

Re: KEPPEL PHILIPPINES PROPERTIES, INC._DEFINITIVE
INFORMATION STATEMENT (SEC FORM 20-IS)_03August2020

From: LOURVIC D. PACIS (ldpacis@sec.gov.ph)

To: smndysangco@jglawph.com

Date: Wednesday, August 5, 2020, 02:31 PM GMT+8

Good day,

The said request is with Atty. Erwin and his working in it.

Best regards,

Lou

03 August 2020

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

**Attention : Director Vicente Graciano F. Felizmenio, Jr.
Market and Securities Regulation Department**

**Re : *Keppel Philippine Properties, Inc. –
Amendment of Notice of Meeting and venue of
Meeting in light of the declaration of
Modified Enhanced Community Quarantine***

Gentlemen:

We write on behalf of **KEPPEL PHILIPPINE PROPERTIES, INC.** (the “Company”). Last 13 July 2020, the Securities and Exchange Commission approved the publication of the Notice of Annual Stockholders’ Meeting and the distribution of the Information Statement, Management Report, and other relevant reports in preparation for the Company’s upcoming Annual Stockholders’ Meeting on **13 August 2020** (the “Meeting”).

Originally, stockholders may participate by remote communication, by voting in absentia, or by physically attending the Meeting at 5th Floor, Nostalg 1 and 2, Joy Nostalg Hotel & Suites Manila, 17 ADB Ave., Ortigas Center, Mandaluyong City.

In light of the declaration of the Office of the President placing the National Capital Region under Modified Enhanced Community Quarantine (“MECQ”), the health and safety of the Company’s stakeholders is of paramount concern. As such, participation by physically attending the Meeting will no longer be permitted. Stockholders may participate by remote communication or by voting in absentia.

Based on the foregoing, we are submitting to the Securities and Exchange Commission the Amended Notice of Meeting, Amended Definitive Information Statement, and other attached documents.

The original details in the Notice of Meeting and Definitive Information Statement were substantially retained and amendments were limited to the following:

1. *Venue of Meeting.* - The venue of Meeting stated in the Notice of Meeting and page 1 and 2 of the Definitive Information Statement was changed to “via WebEx online

meeting". As provided in the attached Guidelines in Participation by Remote Communication, the log in details will be provided to those who duly register. The original venue, namely 5th Floor, Nostalg 1 and 2, Joy Nostalg Hotel & Suites Manila, 17 ADB Ave., Ortigas Center, Mandaluyong City, was deleted.

2. *Deadline to submit proxies or notification of participation by remote communication.* - The deadline to submit proxies was moved from 03 August 2020 to 10 August 2020, as provided in the Amended Notice of Meeting. Similarly, the deadline to inform the Company of the intention to participate by remote communication was moved to 10 August 2020. This will allow stockholders to make the necessary arrangements.

3. *Validation of proxies.* - The date of validation of proxies, as provided in the Amended Notice of Meeting, was moved from 06 August 2020 to 11 August 2020 due to the extension of the deadline to submit proxies.

4. *Guidelines in Participation by Remote Communication.* - The Guidelines was updated to reflect the change in deadlines mentioned earlier.

For your convenience, the revisions are highlighted in yellow.

It is respectfully requested that the Company be authorized to finalize, reproduce, and distribute or publish to stockholders of record its Amended Notice of Meeting, Amended Definitive Information Statement, and its attached documents in relation to the upcoming Annual Stockholders' Meeting on 13 August 2020.

We trust that you will find the foregoing documents in order. Should you wish further clarification on the matter, please do not hesitate to let us know.

Very truly yours,


MA. MELVA E. VALDEZ
Corporate Secretary

COVER SHEET

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S.E.C. Registration Number							

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(Company's Full Name)

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

Pang Chan Fan
(Contact Person)

8584-6170
(Company Telephone Number)

1	2		3	1
<i>Month</i>			<i>Day</i>	
Fiscal Year				

SEC FORM 20-IS (DEFINITIVE INFORMATION STATEMENT)
Form Type

0	8		1	3
<i>Month</i>			<i>Day</i>	
Annual Meeting				

N/A

Secondary License Type, If Applicable

M	SR	D
Dept. Requiring this Doc.		

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Amended Articles Number/Section

1,242 as of 31 April 2020
Total No. of Stockholders

Total Amount of Borrowings	
—	—
Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number									

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Document I.D.									

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STAMP S

**NOTICE OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
KEPPEL PHILIPPINES PROPERTIES, INC.**

TO ALL STOCKHOLDERS:

Notice is hereby given that the Annual Stockholders' Meeting ("Meeting") of Keppel Philippines Properties, Inc. (the "Company") will be held on **13 August 2020, Thursday, at 2:00 p.m. via WebEx online meeting.**

The Agenda of the Meeting shall be as follows:

1. Call to Order
2. Proof of Notice of Meeting and Certification of Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on 13 June 2019
4. Chairman's Address
5. Presentation and Approval of Y2019 Annual Report and Audited Financial Statements
6. Ratification of Acts and Proceedings of the Board of Directors, Officers and Management of the Corporation during the Year under Review
7. Election of Directors
8. Presentation of Directors' Remuneration for Y2019
9. Appointment of External Auditor for Y2020
10. Other Matters
11. Adjournment

Only stockholders of record at the close of business on **03 July 2020** are entitled to notice of and to vote at this meeting. With the recent government declaration placing the National Capital Region under Modified Enhanced Community Quarantine, the health and safety of our stakeholders is the Company's paramount concern. As such, participation by stockholders at the upcoming Meeting may be by appointing a proxy or by remote communication.

If appointing a proxy, kindly date, sign, and deliver your proxy form to the Corporate Secretary at Keppel Philippines Properties, Inc., 12 ADB Avenue, Ortigas Center, Mandaluyong City 1550 on or before **10 August 2020**. All proxies received will be validated on 11 August 2020. Please note that Management is not soliciting proxies.

Stockholders that will participate by remote communication should register by sending a notification or confirmation of their attendance via e-mail to keppel.prop@kepland.com.ph on or before **10 August 2020**. Guidelines for registration, participation by remote communication and voting in absentia is available on the Company's website (<http://keppelland.com.ph>) and on its PSE Edge Company Disclosures page (<https://edge.pse.com.ph>).

03 August 2020, Pasig City.


MA. MELVA E. VALDEZ
Corporate Secretary

PROXY

The undersigned (hereinafter referred to as the "Principal"), being a stockholder of **Keppel Philippines Properties Inc.** ("KPPI"), hereby appoints and empowers **Mr./Ms.** _____ as the proxy to act/vote in the Principal's name and stead at any and all meetings of the stockholders of KPPI until his replacement is duly appointed/empowered, or this proxy is terminated, by the Principal

Done this _____th day of _____ 2020 at _____ City, Philippines.

Stockholder

(Authorized Officer)
(Indicate Position)

*NOTE: If the stockholder is a corporation, the proxy must be signed by an authorized officer of the corporation and must be supported with a Secretary's Certificate containing the Board Resolution on the authority of the officer to appoint proxy.

**GUIDELINES IN PARTICIPATION
BY REMOTE COMMUNICATION
IN THE ANNUAL STOCKHOLDERS MEETING
OF KEPPEL PHILIPPINES PROPERTIES, INC.
ON 13 AUGUST 2020**

The 2020 Annual Stockholders' Meeting of Keppel Philippines Properties, Inc. is scheduled on **13 August 2020, Thursday, at 2:00 p.m.** and the Board of Directors of the Company has fixed **03 July 2020 (Record Date)** as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, the Board of Directors of the Company has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia*.

A. Registration

1. Stockholders that intend to participate in the Annual Stockholders Meeting ("Meeting") by remote communication must inform the Company their intention to do so by sending a notification or confirmation of their attendance via e-mail to keppel.prop@kepland.com.ph on or before **10 August 2020**.
2. Stockholders that will appoint a proxy should date, sign, and deliver the proxy form to the Corporate Secretary at Keppel Philippines Properties, Inc., 18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City on or before **10 August 2020**. All proxies received will be validated on **11 August 2020**.
3. Only stockholders of record that duly submitted their valid proxy or notified the Company their intention to participate by remote communication will be included in determining the existence of a quorum. Please note that the Company is not asking for or soliciting proxies.
4. For validation purposes, the email should include the following information of the stockholder:

a. For Individual Stockholders: (i) full name; (ii) address; (iii) contact number, landline or mobile number, (iv) a scanned copy of the front and back portion of a valid government issued identification card, preferably with photo and residential address (v) if appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized), and (vi) Stock certificate number/s.

b. For Multiple Stockholders or Joint Owners: (i) full name; (ii) address; (iii) contact number, landline or mobile number, (iv) a scanned copy of the front and back portion of a valid government issued identification card, preferably with photo and residential address, (v) proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need not be notarized), and (vi) Stock certificate number/s.

c. For Corporate Stockholders: a copy of the Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the corporate stockholder should be sent by email as well. Similar to Item a, the following information on the authorized representative should be provided in the email: (i) full name; (ii) address; (iii) contact number, landline or mobile number, (iv) a scanned copy of the front and back portion of a valid government issued identification card, preferably with photo and residential address and (v) Stock certificate number/s.

d. For Stockholders with Shares under broker account: (i) full name; (ii) address; (iii) contact number, landline or mobile number, (iv) a scanned copy of the front and back portion of a valid government issued identification card, preferably with photo and residential address (v) if appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized), and (vi) certification from broker as to the number of shares owned by stockholder.

Valid government issued IDs include the following: passport, driver's license, unified multi-purpose ID, SSS ID, senior citizen ID, among others. The provided information will be used solely for purposes of validating the identity of the stockholder and registering for the Meeting.

5. Any data from stockholders or their authorized representative will be collected, stored, processed, and used exclusively for the purpose of electronic registration for the Meeting.
6. A stockholder's online registration requires submission of all mandatory requirements. Incomplete or conflicting documents may result in an unsuccessful registration.
7. For the convenience of the stockholders, we recommend to register early prior to the deadline on **10 August 2020**. This is to allow sufficient time to address any concerns prior to the Meeting.
8. Stockholders who have indicated their intention to participate via remote communication by sending a notification/confirmation of their attendance by e-mail to keppel.prop@kepland.com.ph on or before **10 August 2020** shall receive an e-mail acknowledgment thereof and a WebEx online meeting invitation.

B. Voting and Participation During the Meeting

1. On the date of the Meeting, stockholders are encouraged to log-in at least an hour before the Meeting to allow opportunity to address possible technical issues and to avoid delay.
2. Stockholders may send questions and/or comments prior to or during the Meeting by email to keppel.prop@kepland.com.ph or by typing in the "chat panel" of the WebEx online meeting platform. Questions or comments received on or before **12 August 2020** will be read and addressed before the Meeting is adjourned. Other questions or comments not taken up during the Meeting due to time constraints will be addressed separately and replied through email.
3. After registration to participate by remote communication, stockholders will be provided an opportunity to cast their votes. The Presiding Officer of the ASM shall ask the stockholders to vote on the matters following the ASM Agenda. Participants can send their votes/objections via the WebEx Chat box. Motions shall be considered carried upon garnering majority votes of present stockholders

4. The holders of common stocks are entitled to one vote per share. An affirmative vote by the stockholders owning at least a majority of the outstanding capital stock shall be sufficient to approve matters requiring stockholder's action, except as to the election of Directors. The holder of a majority interest of all outstanding stock of the Company entitled to vote at the meeting shall constitute a quorum for the transaction of business.
5. In connection with the election of Directors, however, the system of cumulative voting will be followed. In cumulative voting, each stockholder is entitled to as many votes equal to the number of shares held by the stockholder at the close of business on the Record Date multiplied by the number of directors to be elected. A stockholder may cast all votes for a single nominee or may apportion such votes among any two or more nominees. The total number of votes cast shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected.
6. Results and the final tabulation of votes will be reflected in the Minutes of the Meeting.
7. The Meeting will be recorded in video and audio format.
8. Stability of the stockholders' internet access to the Annual Stockholders' Meeting may be subject to fluctuations and interruptions depending on the stockholders' available technology, internet access, and internet provider. The Company cannot influence the availability, operability, stability, and reliability of telecommunications networks and any third-party internet service providers.

SECURITIES AND EXCHANGE COMMISSION

**SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter: **KEPPEL PHILIPPINES PROPERTIES, INC.**

3. Province, country or other jurisdiction of incorporation or organization: **Mandaluyong City, Philippines**

4. SEC Identification Number: **PW-305**

5. BIR Tax Identification Code: **000-067-618**

6. Address of principal office: **12 ADB Avenue, Ortigas Center, Mandaluyong City 1550 (business office address changed to: 18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City, 1550)**

7. Registrant's telephone number, including area code: **(02) 8584-6170**

8. Date, time and place of the meeting of security holders:

Date: **13 August 2020, Thursday**
Time: **2:00 P.M.**
Place: **via WebEx online meeting**

9. Approximate date on which the Information Statement is first to be sent to security holders:

16 July 2020

10. Securities registered pursuant to Sections 8 and 12 of the SRC:

<u>Title of Each Class</u>	<u>Authorized Capital Stock</u>	<u>Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding</u>
Common Stock	375,000,000	293,828,900

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes / No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

- (a) The stockholders' meeting shall be held on:

Date: **13 August 2020, Thursday**
Time: **2:00 P.M.**
Place: **via WebEx online meeting**

Complete Mailing Address of the Principal Office of the Registrant

12 ADB Avenue, Ortigas Center, Mandaluyong City 1550 (business office changed to: **18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City, 1550**)

- (b) The approximate date on which the Information Statement is first to be sent or given to security holders shall be **16 July 2019**. Pursuant to SEC Notice dated 20 April 2020 providing for alternative mode for distributing and providing copies of Notice of Meeting, Information Statement, and other documents in connection with the holding of Annual Stockholders' Meeting, the same will be available at KPPI's website www.keppelland.com.ph and via Philippine Stock Exchange (PSE)'s website – PSE Edge Portal.

Item 2. Dissenter's Right of Appraisal

The matters to be discussed in the Annual Stockholders' Meeting subject of this Notice do not give rise to any appraisal right in favor of the stockholders.

Title X, Section 80 and Title IV, Section 41 of the Revised Corporation Code of the Philippines ("RCCP") allow a shareholder to exercise his right of appraisal in the following instances: (1) in case an amendment to the Articles of Incorporation will change or restrict the rights of such shareholder or otherwise extend or shorten the term of the company; (2) in case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the company's properties; (3) in cases of merger or consolidation; or (4) in case the company decides to invest its funds in another corporation or business.

As required by Title X, Section 81 of the RCCP, a dissenting stockholder who voted against a proposed corporate act may exercise the right of appraisal, when available, by making a written demand on the corporation for the payment of the fair value of the shares held within thirty (30) days from the date on which the vote was taken.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- a) There are no transactions or matters known to the registrant to be taken up in the meeting in which the Directors, Executive Officers, Nominees or Associate/s have any interest other than the election of Directors.
- b) No Director or Officer of the registrant has informed the registrant of any intention to oppose any action intended to be taken up at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- a) Class of Voting Shares (as of **31 May 2020**)

Class of Voting Shares	No. of Shares Outstanding	No. of Vote/s Each Share is Entitled
Common Shares	293,828,900	One (1) vote per share

- b) The record date is **03 July 2020** for purposes of determining the stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.
- c) The election of directors shall be taken up at the meeting and pursuant to Section 23 of the Revised Corporation Code, each stockholder shall have the right to cumulate his votes in favor of any nominee(s) for director. There are no conditions precedent for the exercise of the cumulative voting rights in the election of directors. A stockholder may vote such number of shares registered in his name as of the record date for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. The total number of votes cast by such stockholder should not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.
- d) Security Ownership of Certain Record and Beneficial Owners and Management:

- 1) *Security Ownership of Certain Record and Beneficial Owners of more than 5% as of **31 May 2020**:*

The persons known to the registrant to be directly or indirectly the record or beneficial owner of more than 5% of the registrant's voting securities as of **31 May 2020** are as follows:

Title of Class	Name and Address of Record Owner and relationship with The Company	Name of Beneficial Owner and relationship with Record Owner	Citizenship	No. of Shares Held	Percent of Class
Common Shares of Stock	Keppel Land Limited ¹ 1 Harbourfront Avenue Level 2 Keppel Bay Tower Singapore 098632 (Stockholder)	Same as Record Owner	Singaporean	148,365,050	50.49%
Common Shares of Stock	Kepwealth, Inc. ² Unit 3-B Country Space I Bldg, Sen. Gil Puyat Avenue, Makati City (Stockholder)	Same as Record Owner	Filipino	51,033,178	17.37%
Common Shares of Stock	Keppel Corporation Limited ³ 1 HarbourFront Avenue #18-01 Keppel Bay Tower, Singapore 098632 (Stockholder)	Same as Record Owner	Singaporean	35,783,742	12.18%

Common Shares of Stock	PCD Nominee Corp. – Filipino ⁴ 37/F Enterprise Bldg. Ayala Avenue Makati City 1226	Various ⁵	Filipino	31,511,278	10.72%
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- 1 Mr. Ng Ooi Hooi is authorized as proxy to vote for the shareholdings of Keppel Land Limited.
- 2 Mr. Stefan Tong Wai Mun, or in his absence, the Chairman of the meeting is duly authorized as proxy to vote in the shares of Kepwealth, Inc. in the Company.
- 3 Mr. Stefan Tong Wai Mun, or in his absence, the Chairman of the meeting is duly authorized as proxy to vote for the shareholdings of Keppel Corporation Limited (“KCL”) in the Company.
- 4 PCD Nominee Corporation (“PCNC”) is a wholly owned subsidiary of the Philippine Central Depository, a corporation established to improve operations in securities transactions and to provide a fast, safe and highly efficient system for securities settlement in the Philippines. PCNC acts as trustee-nominee for all shares lodged in the PCD system, where trades effected on the Philippine Stock Exchange are finally settled with the PCD. However, while PCNC is the actual shareholder in the said company, shares held by PCNC do not grant voting powers to it as beneficial ownership of the shares still remain with the lodging stockholder. By policy, PCNC does not vote the shares it was entrusted with it in its name.
- 5 Molten Pte., Ltd. is the beneficial owner of the following shares of the Company as of 31 May 2020:

	<u>No. of shares held</u>	<u>% of class</u>
Molten Pte Ltd.	18,496,016	6.29%

2) *Security Ownership of Directors and Management as of 31 May 2020:*

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Ng Ooi Hooi	1 (direct)	Singaporean	0.00%
Common	Yong Ngai Soon*	1 (direct)	Singaporean	0.00%
Common	Ramon J. Abejuela	1 (direct)	Filipino	0.00%
Common	Celso P. Vivas	1 (direct)	Filipino	0.00%
Common	Stefan Tong Wai Mun	10,000 (direct)	Malaysian	0.00%
Common	Tan Boon Ping	1 (direct)	Singaporean	0.00%
Common	Oh Lock Soon	1 (direct)	Singaporean	0.00%

*Mr. Lim Jean Loong resigned as Director from the Company on 29 May 2020 and was replaced on same day by Mr. Yong Ngai Soon. The nominal share of Mr. Lim Jean Loong was transferred to Mr. Yong Ngai Soon on 29 May 2020.

As disclosed above, apart from the President who is also a Director of KPPI, none of the compensated executive officers have Security Ownership in KPPI as shown in the list of shareholders’ purchases provided by the KPPI’s transfer agent.

The total security ownership of all directors and officers as a group unnamed is 10,006 shares or 0.00% of total shares outstanding.

3) *Voting Trust Holders of 5% Or More*

As of 31 May 2020, there are no individuals or parties who hold 5% or more of the Company’s common stock under a voting trust or similar agreement.

4) *Changes in control*

There were no events or arrangements which may result in a change in control of the Company. No change in control of the registrant has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

1) Directors, Executive Officers, Promoters and Control Persons

(a) Nominees to the Board of Directors

At present, there are eight seats to the Board of Directors. The term of office of each member is one (1) year. The directors are elected annually during the annual stockholders' meeting, to serve as such, until the next annual stockholders' meeting and until their successors shall have been duly elected and qualified. The incumbent members of the Board of Directors are as follows:

Name / Position	Age	Citizenship
1. Ng Ooi Hooi <i>Chairman, Director</i>	60	Singaporean
2. Yoon Ngai Soon <i>Director</i>	46	Singaporean
3. Ramon J Abejuela <i>Independent Director</i>	71	Filipino
4. Celso P. Vivas <i>Independent Director</i>	73	Filipino
5. Stefan Tong Wai Mun <i>Director</i>	47	Malaysian
6. Tan Boon Ping <i>Director</i>	46	Singaporean
7. Oh Lock Soon <i>Director</i>	61	Singaporean
8. Mayo Jose B. Ongsingco* <i>Independent Director</i>	68	Filipino

*The untimely death of Mr. Mayo Jose B. Ongsingco was disclosed to the PSE and SEC on 14 April 2020.

The following are the incumbent members of the Screening Committee as of 31 May 2020:

Ng Ooi Hooi, *Chairman*
Celso P. Vivas, *Member (Independent Director)*
Stefan Tong Wai Mun, *Member*

The Screening Committee approved the following nominees for election to the Board of Directors at the upcoming Annual Stockholders' Meeting and said nominees have accepted their nomination:

1. Ng Ooi Hooi
2. Oh Lock Soon
3. Celso P. Vivas – Independent Director
4. Yong Ngai Soon
5. Ramon J. Abejuela – Independent Director
6. Tan Boon Ping
7. Stefan Tong Wai Mun
8. Leonardo R. Arguelles, Jr. - Independent Director

The Company's Amended By-Laws, as approved by the SEC on 30 March 2007, provides for the procedure on the nomination and election of Independent Directors, consistent with Rule 38 of the Securities Regulation Code. The Screening Committee receives recommendations for independent directors, signed by the nominating stockholders with the conformity of the would-be nominee. After pre-screening the qualifications of the nominees, the Committee prepares the Final List of Candidates ("List"). Only the names of nominees appearing in the List shall be eligible for election as independent director at the annual stockholders' meeting.

The nominees for Independent Director for the ensuing year are as follows:

Nominee for Independent Director	Person that Nominated the Candidate	Relationship Between the Parties
Mr. Celso P. Vivas	Mr. Stefan Tong Wai Mun	None
Mr. Ramon J. Abejuela	Mr. Oh Lock Soon	None
Mr. Leonardo R. Arguelles, Jr.	Mr. Oh Lock Soon	None

(b) Profile of Incumbent Directors, Nominees, and Officers

- 1) **Mr. Ng Ooi Hooi**, 60 years old, Singaporean, was re-elected on 23 December 2019 as Director and Chairman of the Board of Directors of KPPI effective 1 January 2020. Mr. Ng joined Keppel Land Group in 2007 and is currently President, Singapore & Regional Investments, overseeing the Group's real estate businesses in Singapore, Thailand, Philippines, Myanmar and Malaysia. He was previously General Manager, Regional Head (and before that, General Manager, Business Development) of Keppel Land China Limited. From 2008 to 2011, Mr. Ng was deployed as Deputy Chief Executive Officer of the Sino-Singapore Tianjin Eco-City Investment and Development Co Ltd.

Prior to joining Keppel Land Group, Mr. Ng served for 22 years in the Singapore Administrative Service and held key positions and appointments in several government ministries and statutory boards, including the Ministry of Home Affairs, Ministry of Communications and Information, Ministry of Information and the Arts, Ministry of Trade and Industry, Ministry of National Development, Ministry of Defence, Ministry of Law, Singapore Land Authority, and Ministry of Transport.

Mr. Ng holds a Master's Degree in Public Administration from Harvard University and a Bachelor's Degree in Economics (First Class Honours) from the Australian National University.

- 2) **Ms. Tan Boon Ping**, 46, Singaporean, was elected as a Director of KPPI. on 14 January 2019. Ms Tan joined Keppel Land Limited in December 2008 as Financial Controller, overseeing the Group consolidation and reporting for the Keppel Land Group. She reported directly to the Chief Financial Officer (CFO), and she also assisted the Company Secretary on corporate secretarial matters. In December 2015, she was appointed the CFO of Keppel Land China Limited. In August 2018, she assumed the role of CFO, Keppel Land Limited.

Prior to joining Keppel Land, Ms. Tan worked with two other real estate developers, Ascendas Pte. Ltd. and City Development Limited, where she gained experiences in group consolidation, tax, financial and management reporting, forecasting and budgeting for large groups with regional presence. She started her career as an auditor with Ernst and Young and PricewaterhouseCoopers.

Ms. Tan holds a Bachelor of Business Administration from National University of Singapore and a Master in Financial Management from University of Manchester. She is a Chartered Accountant with the Institute of Singapore Chartered Accountants.

- 3) **Mr. Yong Ngai Soon**, 46 years old, Singaporean, was elected as Director of KPPI on 29 May 2020. Mr. Yong joined Keppel Land Group as Financial Controller in January 2019. His professional background includes various industries such as audit, IT, and real estate. Prior to joining Keppel Land, Mr. Yong held senior finance leader positions in the past ten years with established real estate companies in Singapore and China. He also has established experience in group consolidation, financial reporting, business partnering, tax, mergers, and acquisitions.

Mr. Yong holds a Bachelor's Degree in Accountancy from Nanyang Technological University of Singapore. He is a Chartered Accountant with the Institute of Singapore Chartered Accountants.

- 4) **Mr. Oh Lock Soon**, 61, Singaporean, was elected as Director and President of KPPI on 31 March 2017. Prior to his election, Mr. Oh Lock Soon served as the President of Keppel Thai Properties Public Company Limited from January 2012 to June 2016. He served as an Executive Director at Keppel Thai Properties Public Company Limited from December 2011 to June 2016. Further, under Keppel Land International Ltd., Mr. Oh served as President (Thailand) under the Regional Investments Division.

Prior to joining Keppel Land International Ltd., Mr. Oh served as Director for Qingjian Realty Pte. Ltd. He also served as General Manager for Acacio Concept Singapore Pte. Ltd. in 2010. In 2009, he sat as General Manager of Qingjian Precast Pte. Ltd. Mr. Oh was the Chief Operating Officer of TCC Capital Land (Thailand) Limited, a joint venture between Capital Land (Singapore) Limited and TCC Land (Thailand) Limited from November 2006 until December 2008.

Mr. Oh holds a Bachelor of Science Degree in Civil Engineering, Honors from University of Southampton and Master of Science Degree in Concrete Structure from the Imperial College of Science, Technology and Medicine, University of London, U.K.

- 5) **Mr. Ramon J. Abejuela (Independent Director)**, 71, Filipino, has been an Independent Director of KPPI from November 1999 to June 2008. He was re-elected in June 2009 and is currently the Chairman of the Audit Committee of the Company. He is also an Independent Director of Keppel Philippines Holdings, Inc. since 14 September 2017. He also serves as Director and Vice Chairman of the Board of Philippine Nutri-Foods Corporation and NCP Publishing Inc. since 2004.

Mr. Abejuela has over 40 years of experience in the field of financial planning, control and consultancy.

Mr. Abejuela holds a Bachelor of Science in Chemical Engineering (Cum Laude) Degree from De La Salle University and Master's Degree in Business Management – General Management Curriculum from Asian Institute of Management.

- 6) **Mr. Celso P. Vivas (Independent Director)**, 73, Filipino, has been an Independent Director of KPPI since November 2004 and is a member of the Company's Audit Committee. He is also an Independent Director since June 2005 and is currently the Lead Independent Director and Chairman of the Audit and Risk Management Committee of Keppel Holdings, Inc., as well as an Independent Director and Chairman of the Audit and Risk Management Committee of Keppel Philippines Marine, Inc. Mr. Vivas is also an Independent Director of Megawide Construction Corporation, Chairman of its Audit and Compliance Committee, and Member of both the Boards of Risk Oversight and Governance, Nomination and Remuneration Committee. He is also a member of Marubeni Foundation's Board of Trustees.

Mr. Vivas is a Certified Public Accountant and was Risk Consulting Partner and Assurance Business Advisory Partner of SGV & Company until his retirement in 2001. Mr. Vivas has over 50 years of experience in audit, finance, enterprise risk management and corporate governance.

Mr. Vivas holds a Bachelor of Business Administration (Cum Laude) Degree from the University of the East. He also obtained a Master's Degree in Business Management from the Asian Institute of Management (SGV & Co. Scholar). He is also a graduate of Company Directors' Course from Australian Institute of Company Directors (ICD Scholar).

- 7) **Mr. Stefan Tong Wai Mun**, 47, Malaysian, was elected as a Director of KPPI in June 2007. He is also the Executive Vice President and Director of Keppel Philippines Marine, Inc., as well as a Director of Keppel Philippines Holdings, Inc. and various Keppel companies in the Philippines. Mr. Tong has over 20 years of experience in banking, finance and real estate.

Mr. Tong holds a Bachelor of Commerce Degree in Accounting and Finance (Honours) from University of Western Australia. He is also a Chartered Accountant and a member of the Institute of Chartered Accountants in Australia and New Zealand.

- 8) **Leonardo R. Arguelles, Jr.**, 70, Filipino, was the President and Director of Unicapital Securities Inc. (Stockbroker) from 2001 to March 2019 and Managing Director of Unicapital, Inc (Investment House) from 2003 to March 2019. He was an Advisory Board Member of Basic Energy Corporation (listed company) from 2012 to 2019 and Director of Des Eaux Utilities Corp from 2007 to March 2019. He was an Independent Director of Royal Bank of Scotland, Manila Branch from 2002 to 2009 and Anglo Philippines Holdings (listed company) from 2004 to 2007. He was previously Executive Director of Keppel IVI Investments from 1989 to 1997. He graduated from Ateneo de Manila University with AB Economics. He has more than 45 years of experience in the field of investments.

(c) Key Officers

The Company's Officers are elected or appointed annually by the Board of Directors at its Organizational Meeting following the Annual Meeting of the Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected/appointed and shall have qualified.

The Company's key executive officers as of 31 May 2020 are as follows:

Ng Ooi Hooi	Chairman
Oh Lock Soon	President
Pang Chan Fan	Treasurer
Ma. Melva E. Valdez	Corporate Secretary/Corporate Information & Compliance Officer
Stephanie Maree N. Dysangco	Assistant Corporate Secretary

1. **Oh Lock Soon**, 61, Singaporean. (See *Director's profile in page 6*)
2. **Pang Chan Fan**, 38, Singaporean, was appointed Treasurer of KPPI on 9 October 2017. He joined Keppel Land Group under Keppel Land Hospitality Management Pte., Ltd. and was assigned as the Financial Controller of Wiseland Investment (Myanmar), Ltd. in October 2015. He was then transferred to Keppel Land International Limited and was assigned as Financial Controller of the Company in April 2017. Prior to joining Keppel, he has held positions as a Finance Manager and has started his professional career in audit firms in Singapore. He holds certification from the Association of Chartered Certified Accountants.
3. **Atty. Ma. Melva E. Valdez**, 60, Filipino, has been the Corporate Secretary of KPPI since 1999. Atty. Valdez also served as Director of KPPI from 24 June 2008 to 11 June 2009. She is a Senior Partner of the law firm Bello Valdez & Fernandez (JGLaw). Atty. Valdez is also the Corporate Secretary of Keppel Philippines Holdings, Inc., and Mabuhay Vinyl Corporation (listed corporations), Keppel Philippines Marine, Inc. (a public company), Asian Institute of Management, Keppel Subic Shipyard, Inc., Keppel Batangas Shipyard, Inc. and various Keppel companies in the Philippines, EMS Components Assembly Inc., EMS Resources Technology Inc., EMS Land Services Inc., EMS Services Philippines, Inc., EMS Services International Inc., Alliance Mansols Inc., Creotec Philippines Inc. and Wartsila Philippines Inc. She is a member of the Board of Directors of Leighton Contractors (Phils), Inc., Servier Philippines, Inc., Cambe Dental Inc., Suretrac Holdings Inc., and Asia Contractors Holdings, Inc. Atty. Valdez likewise holds directorship positions in the following companies: Logwin Air + Ocean Philippines, Inc., KPSI Property, Inc., Opon Realty & Development Corp., Opon-Ke Properties, Inc., Asia Control Systems Philippines, Yinda Communications Philippines Inc., and Saint-Gobain Philippines Co. Ltd. Inc.

Atty. Valdez graduated from the University of the Philippines with a Bachelor of Arts Degree in Political Science and a Bachelor's Degree in Law. She has 30 years of working experience in her field of profession as a lawyer.

4. **Atty. Stephanie Maree N. Dysangco**, 28, Filipino, was appointed the Assistant Corporate Secretary of KPPI in September 2019. She is likewise the Assistant Corporate Secretary of Mabuhay Vinyl Corporation beginning 2019. At present, she is a Junior Associate of the law firm Bello Valdez & Fernandez. She graduated from Ateneo de Manila University with a Bachelor of Arts Degree in European Studies, Minor in French Studies and graduated from Ateneo Law School in 2016 with a Juris Doctor Degree.

(d) Significant Employees

There are no other employees other than the officers mentioned herein as executive officers who are expected to make a significant contribution to the business. The contribution of each of the Company's employees is valued. Each employee is expected to do his share in achieving the Company's goals.

(e) Family Relationship of Directors and Officers

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, persons nominated or chosen by the company to become directors or executive officers, any security holder of certain record, beneficial owner or management.

(f) Involvement in Certain Legal Proceedings

As of 31 May 2020, to the knowledge the Corporation, none of the Company's Directors or Executive Officers have been involved in any legal proceedings during the last five (5) years that are material to an evaluation of their ability or integrity to act as such.

No director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of security holders because of a disagreement with the registrant on any matter relating to the registrant's operations, policies or practices.

To the knowledge of the Corporation, none of the Directors and Executive Officers of the Corporation is involved in any of the following in the past five (5) years:

- (i) A bankruptcy petition by or against any business of which a such person was a general partner or Executive Officer either at the time of the bankruptcy or within two (2) years prior to that time;
- (ii) A conviction by final judgement in a criminal proceeding, domestic or foreign, or is being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (iii) An order, judgement, or decree, not subsequently reversed, suspended, or vacated, by any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; nor
- (iv) A conviction by a domestic or foreign court of competent jurisdiction in a civil action, the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have

violated securities or commodities law or regulation, and the judgement has not been reversed, suspended, or vacated.

(g) Certain Relationships and Related Transactions

During the last two (2) years, no director of the Company has received or become entitled to receive any benefit by reason of any contract with the Company, a related corporation, a firm of which the director is a member or a company of which a director has a substantial financial interest.

There are no transactions in the last two (2) years or proposed transactions to which the registrant was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

- i. Any director or executive officer of the Corporation
- ii. Any nominee for election as a director;
- iii. Any security holders;
- iv. Any member of the immediate family of the preceding persons.

The parent company of the registrant is Keppel Land Limited (“KLL”). KLL owns 50.49% of the Company’s capital stock.

Details of the Company’s related party transactions are explained in Note 11 of the Notes to the Consolidated Audited Financial Statements of the Company.

Item 6. Compensation of Directors and Executive Officers

The Company has seven (7) executive officers as of 31 May 2020.

- a. The aggregate annual compensation, including salary and benefits, paid to the four (4) most highly compensated executive officers is summarized in the table below:

The four (4) most highly compensated executive officers are:

- 1. Oh Lock Soon – President;
- 2. Pang Chan Fan – Treasurer;
- 3. Tan Ye-Huang – Investment Manager;
- 4. Joseph Pelaez – Legal and Compliance

SUMMARY COMPENSATION TABLE					
Annual Compensation (in Pesos)					
	Year	Salary	Bonus	Others	Total
		In Php Millions			
Aggregate compensation of the top four Executive Officers	2020 (Projected)	25.92	12.27	0.03	38.22
	2019	24.59	12.34	0.03	36.96
	2018	18.79	5.57	0.03	24.39
Aggregate for all other Officers as a group	2020 (Projected)	3.04	0.44	0.07	3.55
	2019	3.16	0.35	0.07	3.58
	2018	3.14	0.10	0.07	3.31

Note: Only the abovementioned officers are considered most highly compensated. Other than the abovementioned Executive Officers, the rest of the employees are the rank and file employees. The Corporate Secretary is not considered as an executive officer of the company.

Executive Officers do not receive any other form of remuneration aside from the above compensation. There are no arrangements and/or employment contracts between the Company and executive officers providing for any compensatory plan or arrangement for payment upon resignation, retirement, termination or cessation of employment.

- b. The Company's By-Laws provide that, by resolution of the Board, each Director shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten (10%) of the net income before tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders. With respect to directors' remuneration, the directors are being paid directors' fees of ₱80,000 each per annum. Payment of directors' fee of ₱80,000.00 per director for 2019 will be presented to the stockholders for approval at the annual stockholders' meeting. Each director also receives an amount of P10,000 per diem for attendance at every board meeting.
- c. There are no other standard or special arrangements and no special consulting contracts awarded to any director or officer of the Company by which they were compensated, or to be compensated, directly or indirectly, and there are no amounts payable to any of the directors arising from participation in any working committee or special assignments in the current fiscal year or in the coming year.
- d. There are no employment contract/s, termination and change in control arrangements including pension/s or retirement plan/s in which any of the directors and officers will participate.
- e. There are no outstanding warrants or options held by the registrant's chief executive officers, executive officers and all officers and directors as a group.

Item 7. Independent Public Accountant

- a) The Board of Directors has yet to approve the appointment of the Corporation's external auditor based on the recommendation of the Audit Committee, for the year 2020, for a fee to be approved by the Board of Directors. The same will be submitted to the stockholders at the upcoming Annual Stockholders' Meeting for approval.

The following are the members of the Audit Committee as of 31 May 2020:

Ramon J. Abejuela – *Chairman, Independent Director*
Celso P. Vivas – *Member, Independent Director*
Stefan Tong Wai Mun - *Member*

The Audit Committee evaluates proposals based on the quality of service, commitment for deadline, and fees. The Committee may require a presentation from each proponent to clarify some issues.

- b) Isla Lipana & Co., represented by Ms. Catherine H. Santos as partner-in-charge, was the Company's external auditor for the year ended 31 December 2019. Pursuant to SRC Rule 68(b)(iv) of the Amended Implementing Rules and Regulations of the SRC re rotation of external auditors, the Company has not engaged Ms. Catherine H. Santos for more than five (5) years.
- c) Representatives of Isla Lipana & Co. will be present at the stockholders' meeting and are expected to be available to respond to appropriate questions. The representatives of the External Auditor will have the opportunity to make a statement if they desire to do so.
- d) The aggregate annual external audit fees billed for each of the last two (2) fiscal years from the audit of the Company's annual financial statements or services that are normally provided by the external auditor are as follows:

Total audit fees paid by the Group to the external auditors amounted to ₱ 400,000 in 2018. The 2019 audit fees are yet to be finalized.

	<u>2019</u>	<u>2018</u>
1. Audit and other assurance or related services by the external auditor that are reasonably related to the performance of the auditor's review	₱1,000,000 ¹	₱400,000
2. Tax Fees	₱167,400	-
3. All Other Fees	₱100,000	-

e) During the registrant's two most recent fiscal years or any subsequent interim period:

- 1) No independent accountant who was previously engaged as the principal accountant to audit the registrant's financial statements, or an independent accountant on whom the principal accountant expressed reliance in its report regarding a significant subsidiary has resigned (or indicated it has declined to stand for reelection after the completion of the current audit) or was dismissed; and,
- 2) No new independent accountant has been engaged as either the principal accountant to audit the registrant's financial statement or as an independent accountant on whom the principal accountant has expressed or is expected to express reliance in its report regarding a significant subsidiary.

Item 8. Compensation Plans

- a. The Company has no plan or action to be taken with respect to any stock options, warrants or rights plan.
- b. The Company has no plan or action to be taken with respect to non-cash compensation to be paid or distributed other than the compensation stated in Item 6.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting that involves any of the following: (a) authorization or issuance of securities other than for the Exchange; (b) modification or exchange of the class of securities; (c) merger, consolidation, acquisition of securities of another person, sale or transfer of all or any substantial part of the assets of the Corporation; (d) liquidation or dissolution of the Corporation; or (e) restatement of any of the Corporations' assets, capital, or surplus accounts.

D. OTHER MATTERS

Item 15. Actions with Respect to Reports

The approval of the stockholders on the following matters will be taken:

- a) Annual Report/Audited Financial Statements of the Company for the year ending 31 December 2019. Approval of the Annual Report/Audited Financial Statements constitutes a ratification of the company's performance during the previous fiscal year as contained therein.
- b) Minutes of the 13 June 2019 Annual Meeting of the Stockholders.

¹ Estimated fees. The 2019 audit fees are yet to be finalized.

Approval of the Minutes of the Y2019 Annual Meeting of the Stockholders constitutes ratification of the accuracy and faithfulness of the minutes as to the events that transpired during the said meeting such as

- (1) Approval of the Minutes of the Stockholders' Meeting held on 17 May 2018;
- (2) Chairman's address;
- (3) Presentation and Approval of the Y2018 Annual Report and Audited Financial Statements;
- (4) Ratification of the Acts and Proceedings of the Board of Directors, Officers and Management of the Corporation during the Year under Review;
- (5) Election of Directors;
- (6) Approval of Directors' Remuneration for Y2019; and
- (7) Appointment of External Auditor for Y2019.

This does not constitute a second approval of the same matters taken up at the Y2019 Annual Stockholders' Meeting which have already been approved.

Item 16. Matters Not Required to be Submitted

The Company does not intend to submit to a vote of its stockholders any action/s which is/are not required to be submitted to stockholders' vote.

Item 17. Amendment of Charter, Bylaws or other Documents

There is no action to be taken with respect to the Company's Charter, By-Laws or other documents.

Item 18. Other Proposed Action

- a) Ratification of all acts and proceedings of the Board of Directors, Officers and Management covering the period from the date of the last annual stockholders' meeting up to 12 August 2020. These acts and proceedings are covered by resolutions of the Board of Directors duly adopted in the course of business such as: appointment of signatories, approval of signing authorities and limits, treasury matters related to opening of bank accounts, and appointment of officers.
- b) Election of the Members of the Board of Directors for the ensuing calendar year 2020.
- c) Approval of Directors' Remuneration for Y2019.
- d) Appointment of External Auditor for Y2019.

Item 19. Voting Procedures

Except on the election of directors, an affirmative vote by the stockholders owning at least a majority of the outstanding capital stock shall be sufficient to approve matters requiring stockholders' action.

The holders of a majority interest of all outstanding stock of the company entitled to vote at the meeting, in person or by proxy, shall constitute a quorum for the transaction of business.

The holders of common stock are entitled to one vote per share, but in connection with the cumulative voting feature applicable to the election of directors, each stockholder is entitled to as many votes as shall equal the number of shares held by such person at the close of business on the record date, multiplied by the number of directors to be elected. A stockholder may cast all of such votes for a single nominee or may apportion such votes among any two or more nominees.

The shares shall be voted/casted by secret balloting and/or raising of hands. In all matters included in the agenda, except the election of directors, the counting of votes will be done through the regular method (or voting by raising of hands). For the election of directors, the counting will be cumulative. The Corporate Secretary shall be responsible for the counting/validation of votes.

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 correct. This report is signed in the City of Pasig on **03 August 2020**.

KEPPEL PHILIPPINES PROPERTIES, INC.


MA. MELVA E. VALDEZ
Corporate Secretary

Upon the written request of the stockholder, the Company undertakes to furnish said stockholder a copy of SEC Form 17-A free of charge, except for exhibits attached thereto which shall be charged at cost. Please direct all requests to the Corporate Secretary, Atty. Ma. Melva E. Valdez, at the following address: *Keppel Philippines Properties, Inc., 18th Floor Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City.*

MANAGEMENT REPORT

❖ INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Audit Fees and Services

Audit and Audit Related Fees

Isla Lipana & Co. was the external auditor of the registrant for the year ended 31 December 2019. The Company was billed for the audit of its Annual Financial Statements in the aggregate amount of ₱400,000.00 in 2018. The 2019 fees are yet to be finalized.

The Audit Committee reviews and pre-approves all audit plans and other services to be performed by the external auditors prior to submission to the Board of Directors for approval. The Audit Committee's approval policies and procedures comprise of assessing the proposed scope of audit work to be conducted, evaluating if there are material audit issues to be resolved, and then determining whether the fee charged is commensurate with the work carried out.

Other non-audit fees paid to Isla Lipana & Co. for 2019 includes ₱100,000.00 for Buena Homes Inc.'s partial redemption of redeemable preferred shares to KPPI and ₱167,400.00 for the Group's tax retainer services.

Tax Fees : ₱167,400

All Other Fees : ₱100,000

Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

There have been no disagreements with the independent accountants relating to accounting principles or practices, financial statement disclosure, or auditing scope or procedure for the last two (2) fiscal years.

❖ BUSINESS AND GENERAL INFORMATION

BUSINESS

The Company

Keppel Philippines Properties, Inc. (the "Parent Company" or "KPPI"), is a stock corporation organized under the laws of the Philippines. The Parent Company was first incorporated on 7 February 1918 under the name Hoa Hin Co., Inc. it was renamed to Cebu Shipyard and Engineering Works, Inc. in 1957, then to its present name Keppel Philippines Properties, Inc. in 1998.

KPPI was registered with the Philippine Securities and Exchange Commission (SEC) on 7 February 1918. Its corporate life was extended for another fifty (50) years starting 7 February 1968. On 5 May 2017, the Philippine SEC approved KPPI's Articles of Incorporation to further extend its corporate life for another 50 years starting 6 February 2018.

KPPI is listed in the Philippine Stock Exchange (PSE) through an initial public offering (IPO) in 1989. There was no further offering after the IPO. Its immediate parent company is Keppel Land Limited (KLL) and the ultimate parent company is Keppel Corporation Limited (KCL), both incorporated in Singapore. KCL is listed in the Singapore Exchange.

Subsidiaries

CSRI Investment Corporation (CSRI) was incorporated in the Philippines on 25 October 1990. CSRI, a wholly owned subsidiary of KPPI, is a holding company with investments in marketable equity securities and other investments.

Buena Homes, Inc. (BHI) was incorporated in the Philippines on 25 May 2000. BHI, a wholly owned subsidiary of KPPI, is engaged in property holding and development through BHSI.

Associates

Opon Realty and Development Corporation (ORDC), 40% owned by KPPI, was incorporated in the Philippines on 31 March 1989 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or other otherwise, real estate of all kinds.

Opon Ventures, Inc., 40% owned by KPPI, was incorporated in the Philippines on 14 September 1993 with the same purpose as ORDC.

Opon-KE Properties, Inc., 40% owned by KPPI, was incorporated in the Philippines on 19 January 1994 primarily to hold investments in associates.

Buena Homes (Sandoval), Inc. ("BHSI"), previously 40% owned by BHI, was incorporated in the Philippines on 24 May 2000. BHSI was involved in the development of a residential project known as "Palmdale Heights" which was completed in 2003. In October 2019, the Group sold its 61% effective ownership interest in BHSI, hence, BHSI ceased to be an associate of the Group as at December 31, 2019.

Joint Venture

SM Keppel Land, Inc. ("SMKL"), 40% owned by KPPI, was incorporated in the Philippines on 11 January 1994 to develop, operate and manage the property thereafter.

The Parent Company, together with its subsidiaries, associates and a joint venture, are collectively referred to as the "Group".

Business

KPPI, through its associated companies, is engaged in real estate development of office and commercial buildings, and renders property management consultancy services to these associates.

Commercial

The Podium Complex is a mixed-use development and lifestyle destination, comprising of retail and office spaces, which is located in the central business district of Ortigas.

The Podium

The Podium is the retail component in the mixed-use development of SMKL. It is a retail mall with an approximate total net leasable area of 50,000 sqm that offers a first-class shopping experience with a mix of specialty stores featuring well known international and local labels and wide selection of gourmet dining, prestige wellness, services outlets and cinemas.

The Podium West Tower

The Podium West Tower is the office component in the mixed-use development of SMKL. It is a 40-storey premium grade office tower, above The Podium expansion, with an approximate total net leasable area of 90,000 sqm.

The office tower and retail mall have been pre-certified Green Mark Gold by the Building and Construction Authority of Singapore and have also obtained pre-certification (Gold) by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED) for its green and energy-efficient features.

❖ **MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

Comparative Financial Update and Analysis

A) For First Quarter ended 31 March 2020

For The Quarter Ended	31March 2020 (Unaudited)	31March 2019 (Unaudited)	% Change
Return On Assets	(0.80%)	(0.85%)	5.88%
Loss Per Share	(₱0.07)	(₱0.08)	12.50%
As At	31 March 2020 (Unaudited)	31 December 2019 (Audited)	% Change
Net Tangible Asset Value Per Share	₱6.38	₱6.45	(1.09%)
Working Capital Ratio	2.52:1	2.33:1	8.15%
Debt-to-equity ratio	0.04:1	0.04:1	0.00%

- A. Return On Assets** - It indicates how effectively the assets of the Group are utilized in generating profit. Net loss after tax for the first quarter of 2020 amounted to ₱20.7 million which decreased by ₱1.6 million from ₱22.3 million net loss in the same period in 2019. The decrease was mainly due to the improvement in the share in results of associated companies, higher management consultancy and franchise fees revenue and higher other income.

	<u>First Quarter 2020</u>	<u>First Quarter 2019</u>
Net Loss After Tax (a)	(₱20,681,925)	(₱22,249,835)
Total Assets At Beginning (b)	₱2,597,931,411	₱2,619,145,552
Return On Assets (a/b)	(0.80%)	(0.85%)

- B. Loss Per Share** – It represents the equivalent apportionment of net loss to each share of the common stock outstanding. For the first quarter of 2020 and 2019, loss per share amounted to ₱0.07 and ₱0.08, respectively. The favorable performance is due to the lower net loss incurred in the first quarter of 2020 as compared to the same period in 2019.

	<u>First Quarter 2020</u>	<u>First Quarter 2019</u>
Net Loss After Tax (a)	(₱20,681,925)	(₱22,249,835)
Number of Common Stock (b)	293,828,900	293,828,900
Loss Per Share (a/b)	(₱0.07)	(₱0.08)

- C. Net Tangible Asset Value Per Share** - It measures the equivalent entitlement of each share of the common stock outstanding in the tangible assets. The tangible value per share decreased by 1.09% compared to the previous year due to the decrease in retained earnings resulting from the net loss incurred as of the first quarter of 2020.

Note: Net Tangible Assets include the ₱594.7 million subscription proceeds for Preferred Stock. As these Preferred Stock are redeemable, the subscription proceeds have been excluded from Net Tangible Assets in the computation of Net Tangible Asset per Share.

	<u>31 March 2020</u>	<u>31 December 2019</u>
Net Tangible Assets	₱2,468,716,918	₱2,489,398,843
Less: Preferred Stock	(594,741,000)	(594,741,000)
Net Tangible Assets Attributable To Common Stock	₱1,873,975,918	₱1,894,657,843
Number of Common Stock	293,828,900	293,828,900
Net Tangible Asset Value Per Share	₱6.38	₱6.45

- D. Working Capital Ratio** - The Group's ability to meet current obligations is measured by computing the ratio of current assets over current liabilities. The Working Capital Ratio increased by 8.15% as at 31 March 2020 as compared to 31 December 2019.

	<u>First Quarter 2020</u>	<u>31 December 2019</u>
Current Assets (a)	₱214,966,819	₱239,177,211
Current Liabilities (b)	₱85,147,975	₱102,755,492
Working Capital Ratio (a/b)	2.52 : 1	2.33 : 1

- E. Debt-to-Equity Ratio** - The Group's ability to maintain a strong credit rating and healthy capital ratio in order to support its business and maximize shareholder value. The Debt-to-Equity ratio remains the same as at 31 March 2020 as compared to 31 December 2019.

	<u>First Quarter 2020</u>	<u>31 December 2019</u>
Total Liabilities (a)	₱89,681,115	₱108,532,568
Total Equity (b)	₱2,468,716,918	₱2,489,398,843
Debt-to-Equity Ratio (a/b)	0.04 : 1	0.04 : 1

B) For the Years Ended 31 December 2019 and 2018

For The Year Ended	December 2019	December 2018	% Change
Return On Assets	(1.84%)	1.66%	(210.84%)
Earnings (Loss) Per Share	(₱0.16)	₱0.14	(214.29%)
Net Tangible Asset Value Per Share	₱6.45	₱6.61	(2.42%)
Working Capital Ratio	2.3:1	3.2:1	(28.12%)
Debt-to-equity ratio	0.04:1	0.03:1	33.33%

- A. Return On Assets** - This indicates how effectively the assets of the Group are utilized in generating profit. Net loss after tax amounted to ₱48.1 million in 2019, which is a complete reversal from the ₱42.4 million net income in 2018. The net loss is due to a significant decrease in share in results of associated companies and increase in general and administrative expenses.

	<u>31 December</u> <u>2019</u>	<u>31 December 2018</u>
Net Loss After Tax (a)	(₱48,129,588)	₱42,368,990
Total Assets At Beginning (b)	2,619,145,552	2,554,300,512
Return On Assets (a/b)	(1.84%)	1.66%

- B. Earnings (Loss) Per Share** – This represents the equivalent apportionment of net income (loss) to each share of common stock outstanding. The unfavorable performance is due to the net loss incurred in 2019 as compared to net income in 2018.

	<u>31 December</u> <u>2019</u>	<u>31 December 2018</u>
Net Loss After Tax (a)	(₱48,129,588)	₱42,368,990
Number of Common Stock (b)	293,828,900	293,828,900
Loss Per Share (a/b)	(₱0.16)	₱0.14

- C. Net Tangible Asset Value Per Share** - It measures the equivalent entitlement of each share of common stock outstanding in the tangible assets. The tangible value per share decreased by 2% compared to 2018 due to the decrease in retained earnings resulting from the significant loss incurred during the year.

Note: Net Tangible Assets include ₱594.7 million subscription proceeds for Preferred Stock. As these Preferred Stocks are redeemable, the subscription proceeds have been excluded from Net Tangible Assets in the computation of Net Tangible Asset Per Share.

	<u>31 December</u> <u>2019</u>	<u>31 December</u> <u>2018</u>
Net Tangible Assets	P2,489,398,843	P2,538,038,844
Less: Preferred Stock	(594,741,000)	(594,741,000)
Net Tangible Assets Attributable To Common Stock	1,894,657,843	1,943,297,844
Number of Common Stock	293,828,900	293,828,900
Net Tangible Asset Value Per Share	P6.45	P6.61

- D. Working Capital Ratio** - The Group's ability to meet current obligations is measured by determining current assets over current obligations. The Working Capital ratio decreased by 28% as compared to 2018.

	<u>31 December</u> <u>2019</u>	<u>31 December 2018</u>
Current Assets (a)	P239,177,211	P263,249,770
Current Liabilities (b)	102,755,492	81,106,708
Working Capital Ratio (a/b)	2.3:1	3.2:1

- E. Debt-to-Equity Ratio** - The Group's ability to maintain a strong credit rating and healthy capital ratio in order to support its business and maximize shareholder value. The Debt-to-Equity ratio increased by 33% as at 31 December 2019 as compared to 31 December 2018.

	<u>31 December</u> <u>2019</u>	<u>31 December 2018</u>
Total Liabilities (a)	P108,532,568	P81,106,708
Total Equity (b)	P2,489,398,843	P2,538,038,844
Debt-to-Equity Ratio (a/b)	0.04 : 1	0.03 : 1

C) For the Years Ended 31 December 2018 and 2017

For The Year Ended	December 2018	December 2017	% Change
Return On Assets	1.66%	51.18%	(96.76%)
Earnings Per Share	P0.14	P3.03	(95.38%)
Net Tangible Asset Value Per Share	P6.61	P6.47	2.16%
Working Capital Ratio	3.2:1	5.1:1	(37.25%)
Debt-to-equity ratio	0.03:1	0.02:1	50.00%

- A. Return On Assets** – This indicates how effectively the assets of the Group are utilized in generating profit. Net income after tax decreased from ₱889.1 million in 2017 to ₱42.4 million in 2018. The decrease is mainly from the lower share in results of associates from the lower fair value gain recognized and higher interest expense incurred by SMKL.

	<u>31 December</u> <u>2018</u>	<u>31 December 2017</u>
Net Income After Tax (a)	₱42,368,990	₱889,093,785
Total Assets At Beginning (b)	2,554,300,512	1,737,255,335
Return On Assets (a/b)	1.66%	51.18%

- B. Earnings Per Share** – This represents the equivalent apportionment of net income to each share of common stock outstanding. The unfavorable performance is due to the lower net income recognized in 2019 as compared to 2018.

	<u>31 December</u> <u>2018</u>	<u>31 December 2017</u>
Net Income After Tax (a)	₱42,368,990	₱889,093,785
Number of Common Stock (b)	293,828,900	293,828,900
Earnings Per Share (a/b)	₱0.14	₱3.03

- C. Net Tangible Asset Value Per Share** - It measures the equivalent entitlement of each share of common stock outstanding in the tangible assets. The tangible value per share increased by 2% compared to 2017 due to the increase in retained earnings resulting from the net income recognized during the year.

Note: Net Tangible Assets include ₱594.7 million subscription proceeds for Preferred Stock. As these Preferred Stocks are redeemable, the subscription proceeds have been excluded from Net Tangible Assets in the computation of Net Tangible Asset Per Share.

	<u>31 December</u> <u>2018</u>	<u>31 December</u> <u>2017</u>
Net Tangible Assets	₱2,538,038,844	₱2,495,014,940
Less: Preferred Stock	(594,741,000)	(594,741,000)
Net Tangible Assets Attributable To Common Stock	1,943,297,844	1,900,273,940
Number of Common Stock	293,828,900	293,828,900
Net Tangible Asset Value Per Share	₱6.61	₱6.47

- D. Working Capital Ratio** - The Group's ability to meet current obligations is measured by computing the current assets over current obligations. The Working Capital Ratio decreased by 37% as compared to 2017.

	<u>31 December</u> <u>2019</u>	<u>31 December 2018</u>
Current Assets (a)	₱263,249,770	₱302,391,530
Current Liabilities (b)	81,106,708	59,285,572
Working Capital Ratio (a/b)	3.2:1	5.1 : 1

- E. Debt-to-Equity Ratio** - The Group's ability to maintain a strong credit rating and healthy capital ratio in order to support its business and maximize shareholder value. The Debt-to-Equity ratio increased by 33% as at 31 December 2018 as compared to 31 December 2017.

	<u>31 December</u> <u>2018</u>	<u>31 December 2017</u>
Total Liabilities (a)	₱81,106,708	₱59,285,572
Total Equity (b)	₱2,538,038,844	₱2,495,014,940
Debt-to-Equity Ratio (a/b)	0.03 : 1	0.02 : 1

D) For the Years Ended 31 December 2017 and 2016

For The Year Ended	December 2017	December 2016	% Change
Return On Assets	51.18%	(1.71%)	3092%
Earnings (Loss) Per Share	₱3.03	(₱0.10)	3130%
Net Tangible Asset Value Per Share	₱6.47	₱3.44	88%
Working Capital Ratio	5.1:1	2.3:1	122%
Debt-to-equity ratio	0.02:1	0.08:1	(75%)

- A. Return On Assets** - This indicates how effectively the assets of the Group are utilized in generating profit. Net income after tax amounted to ₱889.1 million in 2017, a reversal from ₱30.2 million net loss in 2016. The significant net income in 2018 is due to the significant share in results of associates, mainly from SMKL from the adoption of fair value of accounting for its investment properties.

	<u>31 December 2017</u>	<u>31 December 2016</u>
Net Income (Loss) After Tax (a)	₱889,093,785	(₱30,174,609)
Total Assets At Beginning (b)	1,737,255,335	1,767,973,179
Return On Assets (a/b)	51.18%	(1.71%)

- B. Earnings (Loss) Per Share** – This represents the equivalent apportionment of net income (loss) to each share of common stock outstanding. The favorable performance is due to the net income recognized in 2017.

	<u>31 December 2017</u>	<u>31 December 2016</u>
Net Income (Loss) After Tax (a)	₱889,093,785	(₱30,174,609)
Number of Common Stock (b)	293,828,900	293,828,900
Earnings Per Share (a/b)	₱3.03	(₱0.10)

- C. **Net Tangible Asset Value Per Share** - It measures the equivalent entitlement of each share of common stock outstanding in the tangible assets. The tangible value per share increased by 88.0% compared to 2016 due to the increase in retained earnings resulting from the net income recognized during the year.

Note: Net Tangible Assets include ₱594.7 million subscription proceeds for Preferred Stock. As this Preferred Stock is redeemable, the subscription proceeds have been excluded from Net Tangible Assets in the computation of Net Tangible Asset per Share.

	<u>31 December 2017</u>	<u>31 December 2016</u>
Net Tangible Assets	₱2,495,014,940	₱1,606,246,898
Less: Preferred Stock	(594,741,000)	(594,741,000)
Net Tangible Assets Attributable To Common Stock	1,900,273,940	1,011,505,898
Number of Common Stock	293,828,900	293,828,900
Net Tangible Asset Value Per Share	₱6.47	₱3.44

- D. **Working Capital Ratio** - The Group's ability to meet current obligations is measured by computing the current assets over current obligations. The Working Capital Ratio increased by 122% as compared to 2016.

	<u>31 December 2017</u>	<u>31 December 2016</u>
Current Assets (a)	₱302,391,530	₱304,021,399
Current Liabilities (b)	59,285,572	130,939,028
Working Capital Ratio (a/b)	5.1 : 1	2.3 : 1

- E. **Debt-to-Equity Ratio** - The Group's ability to maintain a strong credit rating and healthy capital ratio in order to support its business and maximize shareholder value. The Debt-to-Equity ratio decreased by 75% as at 31 December 2017 as compared to 31 December 2016.

	<u>31 December 2017</u>	<u>31 December 2016</u>
Total Liabilities (a)	₱59,285,572	₱131,008,437
Total Equity (b)	₱2,495,014,940	₱1,606,246,898
Debt-to-Equity Ratio (a/b)	0.02 : 1	0.08 : 1

Results of Operations

First Quarter of 2020 Compared To Same Period in 2019

TOTAL REVENUE AND INCOME (LOSS) registered a loss of ₱5.6 million in the first quarter of 2020, which is lower by ₱3.8 million than the ₱9.4 million loss incurred in the same period in 2019. This is mainly attributable to the following:

- Changes in **Share In Results of Associated Companies** from period to period are dependent upon the results of the operations of the associated companies. The first quarter of 2020 showed a share in net loss of ₱12.0 million which is lower than the share in net loss of ₱14.2 million in the same quarter in 2019. The decrease in share in net loss is mainly due to SMK's improved operations attributable to the higher occupancy in The Podium Mall and The Podium West Tower.

- Increase in **Management Consultancy and Franchise Fees** by ₱2.2 million to ₱5.6 million in the first quarter of 2020 from ₱3.4 million in the same period of 2019 due to the increase in The Podium Mall's rental income on which these fees from SMKL are based.
- Decrease in **Interest Income** by ₱0.7 million to ₱0.7 million in the first quarter of 2020 from ₱1.4 million in the same period of 2019 due to the lower amount of placements and lower interest rates on time deposits in the first quarter of 2020.

GENERAL AND ADMINISTRATIVE EXPENSES increased by ₱5.1 million to ₱16.9 million in the first quarter of 2020 from ₱11.8 million in the same period of 2019 mainly due to the higher salaries, wages and benefits offset by the lower management consultancy fees related to the overseeing of SMKL's mixed-use development project, and due to the higher depreciation on property and equipment attributable to the leasehold improvements.

OTHER INCOME, NET increased by ₱3.1 million to ₱3.2 million in the first quarter of 2020 from ₱0.1 million in the same period of 2019 due to the reversals of long outstanding accruals no longer required.

As a result, net loss for the First Quarter of 2020 decreased by ₱1.6 million to ₱20.7 million from ₱22.3 million in the same period of 2019.

KPPI's financial performance is mainly driven by the results of the operations of its subsidiaries, associates and mainly from its joint venture, SMKL. Currently, SMKL is incurring losses from significant interest expense incurred in its completed project and decrease in rental revenues from rental waivers and discounts as a result of the impact of COVID-19 in its operations. Despite this and with the upcoming years, SMKL is still projecting better occupancy rates in its retail and office spaces that will result to profitable position by 1st Quarter of 2021. This in return, will impact significantly KPPI's financial performance.

Year Ended 31 December 2019 Compared To 2018

TOTAL REVENUE AND INCOME decreased by ₱86.4 million or 74% from ₱117.3 million in 2018 to ₱30.9 million in 2019. The net decrease is mainly attributable to the following:

- Changes in **Share In Results of Associated Companies** from period to period are dependent upon the results of the operations of the associated companies. Share in net income decreased by ₱93.6 million from of ₱103.5 million in 2018 to ₱9.9 million in 2019 mainly due to the lower net fair value gain recognized on SMKL's investment properties in 2019 and higher interest expense from the completion of The Podium West Tower in September 2019, offset by improvements in SMKL's net revenue.
- Increase in **Management Consultancy and Franchise** by ₱6.8 million or 70% from ₱9.7 million in 2018 to ₱16.5 million in 2019 due to the improvement of SMKL's net revenue from higher occupancy in The Podium and from the commencement of the operations of The Podium West Tower in 2019, on which these fees from SMKL are based.

GENERAL AND ADMINISTRATIVE EXPENSES increased by ₱3.4 million or 5% from ₱74.2 million in 2018 to ₱77.6 million in 2019 mainly from depreciation on leasehold improvements.

As a result, the Group's operations posted a reversal of ₱90.5 million from ₱42.4 million net income in 2018 to a net loss for the year amounting to ₱48.1 million.

Year Ended 31 December 2018 Compared To 2017

TOTAL REVENUE AND INCOME decreased by ₱832.0 million or 88% from ₱949.3 million in 2017 to ₱117.3 million in 2018. The net decrease is mainly attributable to the following:

- Changes in **Share In Results of Associated Companies** from period to period are dependent upon the results of the operations of the associated companies. Share in net income decreased by ₱837.2 million or

89% from ₱940.7 million in 2017 to ₱103.5 million in 2018, mainly due to the lower net fair value gain recognized on SMKL's investment properties in 2018, higher interest expense incurred in 2018, and loss contributed from the closure of the old wing of The Podium in October 2017 for renovation which was completed in December 2018.

- Increase in **Management Consultancy and Franchise Fees** by ₱4.3 million or 80% from ₱5.4 million in 2017 to ₱9.7 million in 2018 due to increase in The Podium's rental income on which these fees from SMKL are based.
- Increase in **Interest Income** by ₱1.0 million or 31% from ₱3.2 million in 2017 to ₱4.2 million in 2018 due to higher interest rates on deposit placements.

GENERAL AND ADMINISTRATIVE EXPENSES increased by ₱15.4 million or 26% from ₱58.8 million in 2017 to ₱74.2 million in 2018 mainly due to the timing of consultancy fee charges related to the SMKL mixed-use development project.

OTHER INCOME (EXPENSE), NET resulted to a ₱0.2 million income in 2018 in contrast to a ₱.9 million expense in 2017 due to a significant provision for doubtful account set up in 2017.

As a result, the Group's operations posted a net income for the year amounting to ₱42.4 million, a decrease of ₱846.7 million or 95% from the ₱889.1 million net income in 2017.

Year Ended 31 December 2017 Compared To 2016

TOTAL REVENUE AND INCOME increased by ₱935.1 million from ₱14.2 million in 2016 to ₱949.3 million in 2017. The increase is mainly attributable to the following:

- Changes in **Share In Results of Associated Companies** from period to period are dependent upon the results of the operations of the associated companies. Share in net income significantly increased by ₱933.9 million from ₱6.8 million in 2016 to ₱940.7 million in 2017 mainly due to the net fair value gain on SMKL's investment properties upon the adoption of fair value accounting, coupled with reversal of a provision no longer required, deferred income tax benefits from straight-lining of rental revenue and net operating loss carryover, offset by the significant interest expense, repairs and maintenance and advertising and promotions incurred related to the commencement of the operations of the expansion of The Podium Mall in October 2017
- **Interest Income** increased by ₱1.3 million or 68% from ₱1.9 million in 2016 to ₱3.2 million in 2017 due to higher interest rates on deposit placements.

GENERAL AND ADMINISTRATIVE EXPENSES increased by ₱13.8 million or 31% from ₱45.0 million in 2016 to ₱58.8 million in 2017 mainly due to the increase in supervision and oversight costs relating to the ongoing construction of SMKL mixed-use development, that are deemed non-capitalizable by the Parent Company.

OTHER INCOME (EXPENSE), NET resulted to a ₱1.9 million expense in 2017 in contrast with a ₱1.3 million income in 2016 due to a significant provision for doubtful account set up in 2017.

As a result, the Group's operations posted a net income for the year amounting to ₱889.1 million, an increase of ₱919.3 million from the ₱30.2 million net loss in 2016.

FINANCIAL POSITION

First Quarter Ended March 2020 Compared to 31 December 2019

TOTAL ASSETS decreased by ₱39.5 million from ₱2,597.9 million in December 2019 to ₱2,558.4 million in March 2020. The significant changes in account balances during the period are as follows:

- **CASH AND CASH EQUIVALENTS** decreased by ₱24.4 million due to the net cash used in operating and financing activities mainly from general and administrative expenses, including rental payments, incurred in the first quarter of 2020 and from partial settlement of payables to related parties.
- **RECEIVABLES** decreased by ₱0.8 million due to the lower accrued income for management and franchise fees revenue recognized in the first quarter of 2020.
- **DUE FROM RELATED PARTIES** decreased by ₱0.9 million due to the partial collection of long outstanding receivables in the first quarter of 2020.
- **PREPAYMENTS AND OTHER CURRENT ASSETS** increased by ₱1.9 million due to the prepayments made for insurance, advances for housing rentals and increase in creditable withholding taxes from management fee revenue earned in the first quarter of 2020.
- **INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE** decreased by ₱12.0 million due to the share in net loss of associated companies in the first quarter of 2020.
- **PROPERTY AND EQUIPMENT, NET** decreased by ₱1.2 million due to the depreciation recognized in the first quarter of 2020.
- **RIGHT-OF-USE ASSET, NET** decreased by ₱1.3 million due to the amortization recognized in the first quarter of 2020.
- **DEFERRED INCOME TAX ASSETS, NET** decreased by ₱0.8 million due to the reversal of 2019 taxable accruals in the first quarter of 2020.

TOTAL LIABILITIES decreased by ₱18.9 million from ₱108.5 million in December 2019 to ₱89.7 million in March 2020 due to the partial settlement of payables to related parties, reduction in lease liability from office rental payments, and reversal of 2019 accruals in the first quarter of 2020.

TOTAL EQUITY decreased by ₱20.7 million from ₱2,489.4 million in December 2019 to ₱2,468.7 million in March 2020 due to the net loss incurred in the first quarter of 2020.

Year Ended 31 December 2019 Compared 2018

TOTAL ASSETS decreased by ₱21.2 million from ₱2,619.1 million in 2018 to ₱2,597.9 million in 2019. The significant change in account balances from period to period are as follows:

- **CASH AND CASH EQUIVALENTS** increased by ₱20.5 million from the proceeds from the sale of shares in an associate and collection of receivables, offset by net cash used in operations, acquisitions of property and equipment and financing activities.
- **DUE FROM RELATED PARTIES** decreased by ₱49.1 million due to the partial collection of long outstanding receivables.
- **PREPAYMENTS AND OTHER CURRENT ASSETS** increased by ₱3.6 million due to the deposits made for the fit-out of the Parent Company's new office, advances for rentals and related input tax on leasehold improvements.
- **INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE** decreased by ₱20.9 million due to lower share in results of associated companies in 2019, mainly from lower net fair value gain and higher interest expense incurred on the investment properties of a joint venture.
- **PROPERTY AND EQUIPMENT, NET** increased by ₱10.2 million due to leasehold improvements on the Parent Company's new office and acquisitions of computer and office equipment.
- **RIGHT-OF-USE ASSET, NET** of ₱11.5 million in 2019 due to the recognition of asset on the leased premises in accordance with PFRS 16.

- **REFUNDABLE DEPOSITS** increased by ₱1.4 million due to deposits made for the leased premises.

TOTAL LIABILITIES increased by ₱27.4 million from ₱81.1 million in 2018 to ₱108.5 million in 2019 mainly due to the recognition of lease liability in accordance with PFRS 16, accumulated consultancy fees that remain outstanding, and payables to contractor for the fit-out of the Parent Company's new office.

TOTAL EQUITY decreased by ₱48.6 million from ₱2,538.0 million in 2018 to ₱2,489.4 million in 2019 due to the net loss incurred during the year.

Year Ended 31 December 2018 Compared to 2017

TOTAL ASSETS increased by ₱64.8 million from ₱2,554.3 million in 2017 to ₱2,619.1 million in 2018. The significant change in account balances from period to period are as follows:

- **CASH AND CASH EQUIVALENTS** decreased by ₱40.6 million due to the net cash used in operating activities, mainly from general and administrative expenses, offset by interest income received and collections from receivables and return of investments from an associate.
- **PREPAYMENTS AND OTHER CURRENT ASSETS** increased by ₱1.6 million due to the renewal of leases in 2018 that required prepayments and advance rentals.
- **INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE** increased by ₱103.7 million due to the positive share in results of associated companies for 2018, mainly from the net fair value gain recognized for 2018 after offsetting the interest expense incurred for the investment properties of the joint venture.

TOTAL LIABILITIES increased by ₱21.8 million from ₱59.3 million in 2017 to ₱81.1 million in 2018 due to the following changes.

- **ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES** increased by ₱11.5 million due to the accruals for withholding taxes on management consultancy fees, compensation, and professional fees made during the year.
- **DUE TO RELATED PARTIES** increased by ₱10.3 million mainly from management consultancy fees for the year that remains outstanding as of year end.

TOTAL EQUITY increased by ₱43.0 million from ₱2,495.0 million in 2017 to ₱2,538.0 million in 2018 due to the net income recognized for the year.

Year Ended 31 December 2017 Compared to 2016

TOTAL ASSETS increased by ₱817.0 million from ₱1,737.3 million in 2016 to ₱2,554.3 million in 2017. The significant change in account balances from period to period are as follows:

- **CASH AND CASH EQUIVALENTS** decreased by ₱25.2 million due to the net cash used in operating activities, mainly from general and administrative expenses, offset by interest income received and collections from receivables and return of investments from an associate.
- **RECEIVABLES** decreased by ₱3.1 million due to the provision for doubtful accounts set up in 2017 and realization of accrued revenue from prior year.
- **DUE FROM RELATED PARTIES** increased by ₱26.7 million related to the outstanding balance from the return of investments from an associate resulting from the approved reduction of share capital of an associate.
- **INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE** increased by ₱817.4 million mainly due to the net fair value gain recognized in SMK's investment properties upon adoption of fair value accounting, offset by the approved reduction of share capital of an associate.

- **DEFERRED INCOME TAX ASSET, NET** increased by ₱1.5 million due to the additional taxable accruals in 2017.

TOTAL LIABILITIES decreased by ₱71.7 million from ₱131.0 million in 2016 to ₱59.3 million in 2017 due to the following changes:

- **ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES** increased by ₱4.7 million due to the accruals for withholding taxes on management consultancy fees and compensation made during the year.
- **DUE TO RELATED PARTIES** decreased by ₱76.3 million due to the reclassifications made from liabilities to reduction in assets in relation to the approved capital reduction of an associate that was reflected as return of investments from an associate in 2017.

TOTAL EQUITY increased by ₱888.8 million from ₱1,606.2 million in 2016 to ₱2,495.0 million in 2017 due to the net income recognized for the year.

Competition

As a property developer through its associated companies, KPPI considers the following as the industry's key players in terms of commercial developments:

	Comprehensive Income YTD 3Q2019 In Php Billions
SM Prime Holdings, Inc.	28.12
Ayala Land Inc.	26.28
Robinson's Land Corporation	7.31

Source: Published corporate disclosures.

Competitive pressures are expected to remain as new players have embarked on aggressive developments.

In the retail sector, the market is expected to be resilient with continued consumer spending. Retail developers continue to expand their retail portfolios to meet the growing consumer demand. The Podium continues to strengthen its presence in the market by offering a unique retail, dining and lifestyle offerings from its diverse and exciting range of local and internal brands. With its intricate architectural design and spacious ambiance, The Podium remains the preferred meeting place for professionals.

In the office sector, the market is also expected to be robust with the increasing demand from traditional and outsourcing tenants and continued supply of office spaces within the business district. The Podium West Tower remains strategically competitive with its location being in the center of Ortigas business district, green and energy-efficient features, and attractive rent rates.

Major Risk Factors

KPPI's business activities are conducted in the Philippines and its revenues and operating profits are derived from its investments and the activities of its associates which expose KPPI to changes in the Philippine economy. The Group is also exposed to financial, operating and administrative risks which are normal in the course of business.

To manage these risks, Management is highly committed to ensuring that the Group's business processes are clearly defined, in compliance with the KPPI's policies and procedures, and performed effectively and efficiently in satisfying stakeholders' needs.

The Group also considers significant market trends and analysis in light of the current economic and political developments when assessing significant transactions and financial viability of prospect projects.

Known Trends, Events or Uncertainties

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations, other than the below:

The Philippine real estate industry is cyclical and is sensitive to changes in general economic conditions in the Philippines. The COVID-19 situation is forecasted to impact the following:

- *Demand* for office spaces are expected to slow down in 2020, with recoveries coming in 2021 from traditional and outsourcing firms assuming the market improves by the second half of 2020. Likewise, demand for retail spaces are expected to decline in 2020 due to reduced consumer spending and implementation of social distancing, with projected economic rebound by 2021.
- *Rent rates* for office spaces are expected to decline in 2020 due to probable rent negotiations and concessions from existing and prospect tenants. Likewise, rent rates for retail spaces are projected to decline due to slower consumer spending brought about by the economic slowdown and lower remittances from Overseas Filipino Workers. Rent rates are expected to recover by 2021 and 2022 for office and retail sectors, respectively.
- *Vacancy* for office and retail spaces are expected to increase due to slowed leasing activities over Metro Manila and as households are likely to lessen non-essential retail spending, respectively. Both vacancies are projected to decrease by 2021 due to the rise in demand for office and retail spaces and from the gradual delivery of supply from slowed constructions completion.

The Group believes that liquidity risk is low and have therefore no reason to assume that the situation at the level of KPPI and its subsidiaries warrants disclosure of a specific material going concern uncertainty for the Group.

Events that will trigger direct or contingent financial obligations

There are no events nor any default or acceleration of an obligation that will trigger direct or contingent financial obligation that is material to the KPPI.

Material off-balance sheet transactions, arrangement or obligation

There are no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of KPPI with unconsolidated entities or other persons created during the reporting period.

Significant Elements of Income or Loss

There is no significant element of income that arose from continuing operations.

❖ REGISTRANT'S DIRECTORS AND EXECUTIVE OFFICERS INCLUDING THEIR PRINCIPAL OCCUPATION OR EMPLOYMENT, NAME AND PRINCIPAL BUSINESS OF ANY ORGANIZATION BY WHICH SUCH PERSONS ARE EMPLOYED:

Name of Directors and Officers	Position	Principal Occupation/Name and Principal Business of Organization
Ng Ooi Hooi ¹	Director / Chairman	President, Keppel Land Singapore & Regional Investments
Ramon J. Abejuela	Independent Director	Director and Vice Chairman of the Board, Philippine Nutri-Foods Corp. and NCP Publishing Corp.
Celso P. Vivas	Independent Director	Independent Director of Megawide Construction Corporation, Chairman of its Audit and Compliance Committee, and Member of both the Board Risk Oversight and Governance, Nomination and Remuneration Committee

¹ Mr. Sam Moon Thong's resignation as Director took effect on 31 December 2019. Mr. Ng Ooi Hooi election as Director and Chairman took effect on 01 January 2020.

Stefan Tong Wai Mun	Director	Director & Executive Vice President, Keppel Philippines Holdings, Inc.
Oh Lock Soon	Director/President	President, Keppel Philippines Properties, Inc.
Tan Boon Ping	Director	Chief Financial Officer, Keppel Land limited
Yong Ngai Soon ²	Director	Financial Controller, Keppel Land Limited
Pang Fan Chan	Treasurer	Financial Controller, Keppel Philippines Properties, Inc.
Ma. Melva E. Valdez	Corporate Secretary	Senior Partner, Bello Valdez & Fernandez Law Offices
Stephanie Maree N. Dysangco	Asst. Corp. Secretary	Junior Associate, Bello Valdez & Fernandez Law Offices

➤ Please see Part I, pages 7 to 11 for the directors' and officers' profiles.

❖ MARKET PRICE

The common equity of KPPI is traded in the Philippine Stock Exchange. KPPI has no restriction for any cash dividends declared that limit the ability to pay on common equity or that are likely to do so in the future. However, no cash dividends were declared from 2003 to 2020.

STOCK PRICES

	2020		2019		2018	
	High	Low	High	Low	High	Low
First Quarter	₱3.61	₱3.60	₱4.83	₱4.82	₱4.30	₱4.28
Second Quarter	-	-	4.79	4.68	4.17	4.11
Third Quarter	-	-	4.02	4.00	4.17	4.11
Fourth Quarter	-	-	4.11	4.00	3.86	3.81

KPPI has no plans of acquisition, business combination, or other reorganization that will take effect in the near future that involves issuances of securities.

There were no recent sales of unregistered or exempt securities.

Its common shares were last traded on 9 June 2020 at ₱3.92 per share.

Holders

As of 31 May 2020, the number of shareholders on record was 1,242 and common shares outstanding were 293,828,900. Following is the table of the Parent Company's top 20 stockholders as of 31 May 2020:

	Name	No. of Shares Held	% to Total
1.	Keppel Land, Limited	148,365,050	50.49
2.	Kepwealth, Inc.	51,033,178	17.37
3.	Keppel Corporation, Limited	35,783,742	12.18
4.	PCD Nominee Corporation - Filipino	31,511,278	10.72
5.	PCD Nominee Corporation – Foreign	4,431,440	1.51
6.	International Container Terminal Services Inc.	4,265,171	1.45
7.	George S. Dee, Jr.	3,442,891	1.17
8.	PNOG Shipping and Transport Corporation	2,227,511	0.76
9.	Visayan Surety & Insurance Corporation	1,671,664	0.57
10.	Molten Pte Ltd.	1,455,707	0.50
11.	Sulpicio Lines, Inc.	694,719	0.24
12.	Augusto Go	410,423	0.14
13.	Eduardo Go Hayco	269,277	0.09
14.	Ho Tong Hardware, Inc.	248,018	0.08
15.	Adrienne Gotian Chu	236,795	0.08
16.	Mary Margaret G. Dee	236,788	0.08
17.	Tessa L. Navera	225,005	0.08
18.	Janette Nellie Go Chiu	200,055	0.07
19.	Rafanan/Antonio Diosdado	181,453	0.06
20.	East Visayan Milling Corporation	181,453	0.06

Dividends

CASH DIVIDENDS PER SHARE – The Company declared no dividends in 2019, 2018, and 2017.

Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with the law and applicable rules and regulations. The portion of retained earnings corresponding to the undistributed equity in net earnings of the subsidiaries and associates amounted to ₱1,598.4 million, ₱1,589.7 million and ₱1,486.2 million as of 31 December 2019, 2018 and 2017, respectively. These amounts are not available for distribution as dividends until declared by the subsidiaries and associates. Retained earnings are further restricted by ₱ 2.7 million representing the cost of shares held in treasury as of 31 December 2019, 2018 and 2017.

In accordance with SEC Memorandum Circular No. 11 issued in December 2008, KPPI's retained earnings available for dividend declaration as of 31 December 2019, 2018 and 2017 amounted to nil.

❖ CORPORATE GOVERNANCE

KPPI complies with the principles and practices of good corporate governance by adherence to its Amended Manual on Corporate Governance (“the Amended Manual”).

It has a Compliance Officer who diligently performs the duties and responsibilities under the Amended Manual, by reporting to the Directors and Officers the pertinent requirements on corporate governance from time to time, and monitoring the compliance of such requirements. The Amended Manual is updated by incorporating new and improved governance and management practices, obtained through attendance at corporate governance seminars conducted by institutions accredited by SEC. The appointment/designation of the Compliance Officer has been immediately disclosed to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).

The Board of Directors (“The Board”) has continued to observe KPPI’s corporate missions and visions to ensure the long-term success of the Corporation and its continued competitiveness in the industry.

The Compliance Officer ensures that the Board of Directors, its officers and employees comply with all the leading practices and principles on good corporate governance as embodied in the Parent Company’s Amended Manual. KPPI also complies with the appropriate self-rating assessment and performance evaluation system to determine and measure compliance in accordance with the Amended Manual.

KPPI has created committees required under the Amended Manual, namely, Audit Committee, Nominations/Screening Committee, and Compensation/Remuneration Committee. The creation of said committees and the corresponding members thereof have been immediately disclosed to the SEC and the PSE. Each committee aforementioned performed their functions and responsibilities set forth in the Amended Manual.

The Audit Committee meets regularly to review all financial reports to comply with the relevant accounting and regulatory standards, and performs oversight of financial management functions. As required by the Rules, three (3) independent directors are members of the Audit Committee, with one (1) independent director serving as head of said Committee.

The Nomination/Screening Committee complied with the provisions of KPPI’s Amended Manual on the pre-screening of all candidates nominated to become a member of the Board of Directors. The qualifications of director mentioned in the Amended Manual have also been strictly followed.

All of the directors of KPPI have attended and actively participated in the Corporate Governance Seminars held annually.

KPPI has submitted its Annual Corporate Governance Report to SEC and PSE on 30 May 2019.

Upon the written request of the stockholder, KPPI undertakes to furnish said stockholder a copy of SEC Form 17-A free of charge, except for exhibits attached thereto which shall be charged at cost. Any written request for a copy of SEC Form 17-A shall be addressed as follows:

**Keppel Philippines Properties, Inc.
18th Floor, Units 1802B-1803, The Podium West Tower
12 ADB Avenue, Ortigas Center
Mandaluyong City, 1550**

Attention: The Corporate Secretary

CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **RAMON J. ABEJUELA**, Filipino, of legal age and a resident of No. 116, Ma. Cristina Street, Ayala Alabang Village, Muntinlupa City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **Keppel Philippines Properties, Inc.** (the "Corporation") and has been its Independent Director since 2009.
2. I am affiliated with the following companies or organizations:

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Keppel Philippine Marine, Inc.	Independent Director	2020 to present
Keppel Philippines Holdings, Inc.	Independent Director	2017 to present
Philippine Nutri-Foods Corporation	Director & Vice Chairman of the Board of Directors	2004 to present
NCP Publishing Corporation	Director & Vice Chairman of the Board of Directors	2004 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, or substantial shareholder of the Corporation.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in the government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this ___ day of _____ 2020 at _____ City, Philippines.



RAMON J. ABEJUELA

Affiant

SUBSCRIBED AND SWORN to before me this __ day of _____ 2020 at _____ City, Philippines, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 172-761-781.

Doc. No.

Page No.

Book No.

Series of 2020.

CERTIFICATION

I, **RAMON J. ABEJUELA**, a nominee for Independent Director at the upcoming Annual Shareholders' Meeting and has been an Independent Director since 2009 of **KEPPEL PHILIPPINES PROPERTIES, INC.** (the "Company"), a corporation with SEC Registration No. PW00000305 and principal office address at 18th Floor, Units 1802B-1803, The Podium West Tower 12, ADB Avenue, Ortigas Center, Mandaluyong City, hereby state that:

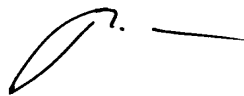
1. I prepared the Certificate of Qualification of Independent Director signed electronically on 10 July 2020, a document to filed together with the Company's Definitive Information Statement dated 10 July 2020;

2. The information contained in the Certificate of Qualification of Independent Director signed electronically on 10 July 2020 is true and correct to the best of my knowledge;

3. The Company will comply with the requirements of the Securities and Exchange Commission in the complete and official submission of reports and documents through electronic mail and the physical copy of the documents; and

4. I am aware that documents filed online that require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment.

5. I am executing this Certification on 10 July 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



RAMON J. ABEJUELA

TIN 172-761-781

CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **LEONARDO R. ARGUELLES, JR.**, Filipino, of legal age and a resident of No. 420 Taal St., corner Talin Place, Ayala Alabang Village, Muntinlupa, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **Keppel Philippines Properties, Inc.** (the "Corporation").
2. I am affiliated with the following companies or organizations:

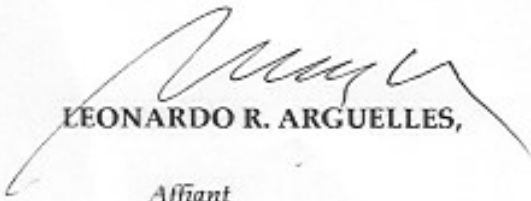
COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Keppel Philippines Holdings, Inc.	Independent Director	2020 to present
Unicapital Securities, Inc.	President/Director	2001 to March 31, 2019
Unicapital, Inc.	Managing Director	2003 to March 31, 2019
Basic Energy Corporation	Advisory Board Member	2012 to March 31, 2019
Anglo Philippines Holdings, Inc.	Independent Director	2004 to 2007
Royal Bank of Scotland (Formerly ABN AMRO Bank, Inc.)	Independent Director	2002 to 2009
Des Euax Utilities Corp. Inc.	Director	2007 to March 31, 2019

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, or substantial shareholder of the Corporation.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in the government service or affiliated with any government agency or government owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this ___ day of _____ 2020 at _____ City, Philippines.

JR.



LEONARDO R. ARGUELLES,

Affiant

SUBSCRIBED AND SWORN to before me this ___ day of _____ 2020 at _____ City, Philippines, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 106-967-381-000.

Doc. No.

Page

Book No.

Series of 2020.

CERTIFICATION

I, **LEONARDO R. ARGUELLES, JR.**, a nominee for Independent Director at the upcoming Annual Shareholders' Meeting and has been an Independent Director since 2004 of **KEPPEL PHILIPPINES PROPERTIES, INC.** (the "Company"), a corporation with SEC Registration No. PW00000305 and principal office address at 18th Floor, Units 1802B-1803, The Podium West Tower 12, ADB Avenue, Ortigas Center, Mandaluyong City, hereby state that:


1. I prepared the Certificate of Qualification of Independent Director signed electronically on 10 July 2020, a document to be filed together with the Company's Definitive Information Statement dated 10 July 2020;

2. The information contained in the Certificate of Qualification of Independent Director signed electronically on 10 July 2020 is true and correct to the best of my knowledge;

3. The Company will comply with the requirements of the Securities and Exchange Commission in the complete and official submission of reports and documents through electronic mail and the physical copy of the documents; and

4. I am aware that documents filed online that require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment.

5. I am executing this Certification on 10 July 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



LEONARDO R. ARGUELLES, JR.

TIN 106-967-381-000

CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **CELSO P. VIVAS**, Filipino, of legal age and a resident of No. 125 Wilson Circle, San Juan, Metro Manila, after having been duly sworn in accordance with law do hereby declare that:

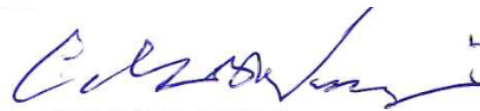
1. I am a nominee for Independent Director of **Keppel Philippines Properties, Inc.** (the "Corporation") and has been its Independent Director since 2004.
2. I am affiliated with the following companies or organizations:

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Keppel Philippines Holdings, Inc.	Independent Director & Lead Independent Director and Chairman of the Audit and Risk Management Committee	June 2005 to present
Keppel Philippines Marine Inc.	Independent Director & Chairman of the Audit and Risk Management Committee	April 2005 to present
Keppel Subic Shipyard, Inc.	Independent Director	2011 to present
Megawide Construction Corporation	Independent Director, Chairman of Audit and Compliance Committee	July 2018 to present
Republic Glass Holdings Corporation	Independent Director, Chairman of Governance, Nomination & Remuneration Committee	June 2017 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances of the Securities and Exchange Commission ("SEC").
4. I am not related to any director, officer, or substantial shareholder of the Corporation.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in the government service or affiliated with any government agency or government owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this ___ day of _____ 2020 at _____ City, Philippines.



CELSO P. VIVAS

Affiant

SUBSCRIBED AND SWORN to before me this __ day of _____ 2020 at _____ City, Philippines, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) 123-305-216.

Doc. No.

Page No.

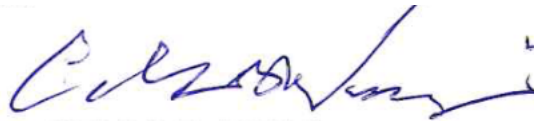
Book No.

Series of 2020.

CERTIFICATION

I, **CELSO P. VIVAS**, a nominee for Independent Director at the upcoming Annual Shareholders' Meeting and has been an Independent Director since 2004 of **KEPPEL PHILIPPINES PROPERTIES, INC.** (the "Company"), a corporation with SEC Registration No. PW00000305 and principal office address at 18th Floor, Units 1802B-1803, The Podium West Tower 12, ADB Avenue, Ortigas Center, Mandaluyong City, hereby state that:

1. I prepared the Certificate of Qualification of Independent Director signed electronically on 10 July 2020, a document to filed together with the Company's Definitive Information Statement dated 10 July 2020;
2. The information contained in the Certificate of Qualification of Independent Director signed electronically on 10 July 2020 is true and correct to the best of my knowledge;
3. The Company will comply with the requirements of the Securities and Exchange Commission in the complete and official submission of reports and documents through electronic mail and the physical copy of the documents; and
4. I am aware that documents filed online that require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment.
5. I am executing this Certification on 10 July 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CELSO P. VIVAS

TIN 123-305-216

13 July 2020

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

UNDERTAKING

We respectfully submit the Certificates of Qualification of Independent Director, all digitally signed by Messrs. Ramon J. Abejuela, Leonardo R. Arguelles, Jr., and Celso P. Vivas, the nominated Independent Directors of Keppel Philippine Properties, Inc. Together with the Certificates of Qualification of Independent Director are Certifications executed by each Independent Director attesting to the execution of said documents.

In the interest of the health and safety of the Independent Directors, the Certificates were digitally signed. This is to minimize risk to the health and safety of all the Company stakeholders during this ongoing pandemic. The Company undertakes to submit duly notarized copies of the Certificates as soon as it is safe for the Independent Directors to appear before a Notary Public

Very truly yours,


STEPHANIE MARIE N. DYSANGCO
Assistant Corporate Secretary

CERTIFICATION

I, **MA. MELVA E. VALDEZ**, the Corporate Secretary and duly authorized representative of **KEPPEL PHILIPPINES PROPERTIES, INC.** (the "Company"), a corporation with SEC Registration No. PW00000305 and principal office address at 18th Floor, Units 1802B-1803, The Podium West Tower 12, ADB Avenue, Ortigas Center, Mandaluyong City, do hereby state that:

1. On behalf of the Company, I have caused the preparation of the Amended Definitive Information Statement;
2. I read and understood its contents, which are true and correct based on the records of the Company;
3. The Company will comply with the requirements set forth by the Securities and Exchange Commission for the complete and official submission of reports and documents through electronic mail; and
4. I am aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received upon payment of a filing fee.


MA. MELVA E. VALDEZ
Corporate Secretary

SSS ID Card No. 03-8437676-4