



TRANS-ASIA
PETROLEUM

March 3, 2017

Securities and Exchange Commission

Secretariat Building, PICC Complex,
Roxas Boulevard, Pasay, 1307

Attention: **Hon. Justina F. Callangan**
Director, Corporate Governance & Finance Department



Philippine Stock Exchange, Inc.

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

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

Gentlemen:

Please be informed that at today's Meeting, the Board of Directors of **Trans-Asia Petroleum Corporation** (the "Corporation") approved the inclusion of the following items in the Agenda of the Annual Shareholders Meeting on April 10, 2017:

1. Amendment of Articles of Incorporation
 - a. Corporate Name
 - b. Primary Purpose and Secondary Purpose
2. Amendment of By-Laws (Corporate Name)

Accordingly, the Corporation amended the *Agenda* and *Explanation of Each Item on the Agenda* previously disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc. to include the aforementioned matters.

Attached is a copy of the revised *Notice and Explanation of Each Item on the Agenda*.

Very truly yours,

ALAN T. ASCALON
Assistant Corporate Secretary

Trans-Asia Petroleum Corporation
A Subsidiary of PHINMA Energy

11/F PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Philippines 1200
Tel. (632) 870-0100 Fax. No. (632) 870-0433
www.phinmaenergy.com



TRANS-ASIA
PETROLEUM

NOTICE OF ANNUAL SHAREHOLDERS MEETING

TO ALL SHAREHOLDERS:

Please be advised that at the annual meeting of the shareholders of **TRANS-ASIA PETROLEUM CORPORATION** will be held on **Monday, 10 April 2017**, at 10:30 in the morning at the Manila Peninsula Hotel, Makati City.

The Agenda of the Meeting is as follows:

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
 - a. Corporate Name
 - b. Primary Purpose and Secondary Purpose
6. Amendment of By-Laws (Corporate Name)
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. 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 March 20, 2017.

Very truly yours,

ALAN T. ASCALON

Assistant Corporate Secretary

Trans-Asia Petroleum Corporation
A Subsidiary of PHINMA Energy

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Annex "A"

TRANS-ASIA PETROLEUM CORPORATION

ANNUAL SHAREHOLDERS MEETING

10 April 2017, 10:30 a.m.

Explanation of Each Item on the Agenda

1. Call to Order

The Chairman, Mr. Ramon R. del Rosario, Jr., will formally open the Annual Shareholders Meeting of Trans-Asia Petroleum Corporation (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 Assistant Corporate Secretary, Atty. Alan T. Ascalon, will certify the date when the notice of meeting and information statement were sent to the shareholders of record as of March 20, 2017 and to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE).

Atty. Ascalon will likewise certify as to the existence of quorum. The owners of a majority of the shares issued and outstanding either in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the shareholders.

3. Minutes of Previous Meeting

Copies of the minutes of the Annual Shareholders Meeting held on April 12, 2016 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 and Management of the Corporation since the last Annual Shareholders Meeting will likewise be presented to the shareholders for confirmation.

5. Amendment of Articles of Incorporation

a. Corporate Name

The proposal to change the Corporate Name from "Trans-Asia Petroleum Corporation" to "PHINMA Oil and Geothermal, Inc." will be presented to the shareholders for approval.

b. Primary Purpose and Secondary Purpose

Amendments to the Primary Purpose and Secondary Purposes of the Corporation will be presented to the shareholders for approval. The proposed amendments reflect the Corporation's entry into geothermal resource exploration and development as an additional line of business, thus:

PRIMARY PURPOSE

To engage in the business of exploration, prospecting, discovery, development, extraction, production, and exploitation crude oil, natural gas, natural gas liquids, and other forms of petroleum, the products and by-products thereof, and geothermal fluids, and to process, manufacture, refine, prepare for market, buy, sell, and transport or otherwise deal in the same in crude, raw or refined condition; to buy, sell, exchange, lease, acquire interests through Service Contracts, Participating Agreements and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims and exploration rights and to conduct all businesses appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, sell or dispose of petroleum, gas and oil, geothermal fluids, concessions, leases, royalties and permits, lands and real estate of all kinds, and the oil, gas, geothermal and mineral rights and interests therein, to develop such lands, concessions, lease, rights and interests by and to enter into, acquire, carry out and execute contracts for drilling wells, laying of pipes and installation of rigs, platforms, machinery and equipment, and to engage generally, as may be permitted by law, in the business of either directly or through equity investment in companies engaged in power generation, mining, manufacturing, contracting and servicing, in addition to oil and geothermal exploration and production.

SECONDARY PURPOSE

1. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey, import or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft equipments, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances. *(As amended during the meeting of the Board of Directors held on March 3, 2017)*
2. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as loading and unloading facilities, storage tanks, processing plants, trailways, tramways, roadways and tracks, for the purpose of importing, transporting and storing oil and gas, fuels and liquefied natural gas, and of operating a general pipeline and storage and distribution business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation; *(As amended during the meeting of the Board of Directors held on March 3, 2017)*
3. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interest and properties of every kind and description

whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all, the whole or any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current steam and hot water and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat, water and power of every kind and description; *(As amended during the meeting of the Board of Directors held on March 3, 2017)*

6. Amendment of By-laws (Corporate Name)

Amendments to the By-laws to change the name of the Corporation from “Trans-Asia Petroleum Corporation” to “PHINMA Oil and Geothermal, Inc.” will be presented to the shareholders for approval.

7. Election of Directors

The members of the Board of Directors shall be elected by plurality vote. The Assistant Corporate Secretary will present the nominees qualified for election to the Board of Directors, including the independent directors. A comprehensive description of the qualifications and business experience of the nominees for election to the Board of Directors will be included in the information statement.

Voting shall be by raising of hands or *viva voce*. In case of any objection to the manner of casting votes, voting shall be done in writing by secret ballot which shall be counted thereafter by the Assistant Corporate Secretary in the presence of Sycip Gorres Velayo & Co. to be able to validate the counting. Each shareholder may cast as many votes s he or she has shares of stock, multiplied by eleven (11), or the number of board seats provided in the Articles of Incorporation.

8. 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.

9. 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.

10. 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.