification and approval.

5. Amendment of Articles of Incorporation (Change in Number of Directors)

On February 28, 2018, the Board of Directors by majority vote approved the amendment of the Articles of Incorporation to reduce the number of directors from eleven (11) to nine (9). The amendment will be submitted to the shareholders for approval, confirmation and ratification.

6. Election of Directors

The Corporate Secretary will present the nominees qualified for election to the Board of Directors, including Independent Directors. The nominees will be nine (9) considering the amendment of the Articles of Incorporation reducing the number of directors to nine (9). A brief description of the qualifications and business experience of the nominees for election to the Board of Directors will be included in the Information Statement.

Each shareholder is entitled to one (1) vote per share multiplied by the number of board seats to be filled, i.e. nine (9), and may cumulate his/her votes by giving as many votes as he/she wants to any candidate or candidates provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the total votes cast exceed the total votes to which the stockholder is entitled, the Corporate Secretary in his discretion shall deduct such votes cast by the stockholder in favor of any nominee as may be necessary under circumstances.

In the event that only nine (9) are nominated to fill nine (9) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of stockholders who object to the said casting of votes, which votes shall be noted. In the event of an objection to the manner of casting votes, which objection is supported by a majority of the stockholders present or represented in the meeting, voting shall be done in writing by secret ballot which shall be counted thereafter by the Corporate Secretary in the presence of SGV which shall validate the counting.

7. Appointment of External Auditors

The stockholders will be requested to ratify the selection by the Audit Committee and the Board of Directors of the external auditors for the current fiscal year. The Corporation's external auditor is Sycip, Gorres Velayo & Co. which is expected to be nominated for reappointment for the ensuing calendar year.

8. Other Matters

The Chairman will open the floor to comments and questions by the stockholders. The Chairman will decide whether matters raised by any stockholder may be properly taken up in the meeting or in another proper forum.

9. Adjournment

The Chairman will adjourn the meeting when the scheduled order of business is completed and no further business or matter is considered or raised.