



Republic of the Philippines  
Department of Transportation  
**LAND TRANSPORTATION FRANCHISING & REGULATORY BOARD**  
East Avenue, Quezon City

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**RESOLUTION NO. 015 Series of 2019**  
(Re: ACCREDITATION OF VELOX TECHNOLOGY PHILIPPINES, INC. AS  
TRANSPORTATION NETWORK COMPANY)

**WHEREAS**, on 20 December 2018, the Committee issued Resolution No. 096 Series of 2018 wherein the Committee resolved:

“**NOW THEREFORE**, premises considered, this Committee resolves to DENY applicant Velox Technology Philippines, Inc.’s petition for accreditation as a Transportation Network Company due to its failure to file a verified application as prescribed in the Item (II) first paragraph of the Memorandum Circular No. 2015-015-A dated 23 October 2017 and for being a foreign-owned corporation in violation of Section 11 Article XII of the 1987 Philippine Constitution.”

**WHEREAS**, on 22 January 2019, applicant Velox Technology Philippines, Inc. filed a Motion For Reconsideration seeking reconsideration of the above-stated Resolution and a meeting was thereafter conducted by the Committee on 31 January 2019.

**WHEREAS**, the Committee conducted its final evaluation of the filed Motion For Reconsideration on 15 February 2019.

**WHEREAS**, in the Motion for Reconsideration in Item Nos. 4.03, 4.04 and 4.05, Velox Technology Philippines, Inc. stated thus:

“4.03 In fact, Velox South-East Asia Holdings Pte. Ltd. (“Velox SEA”), the parent company of applicant Velox Philippines and the owner of one hundred percent (100%) of the shares of stock in Velox Philippines, has recently concluded a transaction with Pace Crimson Ventures Corporation (“PCVC”) which allows PCVC to own sixty percent (60%) or a total of One Billion Two Hundred Million (1,200,000,000) common shares out of the Two Billion (2,000,000,000) common shares in the authorized capital stock of Velox Philippines.

4.04 Attached as **Annex “B”** is the Deed of Absolute Sale of Shares of Stock between Velox SEA and PCVC wherein Velox SEA sold Two Hundred Forty-Five Million (245,000,000) common shares of stock of Velox Philippines to PCVC for the total purchase price of Two Million Four Hundred Fifty Thousand Pesos (Php2,450,000.00)

4.05 Also attached as **Annex “C”** is the Subscription Agreement executed between Velox Philippines and PCVC wherein PCVC agreed to subscribe to Nine Hundred Fifty-Five Million (995,000,000) common shares from the unsubscribed portion of the authorized capital stock of Velox Philippines for the total subscription price of Nine Million Five Hundred Fifty Thousand Pesos (Php9,550,000.00).”



**WHEREAS**, the Committee observed that only 20.4% of the One Billion Two Hundred Million common shares was allegedly sold to Pace Crimson Ventures Corporation or "PCVC" as per the attached Annex "B" Deed of Absolute Sale of Shares of Stock between Velox SEA and PCVC, and that the remaining 79.5% in the Subscription Agreement between Velox Philippines and PCVC wherein PCVC agreed to subscribe to Nine Hundred Fifty-Five Million (955,000,000) common shares from the unsubscribed portion of the authorized capital stock of Velox Philippines, hence, the nationality requirement under Article XII Section 11 of the 1987 Philippine Constitution is not complied with.

**WHEREAS**, in the Application filed by the herein applicant on 13 August 2018, the Committee found that the Business Permit is still pending for issuance to Velox Technology Philippines, Inc. as stated in Item No. 3.03 thus:

"3.03 The applicant still processing its business permit from Taguig City where the applicant's principal place of business is located and its certificate of registration from the Bureau of Internal Revenue. The applicant commits to submit the same to the Honorable Board as soon as the same becomes available"

**WHEREAS**, while the Business Permit and the Certificate of Registration issued by the BIR were submitted on 24 August 2018 and 17 August 2018 respectively, the submission of the same was done after the filing of the application on 13 August 2018 contrary to Item No. III of Memorandum Circular No. 2015-015-A which requires that the Business Permit and Certificate of Registration duly issued by the BIR shall be attached upon filing of the application.

**NOW THEREFORE**, premises considered, this Committee resolves to DENY the Motion for Reconsideration filed by Velox Technology Philippines, Inc. on the following grounds:

1. Failure of Velox Technology Philippines, Inc. to comply with the nationality requirement under Article XII Section 11 of the 1987 Philippine Constitution;
2. No Proof of payment of Capital Gains Tax (CGT) and Documentary Stamp Tax (DST) on the shares allegedly sold, General Information Sheet (GIS) showing the transfer of shares from Velox Philippines to PCVC and/or Certificate of Authority to Register issued by the Bureau of Internal Revenue;
3. No Proof of payment of Subscribed Shares allegedly subscribed by the PCVC as per the Subscription Agreement;

**APPROVED AND SIGNED** by the undersigned Chairman and Members of the Pre-Accreditation Committee, this 12<sup>th</sup> day of March 2019 at Quezon City, Philippines.

**ATTY. SAMUEL A. M. JARDIN**  
Chairman

**ATTY. MARK T. COFINO**  
Member

**ATTY. ZONA RUSSET M. TAMAYO**  
Member

**NIDA P. QUIBIC**  
Member

**JOEL J. BOLANO**  
Member