

11. Indicate the item numbers reported herein: **Item 9**

RE: Quarterly Progress Report on the Use of Initial Public Offering Proceeds with External Auditor Certification (Please refer to attached)

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.

Date: 12 July 2017


ELLIE CHRIS C. NAVARRA
Assistant Corporate Secretary



Pilipinas Shell Petroleum Corporation

Shell House
156 Valero St., Salcedo Village
1227 Makati City, Philippines
Tel +63 2 499 4001
Fax +63 2 816 6565
Telex 63247 Shell PN
Website <http://www.shell.com>

July 12, 2017

THE PHILIPPINE STOCK EXCHANGE, INC
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Mr. Jose Valeriano B. Zuño III
OIC-Head, Disclosure Department

Subject: **Quarterly Progress Report on the Use of Initial Public Offering Proceeds with External Auditor Certification**

Dear Mr. Jose Valeriano B. Zuño III

In line with the Initial Public Offering (IPO) of Pilipinas Shell Petroleum Corporation (SHLPH) on November 03, 2016, we submit herewith our report on the application of the net IPO proceeds coming from the primary offer amounting to ONE BILLION THREE HUNDRED FIFTY-SIX MILLION PESOS (P1,356 M) for the quarter ended June 30, 2017.

Use of Proceeds
(All amounts in million Philippine Peso)


	Prospectus	Actual
Gross Proceeds	1,842.5	1,842.5
Net Proceeds	1,356.8	1,356.8

Use of Proceeds	Prospectus Target Net Proceeds	Actual Net Proceeds	April-June 2017 Actual Application	Total Utilized Amount	Total Unutilized Amount
Retail network and offerings growth	732.6	732.6	192.7	732.6	0.0
Refinery maintenance, turnaround and upgrade	305.3	305.3	0.0	305.3	0.0
Supply and distribution network enhancement	183.2	183.2	0.0	183.2	0.0
Working capital and other corporate expenses	135.7	135.7	0.0	135.7	0.0
Total	1,356.80	1,356.8	192.7	1,356.8	0.0

We hope that you find everything in order.

Thank you.

Regards,


Jose Jerome Rivera Pascual III
CFO/Vice President - Finance and Treasurer
Pilipinas Shell Petroleum Corporation

REPORT OF FACTUAL FINDINGS

The Stockholders and Board of Directors
Pilipinas Shell Petroleum Corporation
Shell House, 156 Valero Street
Salcedo Village, Makati City

We have performed the procedures agreed with you and enumerated below with respect to the attached Quarterly Progress Report dated July 12, 2017 on the use of proceeds generated from the Initial Public Offering (IPO) of Pilipinas Shell Petroleum Corporation (the “Company”) on November 3, 2016. The procedures were performed solely to enable the Company to comply with the Philippine Stock Exchange, Inc.’s (PSE) requirement to submit an external auditor’s certification on the information being presented by the Company relating to the application of proceeds. Our engagement was undertaken in accordance with the Philippine Standards on Related Services (PSRS) 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*, applicable to agreed-upon procedures engagements. These agreed-upon procedures and results thereof are summarized as follows:

1. Obtain a copy of the Use of Proceeds from the Offering Circular of the Company’s common shares.
2. Obtain the Quarterly Progress Report on the Use of Initial Public Offering Proceeds (the “Quarterly Progress Report”) and check its mathematical accuracy.
3. Compare the list of all disbursements in the Quarterly Progress Report with the Use of Proceeds schedule generated by management from the Company’s accounting records.
4. Select the top 50 disbursements in the Use of Proceeds schedule and agree the amount to the supporting documents.

We report our findings below:

1. We obtained a copy of the Use of Proceeds from the Offering Circular of the Company’s common shares.
2. We checked the mathematical accuracy of the Quarterly Progress Report. No exceptions were noted.
3. We compared the list of all disbursements in the Quarterly Progress Report with the Use of Proceeds schedule. No exceptions were noted.
4. Selected the top 50 disbursements in the Use of Proceeds schedule and agreed the amount debited to the Company’s bank statement. The top 50 disbursements represents 75% of the total proceeds utilized for the quarter ended June 30, 2017. No exceptions were noted.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE), we do not express any assurance on the accounts of the Company or its financial statements, taken as a whole.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances after the date of this report.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the report on the Company's application of proceeds from the IPO and items specified above do not extend to any financial statements of the Company, taken as a whole.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III

Partner

CPA Certificate No. 85501

SEC Accreditation No. 0328-AR-3 (Group A),

May 1, 2015, valid until April 30, 2018

Tax Identification No. 102-100-830

BIR Accreditation No. 08-001998-60-2015,

February 27, 2015, valid until February 26, 2018

PTR No. 5908781, January 3, 2017, Makati City

July 12, 2017