



109022015000610



### SECURITIES AND EXCHANGE COMMISSION

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SECURITIES AND EXCHANGE COMMISSION

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#### Company Information

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SEC Registration No. 0000014829  
Company Name PILIPINAS SHELL PETROLEUM CORP (NEW)  
Industry Classification Mfg. Ofgas; Distribution Ofgaseous Fuels Through Mains  
Company Type Stock Corporation

#### Document Information

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COVER SHEET

CS 2008802933  
S.E.C. Registration Number

SPATHODEA CAMPANULATA, INC

(Company's Full Name)

GENERAL AVIATION CENTER, DOMESTIC  
AIRPORT COMPOUND, PLEASANT CITY

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

JOGIE S. MALEPEN

Contact Person

856-8443

Company Telephone Number

Month Day

Fiscal Year

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

Total Amount of Borrowings  
Domestic Foreign

Top to be accomplished by SEC Personnel concerned

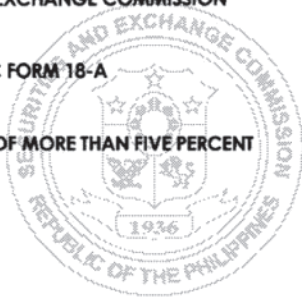
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SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 18-A  
REPORT BY OWNER OF MORE THAN FIVE PERCENT



Check the appropriate box:

- Initial Filing
- Amendment

Item/s amended by the Filing .....

1. Exact Name of Registrant as Specified in its Charter - **Pilipinas Shell Petroleum Corporation**

- a. **Shell House, No. 156 Valero St., Salcedo Village, Brgy Bel-Air, Makati City** **1227**  
Address of Principal Offices Postal Code
- b. SEC Identification Number **14829**
- c.  (SEC Use Only)  
Industry Classification Code
- d. BIR Tax Identification Number **000-164-757**

2. **Spathodea Campanulata, Inc.**  
Name of Reporting Person

- a. **General Aviation Center, Domestic Airport Compound, Pasay City** **1300**  
Address of Reporting Person Postal Code
- b. **856-8443**  
Telephone Number of Reporting Person
- c. **Filipino**  
**LBC HANGAR, General Aviation Center, Domestic Airport Compound, Pasay City**  
Citizenship or Place of Organization of Reporting Person

**JOSIE S. MACEREN, Treasurer**  
**LBC Hangar, General Aviation Center, Domestic Airport Compound, Pasay City**  
**Tel. No. 856-8443**  
Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

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**Item 1. Security and Issuer**

- a. Title of the class of equity securities:  
**Common Shares**
- b. Issuer Name:  
**Piipinas Shell Petroleum Corporation ("PSPC")**
- c. Address of the principal executive offices of the issuer:  
**Shell House, No. 156 Valero St., Salcedo Village, Brgy Bel-Air, Makati City 1227**



**Item 2. Identity and Background**

- a. The entity filing this report is **Spathodea Campanulata, Inc. ("Spathodea")**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines. Its principal office address is at General Aviation Center, Domestic Airport Compound, Pasay City.
- b. Spathodea is an investment company. Its corporate purpose and activities, as defined and enumerated in its Articles of Incorporation, is to acquire by purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, traffic and deal in and with and otherwise to enjoy and dispose of, any bonds, debentures, promissory notes, shares of capital stock, or other securities or obligation's, created, negotiated or issued by any corporation, association or other entity, foreign or domestic and in real and personal property of all kinds in the same manner and to the extent as a juridical person might, could or would do, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of, any and all dividends, interest and income, derived therefrom and the right to vote on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power as owned, and to issue proxies for said purposes, but only to extent permitted by law, provided it shall not act as brokers or dealers in securities.
- c. The management of affairs of Spathodea is governed by a Board of Directors, and is implemented by its officers. The members of Spathodea's Board of Directors and executive officers are as follows:

NAME	NATIONALITY	ADDRESS	OFFICER
Carlos Araneta	Filipino	48-A Mckinley Road, Forbes Park, Makati City	Director / Chairman of the Board
Consuelo G. Araneta	Filipino	48-A Mckinley Road, Forbes Park, Makati City	Director
Juan Carlos G. Araneta	Filipino	41 Pili Avenue, South Forbes Park, Makati City	President
Santiago G. Araneta	Filipino	41 Pili Avenue, South Forbes Park, Makati City	Director
Fernando G. Araneta	Filipino	19 Pili South Forbes Park, Makati City	Director
Ma. Monica G. Araneta	Filipino	48-A Mckinley Road, Forbes Park, Makati City	Director

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Josie S. Maceren	Filipino	Blk 5 Lot 2 Las Verandas Villas, Buhay na Tubig, Imus Cavite	Treasurer
Ronaldo G. Tugonon	Filipino	#34 Havana St., BF Homes, Paranaque City	Corporate Secretary

d. No members of its Board of Directors or Executive officers have been convicted in any criminal proceeding during the last five (5) years [excluding traffic violation or similar misdemeanor.

e. During the last five years, Spathodea has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, which resulted to any order, judgment or decree, not subsequently reversed, suspended or vacated, which permanently or temporarily enjoins, bars, suspends or otherwise limits Spathodea's involvement in any type of business, securities, commodities or banking.

Likewise, no members of its Board of Directors and executive officers has been a party to any such civil proceeding in the last five (5) years.

**Item 3. Purpose of Transaction**

PSPC increased its Authorized Capital Stock from One Billion Pesos (Php1,000,000,000.00) to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00) via approval of its Board of Directors on 25 March 2015, which was ratified by at least two-thirds of its stockholders on 12 May 2015. The increase of One Billion Five Hundred Million Pesos (Php1,500,000,000.00) consisted of One Billion Five Hundred Million Common Shares with a par value of One Peso (Php1.00) per share.

Out of the One Billion Five Hundred Million (1,500,000,000) shares from the increase in authorized capital stock, Nine Hundred Million (900,000,000) shares were offered for subscription to PSPC's existing shareholders in proportion to their shareholdings as of 12 May 2015 (the "Record Date"), rounded-off to the nearest whole share, at an Offer Price of Twenty Pesos (Php20.00) per share. Shareholders who failed to manifest timely their intention to subscribe and/or pay for their subscriptions were deemed to have waived their pre-emptive rights and the untaken shares were offered to shareholders who opted to subscribe to additional shares, in proportion to their shareholdings as of the Record Date, rounded-off to the nearest whole share.

The Manifestation Deadline to exercise pre-emptive rights was on 29 May 2015 and the Payment Deadline was on 22 June 2015.

The Securities & Exchange Commission ("SEC") approved PSPC's application for amendment of its Articles of Incorporation and Increase in Authorized Capital Stock on **18 August 2015**, which approval made the subscriptions from PSPC's Rights Issue effective.

Prior to the above-mentioned Rights Issue conducted by PSPC, Spathodea's stockholdings in PSPC was 5.06% consisting of 34,991,752 common shares. It exercised its pre-emptive rights and subscribed to an additional 46,559,402 common shares, increasing its stockholdings in PSPC effective 18 August 2015 to 5.14% of PSPC's total outstanding capital stock. The purpose of said acquisition of additional shares is investment.

There are no plans or proposals which Spathodea may have which relate to or would result in:



- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (i) Any action similar to any of those enumerated above.

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

- a. Spathodea purchases 46,559,402 common shares from PSPC at Twenty Pesos (Php20.00) per share, increasing its stockholdings in PSPC effective 18 August 2015 to 5.14%. On account of the aforesaid acquisition of additional shares in PSPC, Spathodea is filing this SEC Form 18-A to report its current aggregate interest in PSPC, which is 5.14% of PSPC's total outstanding capital stock.
- b. Spathodea, through its governing body and authorized representatives, has the sole power to vote or direct the vote of the above-mentioned securities. While Spathodea has the sole power to dispose or direct the disposal of said securities, such disposal shall be subject to the Pledge Agreement over 45,557,469 shares between Spathodea and China Banking Corporation and 1,001,933 shares between Spathodea and Banco de Oro.
- c. No other person/entity is known to have the right to receive or the power to direct the receipt of dividends from, or other proceeds from the sale of such securities.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

45,557,469 shares are subject to pledge agreement between Spathodea and China Banking Corporation and 1,001,933 shares between Spathodea and Banco de Oro.

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