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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

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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)

A L A N A S C A L O N
Contact Person

8 7 0 0 1 3 5
Company Telephone Number

1 2 3 1
Month Day
Calendar Year

S E C F O R M 1 7 - C
FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

C F D
Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings
Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number LCU

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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. Date of Report (Date of earliest event reported): **23 July 2019**
2. SEC Identification Number: **ASO4-008811**
3. BIR Tax Identification No.: **004-500-964-000**
4. Exact name of issuer as specified in its charter: **PHINMA Petroleum and Geothermal, Inc.**
5. Province, country or other jurisdiction of incorporation: **Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of principal office: **Level 11 Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City** Postal Code: **1210**
8. Issuer's telephone number, including area code: **(632) 8700 100**
9. Former name or former address, if changed since last report: **N/A**
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: **Item 4. Resignation, Removal, or Election of Registrant's Directors or Officers.
Item 9. Other Events
Please see attached 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.
Registrant

23 July 2019
Date


DODJIE D. LAGAZO
Corporate Secretary and Compliance Officer



23 July 2019

Securities and Exchange Commission

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Attention: **Ms. Rachel Esther J. Gumtang-Remalante**
Director, Corporate Governance and Finance Department

Philippine Stock Exchange, Inc.

Philippine Stock Exchange Tower
5th Ave corner 28th Street
Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Ladies and Gentlemen:

Please be advised that during its meeting held this afternoon, our Board of Directors (the "Board") acted on the following matters:

1. Election of Replacement Director of the Company

The Board elected Mr. Jaime Alfonso Eder Zobel de Ayala as a new Director of the Company to serve the remaining term of office of Mr. Roberto M. Laviña, whose resignation was accepted by the Board during the meeting last 01 July 2019. A summary of the professional details of Mr. Jaime Alfonso Eder Zobel de Ayala is attached.

2. Change in the Composition of Board Committee

The Board appointed Mr. Jaime Alfonso Eder Zobel de Ayala as member of the Executive Committee.

3. Amendments to the Articles of Incorporation

The Board approved the following:

- a. Change in the Company's name to ACE Enexor, Inc.; and
- b. Change of the Company's principal place of business to the 4th floor, 6750 Office Tower, Ayala Avenue, Makati City.

The foregoing amendments will be subject to approval of the shareholders and the Securities and Exchange Commission.

4. Amendments to the By-Laws

The Board approved the amendments to the Company's By-Laws to change the reference to existing committees, and create new committees, as follows:

- a. Corporate Governance and Nomination Committee;
- b. Audit Committee;
- c. Personnel and Compensation Committee; and
- d. Board Risk Management and Related Party Transactions Committee.

The foregoing amendments will be subject to approval of the shareholders and the Securities and Exchange Commission.

5. Amendment of the Manual of Corporate Governance

The Board approved the amendment of the Company's Manual of Corporate Governance to redefine the powers and functions of the Executive Committee, Audit Committee, and Personnel and Compensation Committee, re-organize the Nomination Committee into the Corporate Governance and Nomination Committee, and create the Board Risk Management and Related Party Transactions Committee, and Committee of Inspector of Ballots and Proxies.

6. 2019 Annual Shareholders' Meeting

The Board set the Company's 2019 Annual Shareholders' Meeting for 17 September 2019, Tuesday, at 2:00 o' clock in the afternoon at Ballroom 2 of Fairmont Makati, The record date for the determination of shareholders entitled to notice and to vote at the meeting is 16 August 2019, and the deadline for the nomination of directors is 6 August 2019, and for the submission of proxies is 12 September 2019. The agenda of the meeting and the explanation of each agenda item are set forth in the attached Notice of the Annual Shareholders' Meeting.

7. Service Contract ("SC") No. 55

The Board authorized the Company's subsidiary, Palawan55 Exploration and Production Corporation ("**Palawan 55**"), to notify the Department of Energy of Palawan 55's entry into the fifth (5th) sub-phase of SC No. 55 which covers a deepwater exploration block located off southwest Palawan.

Very truly yours,


Dodjie D. Lagazo
Corporate Secretary

Professional Details of the New Director, and Board Committee Member,

Mr. Jaime Alfonso Antonio Zobel de Ayala

Mr. Jaime Alfonso Antonio Zobel de Ayala started as a Business Development associate of the Ayala Corporation's Strategic Development Group in January 2015. He was then seconded to Globe Telecom, Inc. and was its Head of Business Development (Prepaid Division) from April 2016 to May 2017, and its Head of Fixed-Mobile Convergence (Product Management) from May 2017 to November 2018. Prior to joining the Ayala Group, he worked as an analyst at Goldman Sachs in Singapore.

He studied in Harvard University and took up Government as his primary concentration and Visual and Environmental Studies as his secondary concentration. He obtained a master's degree in Business Administration at Columbia Business School, New York.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO ALL SHAREHOLDERS:

Please be advised that the annual meeting of the shareholders of the Company will be held on Tuesday, 17 September 2019, at 2:00 p.m. at the Ballroom 2, Fairmont Hotel, 1 Raffles Drive, Makati Avenue, Makati City.

The agenda of the meeting is as follows:

AGENDA

1. Call to order
2. Proof of notice and determination of quorum
3. Approval of minutes of the previous Annual Shareholders' Meeting
4. Annual Report of Management including the 2018 Audited Financial Statements and ratification of all acts of the Board of Directors and of Management since the last Annual Shareholders' Meeting
5. Amendment of articles of incorporation and by-laws
 - a. Change in corporate name
 - b. Change in address
 - c. Updating of Committees
6. Election of Directors (including Independent Directors)
7. Appointment of external auditor
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 on 16 August 2019.

Shareholders may attend in person or by proxy. Duly accomplished proxies shall be submitted on or before 12 September 2019 to the Office of the Corporate Secretary at 4th Floor 6750 Office Tower, Ayala Avenue, Makati City. Validation of proxies is set for 13 September 2019 at 9:00 a.m. at the Office of the Corporate Secretary.

Makati City, _____ 2019

Very truly yours,

DODJIE D. LAGAZO
Corporate Secretary

PHINMA PETROLEUM AND GEOTHERMAL, INC.

ANNUAL SHAREHOLDERS' MEETING

17 September 2019, 2:00 p.m.

Explanation of each Item on the Agenda

1. Call to Order

The Chairman, Mr. John Eric T. Francia, will formally open the Annual Shareholders Meeting of PHINMA Petroleum and Geothermal, Inc. (the "Company"). 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, Mr. Dodjie D. Lagazo, will certify the date when the notice of meeting and Information Statement were sent to the shareholders of record as of 16 August 2019 and to the Securities and Exchange Commission ("SEC") and Philippine Stock Exchange ("PSE").

Mr. Lagazo will likewise certify as to the existence of 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 shareholders.

The following are the rules of conduct and procedures for the meeting:

- (i) Anyone who wishes to make a remark shall identify himself or herself after being acknowledged by the Chairman and shall limit his or her remarks to the item in the Agenda under consideration.
- (ii) On voting procedures, voting shall either be by electronic (if available) or manual voting. For manual voting, shareholders present at the meeting will be given, upon registration, a ballot where he or she can write his or her vote on every item in the Agenda or proposed resolution. Each of the proposed resolutions will be shown on the screen as the same is taken up at the meeting.
- (iii) All the items in the Agenda for approval by the shareholders will need the affirmative vote of shareholders representing at least a majority of the issued and outstanding voting stock present at the meeting, except for the amendment of the Articles of Incorporation and By-laws, which will require the affirmative vote of shareholders representing not less than two-thirds of the outstanding capital stock.
- (iv) The Office of the Corporate Secretary will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.

3. Minutes of Previous Meeting

The minutes of the Annual Shareholders' Meeting held on 12 April 2018 are available at the Company's website, www.phinmappg.com. Copies of the minutes will also be distributed to

the shareholders upon their registration for 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. A printed version of the Company's annual report will contain the Message from the Chairman and the Report of the President. Copies of the annual report will be distributed to the shareholders and posted on the Company's website, www.phinmappg.com.

The acts of the Board of Directors and Management of the Corporation since the last Annual Shareholders' Meeting will likewise be presented to the shareholders for confirmation. They include the approval of the amendments to the Articles of Incorporation, contracts and agreements, treasury-related matters, and other matters covered by disclosures to the SEC and the PSE. The acts of management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

5. Amendment of Articles of Incorporation and By-laws

a. Corporate Name

The proposal to change the Corporate Name from "PHINMA Petroleum and Geothermal, Inc." to "ACE Enexor, Inc." will be presented to the shareholders for approval.

b. Principal Place of Business

The proposal to change the principal place of business to 4th floor, 6750 Office Tower, Ayala Ave., Makati City will be presented to the shareholders for approval.

c. Updating of Committees

The proposal to amend the Company's By-laws to redefine the powers and functions of the Executive Committee, Audit Committee, and Personnel and Compensation Committee, reorganize the Nomination Committee into the Corporate Governance and Nomination Committee, and create the Board Risk Management and Related Party Transactions Committee, will be presented to the shareholders for approval.

6. Election of Directors (including Independent Directors)

The Corporate Secretary will present the nominees qualified for election to the Board of Directors, including Independent Directors. 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 provided in the Articles of Incorporation, 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 shareholder is entitled, the Corporate Secretary in his discretion shall deduct such votes cast by the shareholder 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 shareholders 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 shareholders 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 & Co. which shall validate the counting.

7. Appointment of External Auditors

The shareholders will be asked to confirm the appointment of auditors who were appointed for the current fiscal year by the Board of Directors upon the recommendation of the Audit Committee.

8. Other Matters

The Chairman will open the floor for comments and questions by the shareholders. The Chairman will decide whether matters raised by the shareholders 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.