

# COVER SHEET

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S.E.C. Registration Number

P	E	P	S	I	-	C	O	L	A	P	R	O	D	U	C	T	S
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P	H	I	L	I	P	P	I	N	E	S	I	N	C	.
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(Company's Full Name)

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M	U	N	T	I	N	L	U	P	A	C	I	T	Y
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(Business address: No. Street City / Town / Province)

Kristine Ninotschka L. Evangelista
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Contact Person

(02) 8888-73774
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Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

1	8	-	A
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FORM TYPE

Last Friday of May
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Month Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

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Top be accomplished by SEC Personnel concerned

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LCU

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CASHIER

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 Item 4

1. Exact Name of Registrant as Specified in its Charter Pepsi-Cola Products Philippines Inc. (PIP)

a. Km. 29 National Road, Tunasan, Muntinlupa City  
Address of Principal Offices

1773  
Postal Code

b. SEC Identification Number 0000160968

c.  (SEC Use Only)  
Industry Classification Code

d. BIR Tax Identification Number 000-168-541

2. FIL Limited

Name of Reporting Person

a. Pembroke Hall, 42 Crow Lane, Hamilton, HMCX, Bermuda  
Address of Reporting Person

b. +852 26292657  
Telephone Number of Reporting Person

c. Incorporated in Bermuda  
Citizenship or Place of Organization of Reporting Person

Jennie Li, Head of Regulatory Reporting, Asia Pacific; Level 21, Two Pacific Place, 88  
Queensway, Hong Kong; 852 2629 2837

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

### Item 1. Security and Issuer

Class of equity security	- Common shares
Issuer	- Pepsi-Cola Products Philippines Inc. (PIP)
Principal Office Address	- Km 29 National Road, Tunasan, Muntinlupa City

### Item 2. Identity and Background

- a. Name - FIL Limited
- b. Residence or business address - Pembroke Hall, 42 Crow Lane, Hamilton, HMCX, Bermuda
- c. Principal Business - Investment Management
- d. Neither FIL Limited, its direct or indirect subsidiaries, nor any of their executive offices, directors or controlling persons has been convicted in a criminal proceeding in the last five years.
- e. Neither FIL Limited, its direct or indirect subsidiaries, nor any of their executive offices, directors or controlling persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking in the last five years.

### Item 3. Purpose of Transaction

Participation in the tender offer conducted by Lotte Chilsung Beverage Co. Ltd. over Pepsi-Cola Products Philippines, Inc. ("PIP") shares. FIL Limited may, subject to market conditions, make additional investments in or dispositions of securities of PIP in the future, including additional purchases of common shares. FIL Limited does not, however, intend to acquire shares of the outstanding voting or equity shares of PIP for the purpose of taking over the company.

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

- a. FIL Limited is the beneficial owner of 57,212,000 shares or 1.55% of the outstanding common shares of PIP. FIL Limited, prior to its participation in the tender offer, was the beneficial owner of 5.46% of the outstanding common shares in PIP.
- b. FIL Limited has the power to vote or dispose of 57,212,000 shares or 1.55% of the outstanding common shares of PIP.
- c. FIL Limited's beneficial shareholdings fell below 5% threshold last 18 June 2020 when it participated in the tender offer and the tendered shares were sold and crossed through the Philippine Stock Exchange. Below are details of the trades for the past 60 days:

Date	Dispositions	Acquisitions	Price (PHP)	Type
6/18/2020	144,520,000	-	1.95	Common shares
<b>Grand total of trades for the past 60 days</b>				<b>144,520,000</b>

- d. FIL Limited is an investment manager for various clients' mandates and the custodians of those mandates are entitled to receive or have the power to direct receipt of dividends from, or the proceeds from the sale of such securities.

e. On 18 June 2020, the beneficial ownership of Fil Limited was reduced from 5.46% to 1.55%

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

None

**Item 6. Material to be Filed as Exhibits**

None

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of Makati on June 25, 2020.

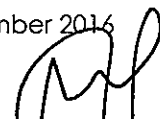
By: .....  
(Signature)

Christiana Andrea D. Golez/Authorized Representative  
(Name/Title)

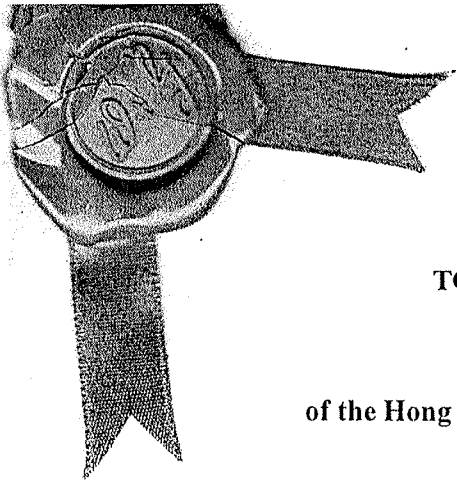
Attached is the Power of Attorney dated 3 June 2020 issued by Fil Limited in favor of Christiana Andrea D Golez.

**SUBSCRIBED AND SWORN** to before me this 25<sup>th</sup> day of June 2020 affiant(s) exhibiting to me her Competent Evidence of Identity, as follows:

NAMES	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
Christiana Andrea G. Daroy-Golez	P0129337A	1 September 2016	DFA NCR EAST

  
.....  
Notary Public  
**ATTY. KATRINA MONICA C. GAW**  
Commission No. M-76  
Notary Public for Makati City  
Until December 31, 2021  
21st Floor, Philamlife Tower  
8767 Paseo de Roxas, Makati City  
Roll No. 73344  
PTR No. 8119622 / 03-Jan-2020 / Makati City  
IBP No. 092285 / 23-Sept-2019 / Makati City

Doc. No. 259 ;  
Page No. 53 ;  
Book No. 1 ;  
Series of 2020 ;



## NOTARIAL CERTIFICATE

TO ALL to whom these presents shall come : I,  
**TANG Chi Chuen**  
Notary Public  
of the Hong Kong Special Administrative Region (“Hong Kong”) of  
the People’s Republic of China

duly authorised and qualified to practise in Hong Kong do *herby certify* that on this 3<sup>rd</sup> June 2020 there personally appeared before me **Jennie LI** who acknowledged to me that she was Head of Regulatory Reporting, Asia Pacific of and acting for **FIL LIMITED** (the “Company”) and who then signed in my presence in that acknowledged capacity the document hereunto annexed described as the **POWER OF ATTORNEY** (the “Power of Attorney”) dated 3<sup>rd</sup> June 2020 of the Company to certain persons therein named at the law firm of **ROMULO MABANTA BUENAVENTURA SAYOC & DE LOS ANGELES** for the purposes and on the terms as therein provided.

This Certificate relates to witnessing of the signature only. No advice is sought from or given by the undersigned Notary Public on the Power of Attorney.

*In Testimony* whereof I have hereunto subscribed my name and affixed my Seal of Office.

Date : 3<sup>RD</sup> June 2020

*Tang Chi Chuen*

**TANG Chi Chuen**  
Notary Public,  
Hong Kong SAR

Address : 6th Floor, Prince's Building,  
Chater Road, Hong Kong

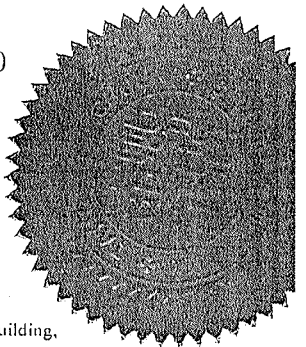
Tel : (852) 2905-4699 (Direct line)  
(852) 2524-6011 (General line)

Mobile: (852) 6055 8099

Fax : (852) 2520-2090

Email: cctang@wilgrist.com

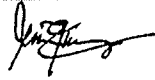
My Commission is for life

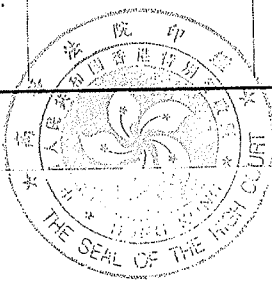


This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. This Apostille does not certify the content of the document for which it was issued. To verify the issuance of this Apostille, see

"[https://www.judiciary.hk/en/court\\_services\\_facilities/apostille\\_verification.html](https://www.judiciary.hk/en/court_services_facilities/apostille_verification.html)"

此項文件加簽僅就公共文件上簽署的真確性、簽署人的身分及，如適用的話，文件上的蓋章蓋印予以證明。此項文件加簽並不就文件的內容作出證明。就發出此文件加簽之查證，見 "[https://www.judiciary.hk/zh/court\\_services\\_facilities/apostille\\_verification.html](https://www.judiciary.hk/zh/court_services_facilities/apostille_verification.html)"

APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: 國家/地區	Hong Kong, China 中國香港		
This public document 此公共文件			
2. has been signed by 簽署人為	Tang Chi Chuen		
3. acting in the capacity of 其行事的身分為	Notary Public 公證人		
4. bears the seal / stamp of 蓋有的蓋章/蓋印	Tang Chi Chuen		
Certified 加簽證明			
5. at 在	High Court 高等法院	6. the 於	04 JUN 2020 2020年06月04日
7. by 由	Simon KWANG Registrar, High Court 鄺卓宏 高等法院司法常務官		
8. No 編號	21319 / 2020		
9. Seal / stamp: 蓋章/蓋印	10. Signature: 簽署		



Reference Code 參考編號: F19EC49C

### Power of Attorney

**THIS POWER OF ATTORNEY IS MADE ON 3 June 2020, BY FIL LIMITED**, a company incorporated and existing under the laws of Bermuda with its principal place of business at Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda (the **Company**).

The Company **HEREBY APPOINTS Maria Tara A Mercado, Ma. Stella M Alegre-Batungbacal and / or Christiana Andrea D Golez** at the law firm of **ROMULO MABANTA BUENAVENTURA SAYOC & DE LOS ANGELES** with office address at 21st Floor, Philamlife Tower, 8767 Paseo De Roxas, Makati City 1226, Philippines (each an **Attorney**) to be the Company's attorney and, in the Company's name and on the Company's behalf, without power of substitution to do, execute, deliver and perform all and any of the acts, deeds, matters and things set out below:

1. To notify companies, sign notices, filings or amendments thereto (the **Filings**) in connection with the interests in shares held, directly or beneficially, by the Company or the funds or accounts managed by it as may be required by the laws of the Philippines;
2. To submit the Filings to and otherwise transact with the Philippine Securities Exchange Commission, the Philippine Stock Exchange and the concerned issuer in connection with such Filings; and
3. To do all things or acts and execute, deliver, and register all documents as the Attorney deems reasonably necessary in connection with the foregoing matters.

**AND THE COMPANY HEREBY DECLARES** that any person or persons or company or companies dealing with the Attorney shall not be concerned to see or inquire as to the propriety or expediency of any act, deed, matter or thing which the Attorney may lawfully do or perform in the Company's name by virtue of these presents.

**AND THE COMPANY HEREBY RATIFIES AND CONFIRMS** and agrees to ratify and confirm whatsoever the Attorney shall lawfully do by virtue of these presents and the Company hereby empowers the Attorney to procure to be done any and every other act or thing whatsoever which may be necessary to give full effect hereto.

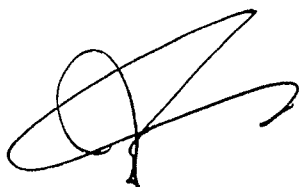
This Power of Attorney shall remain in effect until further notice from the Company and shall only be in effect if the relevant Attorney is at the law firm of Romulo Mabanta Buenaventura Sayoc & De Los Angeles .

This Power of Attorney shall be governed by and construed in accordance with the laws of Hong Kong.

In witness whereof, this Power of Attorney has been executed and delivered on the date first written above.

**FIL Limited**

By:



Name: Jennie LI

Position: HEAD OF REGULATORY REPORTING, ASIA PACIFIC

Duly authorized under Powers of Attorney for and on behalf of FIL Limited

Signed in the presence of:



Name of Witness:

**TANG Chi Chuen**  
Notary Public  
Hong Kong SAR  
The People's Republic of China  
Tel: (852) 2905 4699  
Moblic: (852) 6055 8099  
Email: cctang@wilgrist.com

Position:

6<sup>th</sup> Floor, Prince's Building  
10 Chater Road, Hong Kong

Attestation only  
No advice sought or given

