COVER SHEET

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S.E.C Registration Number

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES

(Company's Full Name)

UNIT 3-B COUNTRY SPACE I BLDG. 133 SEN. GIL PUYAT AVENUE, SALCEDO VILLAGE, BRGY. BEL-AIR MAKATI CITY

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

Contact Persons	Company Telephone Number
Alan I. Claveria/ Felicidad V. Razon/ Ma. Melva E. Valdez	**8892 1816 8815-9071**

1 2	3 1		0 6	1 4
Month	*Day*	**SEC FORM 17A – Annual Report 2024 & Sustainability Report**	*Month*	*Day*
		FORM TYPE	Annual Meeting	

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

407 as of March 24, 2025

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **31 December 2024**
2. SEC Identification Number **62596**
3. BIR Tax Identification No. **000-163-715-000**

4. **KEPPEL PHILIPPINES HOLDINGS, INC.**
Exact name of registrant as specified in its charter
5. **Philippines**
Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code: ☐ (SEC Use Only)
7. **Unit 3B, Country Space I Bldg., 133 Sen. Gil Puyat Ave., Salcedo Village, Barangay Bel-Air, Makati City**
Address of registrant's principal office — Postal Code
8. **(632) 8892-1816** — **1200**
Registrant's telephone number, including area code
9. **N.A.**
Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sections 4 and 8 of the RSA

Title of each Class	Number of Shares of Common Stock Outstanding (as of 31 Dec 2024)
Common - Class 'A' P1.00 Par Value	**35,756,070**
Common - Class 'B' P1.00 Par Value	**21,476,949**
Total	**57,233,019**
	(Net of Treasury Shares of 15,940,481)

11. Are any or all of the securities listed on a Stock Exchange?
Yes [/] No [ ] **Philippine Stock Exchange** **Common Shares of Stock**

12. Check whether the registrant:
(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports);

Yes [/] No [ ]

(b) Has been subject to such filing requirements for the past 90 days.

Yes [/] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates of the registrant:
₱168,229,793 as of 31 December 2024 closing price (KPH ₱16.46; KPHB ₱18.84)

14. Documents Incorporated by Reference:
None

KEPPEL PHILIPPINES HOLDINGS, INC.
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SEC FORM 17-A

PART 1 – BUSINESS AND GENERAL INFORMATION

1 - Business

(a) **Keppel Philippines Holdings, Inc**. (hereinafter to be referred to as "Company" or "KPH") was incorporated in July 1975 under the former name of Keppel Philippines Shipyard, Inc. The Company was established as a subsidiary of Keppel Ltd. (KL), formerly Keppel Corporation Limited (KCL) of Singapore to carry out ship repair and shipbuilding activities in the Philippines. In 1993, the Company was converted into an investment holding company under the name of Keppel Philippines Holdings, Inc. KPH shares are being traded at the Philippine Stock Exchange (PSE).

Currently, KPH has two core businesses: namely, investment holdings and real estate.

(b) The Company is not involved in any bankruptcy, receivership, or similar proceedings.

(c) There is no material reclassification, merger, consolidation, purchase, or sale of a significant amount of assets not in the ordinary course of business.

(d) The Company does not have any patents, trademarks, licenses, franchises, concessions, and/or royalty agreements.

(e) As an investment holding company, KPH has five (5) regular employees as of December 2024 and six (6) from 2020 to 2023. There is no collective bargaining agreement between the Company and the employees.

(f) **Brief Description of Business**

KPH has two main business segments: Investment Holdings and Real Estate. The contribution from each segment of the business to the consolidated revenues and net income of the Company is stated in Note 18 of the audited financial statements.

Real Estate

KPH as Parent Company owns office space at Fedman Suites, while **KPSI Property, Inc. (**KPSI**)**, a wholly owned subsidiary of KPH, owns and leases out the office spaces in Country Space 1 Building at Makati City.

Goodwealth Realty Development Corp. (GRDC), 51% owned by KPH, owns and leases parcels of land in Batangas City.

Goodsoil Marine Realty, Inc. (GMRI), wholly owned by GRDC and effectively 51% owned by KPH, owns and leases the land in Bauan, Batangas to Seatrium Philippines Marine, Inc. (SPMI) formerly Keppel Philippines Marine Inc. (KPMI) used for the construction and repair of all types and classes of vessels, the fabrication of offshore marine structures together with the related services and operations of a shipyard. GMRI is registered as an Ecozone Developer/Operator with the Philippine Economic Zone Authority (PEZA) since 2007. The land was sold in March 2024 to an external party. As a result of the sale of GMRI's land. Its lease thereof to SPMI was terminated. GMRI also ceased to be a PEZA Developer/ Operator as of September 3, 2024.

Consort Land, Inc. (CLI), 25% owned by GMRI and effectively 13% owned by KPH, owns and leases the land in Subic, Zambales to Seatrium Subic Shipyard Inc. (SSSI) formerly Keppel Subic Shipyard, Inc. (KSSI) used for the construction and repair of all types and classes of vessels and fabrication of offshore marine structures. CLI is registered with PEZA

-

as an Ecozone Developer/Operator of the Subic Shipyard-Special Economic Zone and distributes power to its locators.

2 - Properties

The Company owns the following properties:

Owned by	Property Description	Area
KPH	Two (2) office condominium units at Fedman Suite in Makati City	166 sqm
KPSI	Two (2) office condominium units and five (5) parking slots at Country Space I Building in Makati City	345 sqm
GRDC	Five (5) lots of residential land in Batangas City	1,500 sqm
CLI	Land and building located in Subic, Zambales	819,743 sqm

The properties owned by the Company and its subsidiary and associates are free from any lien.

3 - Legal Proceedings

On June 2, 2021, the Parent Company sold its land rights in a 10.4 has. property located in Bauan, Batangas to a non-related company. The property is the subject of an ongoing case in the Regional Trial Court (RTC) in Batangas. As part of the conditions of the sale, the necessary motions for substitution were made in court to replace the Company with the buyer as the new plaintiff. On March 10, 2022, the RTC granted the Parent's Company's motion for substitution resulting in the extinguishment of any probable liabilities. Thereafter, PNOC filed a Petition for Certiorari with the Court of Appeals (CA) with the latter rendering judgment in favor of PNOC on October 25, 2023. Motions for reconsideration were filed on November 24, 2023. In an Amended Decision dated July 18, 2024, the CA granted the respondents' Motion for Reconsideration, vacated the October 25, 2023 Decision, and dismissed the Petition for Certiorari. The Petitioners assailed the CA Amended Decision before the Supreme Court through a Petition for Review on Certiorari under Rule 45 dated September 20, 2024, and prayed for the Court to reinstate the CA's October 24, 2023 Decision. The case is still pending as of this period

4 - Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the third and fourth quarters of the fiscal year covered by the report. The last meeting of the Company's stockholders was the annual stockholders' meeting, which was held on 14 June 2024.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

5 - Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

(a) Market Information

The principal market of the Company's common equity is the Philippine Stock Exchange (PSE) where it was listed on 26 August 1987. The high and low closing prices for each quarter within the last two (2) fiscal years and first quarter of 2025 as traded at the Philippine Stock Exchange are as follows:

STOCK PRICES

	2024		2023	
	High	**Low**	**High**	**Low**
First Quarter	‘A’ ₱8.80	‘A’ ₱4.99	‘A’ ₱7.60	‘A’ ₱5.12
	‘B’ ₱8.00	‘B’ ₱6.01	‘B’ ₱6.48	‘B’ ₱4.35
Second Quarter	‘A’ ₱25.00	‘A’ ₱9.00	‘A’ ₱7.30	‘A’ ₱5.00
	‘B’ ₱23.95	‘B’ ₱8.50	‘B’ ₱9.37	‘B’ ₱6.55
Third Quarter	‘A’ ₱19.98	‘A’ ₱13.02	‘A’ ₱7.82	‘A’ ₱4.02
	‘B’ ₱19.92	‘B’ ₱11.88	‘B’ ₱10.44	‘B’ ₱4.86
Fourth Quarter	‘A’ ₱16.48	‘A’ ₱13.52	‘A’ ₱6.48	‘A’ ₱3.27
	‘B’ ₱20.75	‘B’ ₱15.30	‘B’ 7.40	‘B’ ₱4.90

	2025	
	High	**Low**
First Quarter (Jan to Mar 17)	‘A’ ₱ 27.40	‘A’ ₱14.40
	‘B’ ₱ 27.40	‘B’ ₱15.48

(b) Holders

The number of shareholders of record owning both KPH and KPHB shares as of 31 December 2024 was 408.

Common shares outstanding as of 31 December 2024 were 57,233,019, broken down as follows:

Nationality	Class	No. of Shares	Percentage
Filipino	A	35,756,070	62.47
Filipino	B	4,228,282	7.39
Foreign	B	17,248,667	30.14
Total		57,233,019	100.00

The top 20 stockholders as of 31 December 2024 are as follows:

	Shareholder	No. of Shares Held	%
1.	Kepwealth, Inc.	30,532,930	53.348
2.	Keppel Ltd.	16,894,087	29.518
3.	PCD Nominee Corp. – Filipino	6,824,397	11.924
4.	International Container Terminal Services, Inc,	2,121,287	3.706
5.	PCD Nominee Corp. – Foreign	147,922	0.898
6.	Soh Ngoi May	83,179	0.145
7.	Willy Y. C. Lim	60,175	0.105
8.	Edbert G. Tantuco	50,017	0.087
9.	Emilio C. Tiu	23,238	0.041
10.	National Book Store, Inc.	22,422	0.039
11.	Ang Guan Piao	21,900	0.038
12.	Manolo Z. Alcasabas	21,577	0.038
13.	Willy Yew Chai Lim	20,085	0.035
14.	Ma. Victoria R. Del Rosario	17,938	0.031
15.	Ramon R. Del Rosario Jr.	17,938	0.031
16.	Liwayway Sy	17,938	0.031

17.	Dr. Victorino Medrano Jr. &/or Ofelia R. Medrano	13,952	0.024
18.	Procurador General De Padres Franciscano de Manila	11,211	0.020
19.	Josefina Tengco Reyes	11,211	0.020
20.	Barcelon Roxas Securities Inc.	10,077	0.020

(c) Dividends

The declaration and payment of dividends will depend, among others, upon the Company's earnings, cash flow, capital requirements and financial condition in addition to other factors. Cash dividends are subject to approval by the Board of Directors (BOD) but no stockholders' approval is required. Dividends are payable to stockholders whose names are recorded in the stock and transfer books as of the record date fixed by the Board. The Company declared cash dividends in 2024, 2023, and 2022. Details of cash dividend are as follows:

	Y2024	Y2023	Y2022
Date of BOD Approval	June 14	June 16	June 17
Record Date	July 5	July 7	July 7
Payment Date	July 31	Aug 2	July 31
Amount of Dividend per Share	₱0.20 or 20%	₱0.10 or 10%	₱0.10 or 10%
Amount Paid	₱11,446,604	₱5,723,302	₱5,723,842

(d) Recent Sales of Unregistered Securities

There have been no sales of securities within the past three years which were not registered under the Securities Regulation Code (SRC). Neither is there any claim for exemption from registration made by the Company.

6 - Management's Discussion and Analysis

Results for the Year

Year Ended 2024

Keppel Philippines Holdings, Inc. (KPH) and its subsidiaries (the "Company") recorded a net income of ₱1.1 billion in 2024, ₱22.3 million in 2023, and ₱12.3 million in 2022. The reasons for the changes in net income are as follows:

The Company earned ₱1.3 billion net gain from the sale of investment property of its 51% owned subsidiary, GMRI, of its land with a total area of 24.9 hectares located in Bauan, Batangas to a non-related third party for ₱1.5 billion on March 7, 2024. The sale comes after a strategic review of investments and the opportunity to sell the land at valuation. The cost of the land, commission and real property tax totaling ₱227.9 million were charged against the proceeds.

In 2024, the Company earned interest income from short-term bank deposits of ₱81.4 million higher than ₱32.5 million in 2023 and in 2022 of ₱6.7 million. The Company did earn interest from loans in 2022 of ₱10.1 million. Loans in 2022 were fully paid in the same year. The increase in interest from short-term bank deposits was mainly due to an increase in interest rates ranging from 5.75% to 6.125% in 2024 as against from 4.375% to 6% in 2023, and 0.4% to 5% in 2022. Interest rates on the loan are agreed upon with the related party on a comparable market rate basis on the date of granting or renewal of the loan. Interest rates on loans range from 2.9% to 5.0% in 2022.

The equity in net earnings of associate - CLI as of 31 December 2024 amounted to ₱12.9 million as compared to ₱1.6 million, and ₱10.0 million in 2022. Increase or decrease in equity in net earnings of associate depends upon the net income realized by CLI during the years. The Company received a cash dividend from CLI amounting to ₱5.2 million, and ₱7.0 million in 2023 and 2022, respectively, and none in 2024.

Rental revenue for 2024 amounted to ₱4.6 million, as against in 2023 of ₱12.8 million and in 2022 of ₱11.2 million. The decrease in lease rental was due to the termination of lease rental from SPMI as a result of the Batangas land sale effective in March 2024. The remaining lease rental comes from leases of condominium units of KPSI and some lots owned by GRDC.

Management fees charged to related parties amounted to ₱1.4 million both for 2024 and 2023 and ₱1.6 million in 2022. The decrease in 2024 and 2023 as compared with 2022 was due to timing difference in booking of the 4th quarter 2021 new accounting service fees from a related company booked only in 2022,

In February 2020, the Parent Company entered into a payroll service agreement with related companies with regards to the payroll system upgrade of the KPMI, KSSI and the Parent Company. Payroll service fees earned for the year 2022 amounted to ₱3.4 million. The agreement was terminated in November 2022.

Operating expenses amounted to ₱49.7 million in 2024 as against ₱19.1 million in 2023 and in 2022 of ₱29.0 million. The increase of ₱30.6 million in 2024 as against 2023 was due to the following: a) loss on impairment on long-term lease contract with SPMI of ₱25.7 million; b) provision for impairment losses for CWT and VAT by ₱4.8 million; c.) salaries and allowances by ₱1.4 million and professional fees by ₱2.2 million. These were partially offset by lower taxes and licenses by ₱2.8 million and by repair and maintenance expenses by ₱0.8 million. The operating expenses for 2024 were also higher than in 2022 by ₱20.6 million due to the impairment on long-term lease of ₱25.7 million, higher professional fees by ₱2.6 million and provision for impairment of ₱2.7 million. These were partially offset by lower salaries and allowances by ₱3.1 million, taxes and licenses by ₱3.5 million, repairs and maintenance by ₱1.4 million, contractual services by ₱1.1 and depreciation/amortization expense by ₱0.7 million.

The Company has unrealized fair value gain on financial asset fair value through other comprehensive income from a golf-club share of ₱15.0 million in 2024, ₱12.0 million in 2023, and ₱14.0 million in 2022. The Company recognized deferred tax liability of ₱12.7 million for 15% capital gain tax if the golf-club share is sold in the future. The Company also recognized loss on remeasurement of retirement benefits based on retirement actuarial retirement plan amounting to ₱0.5 million in 2024 and ₱1.4 million in 2023 and gain of ₱1.7 million in 2022.

<u>Financial Condition</u>

The cash position of the Company for the year ended 31 December 2024 amounted to ₱1,268 million as compared to the same period last year of ₱575.5 million. The increase of ₱692.5 million is due to the proceeds from the sale of investment property of ₱1,474.4 million and interest received from deposits of ₱79.5 million. This was offset by payment of dividends to shareholders of ₱638.4 million, payment of taxes of ₱206.6 million, contribution to the retirement fund of ₱0.8 million and net cash absorbed by operations of ₱15.7 million.

Total current receivables in 2024 relating to interest receivable amounted to ₱4.6 million as against ₱2.8 million in 2023. The current portion of long-term receivable in 2023 amounted to ₱1.1 million and none in 2024.

Other current assets as of 2024 amounted to ₱1.6 million and ₱0.8 million in 2023. Movements in other current assets came from the following: a) Creditable Withholding Tax (CWT) of ₱4.6 million, b) input VAT by ₱3.0 million, c) prepaid expenses of ₱1.1 million and d) advances to employees and others of ₱0.4 million. Provisions for impairment were provided for CWT of ₱4.6 million and Input VAT ₱3.0 million.

Financial assets at fair value through other comprehensive income (FVOCI) was revalued at million ₱85.0 million and ₱70.0 million as at December 31, 2024 and 2023, respectively.

Investment in an associate increased from ₱417.6 million in 2023 to ₱430.5 million this year. The increase of ₱12.9 million relates to the equity share in net income of CLI amounting to ₱51.5 million in 2024. In 2023, CLI had equity share of ₱1.6 million which was offset by dividend of ₱5.2 million. In 2024, CLI did not issue dividends.

Investment properties, Property and equipment and Intangible assets – net of depreciation and amortization as of 2024 amounted to ₱4.7 million as against ₱207.6 million in 2023. The decrease of ₱202.9 million was mainly due to the sale of land at Bauan, Batangas carried at ₱202.3 million, depreciation for the year of ₱0.8 million and cost of new office equipment of ₱0.2 million.

Total liabilities increased from ₱6.4 million in 2023 to ₱17.6 million this year. The increase was due to the recognition of deferred tax liability amounting to ₱12.8 million for the fair value other comprehensive income (FVOCI) financial asset at FVOCI.

Total equity as of 31 December 2024 amounted to ₱1,776.7 million and ₱1,295.0 million in December 2023. Retained earnings amounted to ₱1,351.6 million as of December 2024 as compared to ₱773.5 million in December 2023. The increase in retained earnings was due to higher net income after non-controlling interests of ₱589.5 million partially offset by a cash dividend of ₱11.4 million. The Company also had an unrealized fair value gain on financial assets at fair value through other comprehensive income of ₱2.3 million and remeasurement loss on retirement benefit obligation of ₱0.5 million. The Company did not purchase any treasury shares this year. Non-controlling interest of minority shareholders decreased from ₱330.4 million in 2023 to ₱232.2 million due to its recognition of ₱528.8 million shares in the net income of the Company offset by ₱627.0 million cash dividends.

The equity attributable to equity holders of the parent amounted to ₱1,544.5 million and ₱964.6 million as of December 2024 and 2023, respectively.

The net book value per share attributable to the equity holders of the parent as of December 2024 was ₱26.99 as against December 2023 of ₱16.85. The earnings per share attributable to the equity holders of the parent as of December 2024 and 2023 were ₱10.30 and ₱0.31, respectively.

Year Ended 2023

Keppel Philippines Holdings, Inc. (KPH) and its subsidiaries (the "Company") recorded a net income of ₱22.3 million in 2023, ₱12.3 million in 2022, and ₱269.2 million in 2021. The reasons for the changes in net income are as follows:

In 2023, the Company earned interest income from short-term bank deposits of ₱32.5 million higher than in 2022 of ₱6.7 million and in 2021 of ₱0.9 million. The Company did not earn interest from loans in 2023 as compared with ₱10.1 million in 2022 and ₱8.6 million in 2021. This was due to the termination and full repayment of loans in 2022. Movement in interest earned was brought by the changes in interest rates over the years and granting and repayment of loans. The increase on interest from short-term bank deposits was mainly due to increase in interest rates ranging from 5% to 6% in 2023 as against from 0.4% to 5% in 2022, and 0.4% to 0.5% in 2021. Interest rates on loan are agreed upon with the related party on a comparable market rate basis on the date of granting or renewal of the loan. Interest rates on loans range from 2.9% to 5.0% in 2022 and 3.1% to 3.8% in 2021.

Rental revenue for 2023 amounted to ₱12.8 million as against in 2022 of ₱11.2 million and ₱9.1 million in 2021. Rental revenue in 2023 is ₱1.6 million higher than in 2022 due to an increase in rental rate amounting to ₱0.4 million and full year recognition of lease rental from external party of ₱1.2 million. The rental revenue in 2022 was higher than in 2021 due to the non-continuance of rental concessions which were given both in 2021 and 2020 due to difficult business environment arising from the COVID-19 pandemic which affected the operation of SPMI. The rental concession has been properly studied and justified to be within market practices.

The equity in net earnings of associate - CLI as of 31 December 2023 amounted to ₱1.6 million, as against ₱10.0 million and ₱6.7 million in 2022 and 2021, respectively. Increase or decrease in equity in net earnings of associate depends upon the net income realized by CLI during the years. The Company received a cash dividend from CLI amounting to ₱5.2 million, ₱7.0 million and ₱7.5 million in 2023, 2022, and 2021, respectively.

Management fees charged to related parties amounted to ₱1.4 million in 2023, ₱1.6 million in 2022 and ₱0.8 million in 2021. The increase of ₱0.8 million from 2021 as against 2022 and 2023 was due to service fees earned by the Parent Company with its new accounting services agreement entered with a related company in 2021. The decrease in 2023 as compared with 2022 was due to timing difference in booking of the 4th quarter 2021 new accounting service fees from related company booked only in 2022,

In February 2020, the Parent Company entered into a payroll service agreement with related companies with regards to the payroll system upgrade of the KPMI, KSSI and the Parent Company. Payroll service fees earned for the year 2022 amounted to ₱3.4 million as against ₱3.6 million in 2021. The agreement was terminated in November 2022.

In June 2021, the Company earned a one-off gain from the sale of land rights on a property in Bauan, Batangas amounting to ₱345.6 million. The rights were sold to a non-related third-party buyer for a gross price of ₱358.6 million. A cash deposit to the Supreme Court of ₱4.1 million, related legal expenses of ₱1.8 million, and commission expense of ₱7.2 million incurred and paid in 2021, were applied against the gross price resulting to net gain of ₱345.6 million. There is no similar transaction in 2022 and 2023.

Operating expenses amounted to ₱19.1 million this year as against in 2022 of ₱29.0 million and ₱22.0 million in 2021. Lower expenses by ₱9.9 million in 2023 as against 2022 were due to the decrease in salaries and allowances, taxes and licenses, depreciation and amortization, repairs and maintenance, utilities, membership dues and subscriptions, travel and transportation, and recovery of impairment loss on VAT booked in prior years. While the year 2022's operating expenses was higher than in 2021 by ₱7.0 million due to higher taxes and licenses, repairs, and maintenance. Also, in 2022 there was a provision for impairment on creditable withholding tax of ₱1.7 million as against recovery of provision for impairment in creditable withholding tax of ₱4.7 million in 2021.

The Company has unrealized fair value gain on financial asset fair value through other comprehensive income from a golf-club share of ₱12.0 million in 2023, ₱14.0 million in 2022, and ₱9.0 million in 2021. The Company also recognized loss on remeasurement of retirement benefits assets based on retirement actuarial retirement plan amounting to ₱1.5 million in 2023, gain of ₱1.7 million and ₱2.0 million in 2022 and 2021, respectively.

Financial Condition

The cash position of the Company for the year ended 31 December 2023 amounted to ₱575.5 million as against the same period last year of ₱583.0 million. The decrease of ₱7.5 million was from payment of dividend of ₱35.0 million, cash absorbed by operations of ₱1.8 million and income tax paid of ₱7.2 million. This was offset by the interest received from short-term deposits of ₱31.4 million and cash dividend received of ₱5.2 million.

Total receivables both current and non-current in 2023 are at the same level as last year of ₱29.8 million. Interest receivable from bank deposits amounted to ₱2.8 million this year as against last year of ₱1.6 million. The current portion of long-term receivable is at ₱1.1 million both in 2023 and 2022.

Other current assets are almost at same level both in 2023 and 2022 of ₱0.8 million. Movements in other current assets came from the following: a) increase in creditable withholding tax by ₱0.4 million which was offset by decrease in allowance of ₱0.4 million; b) increase in advances to employees and others by ₱0.1 million; c) decrease in prepaid expenses by ₱0.4 million; and d) the provision on Input VAT in 2022 of ₱0.6 million was fully utilized.

Available-for-sale financial assets related to a quoted club share at fair value price as of December 2023 and 2022 amounted to ₱70.0 million and ₱58.0 million, respectively.

Investment in an associate decreased from ₱421.2 million in 2022 to ₱417.6 million this year. The net decrease of ₱3.6 million was due to an equity share in net income of CLI of ₱1.6 million reduced by the cash dividend received this year amounting to ₱5.2 million.

Investment properties, Property and equipment and Intangible assets – net of depreciation and amortization as of 2023 amounted to ₱207.6 million as against ₱208.4 million in 2022. The decrease of ₱0.8 million was due to the depreciation for the year. There were no purchases or disposal made during the year.

Total liabilities slightly increased from ₱5.1 million in 2022 to ₱6.4 million this year. The increase of ₱1.3 million was due to recognition of retirement liability of ₱0.8 million, increase in accrual of expenses and other payables of P0.4 million and increase in advance rental and deposits of ₱0.1 million.

Total equity as of 31 December 2023 amounted to ₱1,295.0 million and ₱1,297.2 million in December 2022. Retained earnings amounted to ₱773.5 million as of December 2023 as compared to ₱761.4 million in December 2022. The increase in retained earnings was due to higher net income after non-controlling interests of ₱17.8 million partially offset by a cash dividend of ₱5.7 million. The Company also had an unrealized fair value gain on financial asset at fair value through other comprehensive income of ₱12.0 million and remeasurement loss on retirement benefit obligation of ₱1.5 million. The Company did not purchase any treasury shares this year. Non-controlling interest of minority shareholders decreased from ₱355.2 million in 2022 to ₱330.4 million due to its recognition of ₱4.5 million shares in the net income of the Company and ₱29.3 million cash dividends.

The equity attributable to equity holders of the parent amounted to ₱964.6 million and ₱942.0 million as of December 2023 and 2022, respectively. The net book value per share as of December 2023 was ₱16.85 as against December 2022 of ₱16.46. The earnings per share attributable to the equity holders of the parent as of December 2023 and 2022 were ₱0.31 and ₱0.08, respectively.

Year Ended 2022

Keppel Philippines Holdings, Inc. (KPH) and its subsidiaries (the "Company") recorded a net income of ₱12.2 million in 2022, ₱269.2 million in 2021, and ₱26.1million in 2020. The reasons for the changes in net income are as follows:

The Company earned interest income from loans granted to related companies and from short-term bank deposits. The Company earned total interest income of ₱16.8 million in 2022, ₱9.6 million in 2021, and ₱12.1 million in 2020. The interest earned from loans amounted to ₱10.1

million in 2022, ₱8.6 million in 2021, and ₱11.3 million in 2020. Movement in interest earned was brought by the granting and repayment of loans and changes in interest rates over the years. Interest rates on loan are agreed upon with the related party on a comparable market rate basis on the date of granting or renewal of the loan. Interest rates on loans range from 2.9% to 5.0% in 2022, 3.1% to 3.8% in 2021 and 3.4% to 4.9% in 2020. There was a new loan granted in 2022 which amounted to ₱100 million. Outstanding loan receivable of ₱340 million were fully paid in November 2022. On the other hand, interest from short-term deposits and T-bills amounted to ₱6.7 million in 2022 and ₱0.9 million both in 2021 and 2020. The increase on interest was mainly due to a higher amount placed for time deposits and T-bills in 2022 and an increase in interest rates ranging from 0.4% to 5% in 2022 as against 0.4% to 0.5% p.a. in 2021 and 0.5% to 3.6% p.a. in 2020.

Rental revenue for Year 2022 amounted to ₱11.2 million as against ₱9.1 million in 2021 and ₱33.3 million in 2020. Rental revenue in 2022 is higher than in 2021 due to the non-continuance of rental concessions during the year. Rental concessions were given both in 2021 and 2020 due to difficult business environment arising from the COVID-19 pandemic which affected the operation of KPMI. The rental concession has been properly studied and justified to be within market practices. Rental revenues in 2022 and 2021 were lower than in 2020 due to the termination of lease rental on properties in Bauan, Batangas to a third party in December 2020.

The equity in net earnings of associate - CLI as of 31 December 2022 amounted to ₱10.0 million, as against ₱6.7 million and ₱7.6 million in 2021 and 2020, respectively. Increase or decrease in equity in net earnings of associate depends upon the net income realized by CLI during the years. The Company received a cash dividend from CLI amounting to ₱7.0 million, ₱7.5 million and ₱8.7 million in 2022, 2021, and 2020, respectively.

In February 2020, the Parent Company entered into a payroll service agreement with related companies with regards to the payroll system upgrade of the KPMI, KSSI and the Parent Company. Payroll service fees earned for the year 2022 amounted to ₱3.4 million as against ₱3.6 million in 2021 and ₱1.1 million in 2020. The agreement was terminated in November 2022.

Management fees charged to related parties amounted to ₱1.6 million in 2022 as against ₱0.8 million from 2021 to 2020. The increase of ₱0.8 million was due to service fees earned by the Parent Company with its new accounting services agreement entered with a related company, Bay Philippines Holdings Corp., a Philippines-incorporated company, and member of the Keppel Group

In June 2021, the Company earned a one-off gain from the sale of land rights on a property in Bauan, Batangas amounting to ₱345.6 million. The rights were sold to a non-related third-party buyer for a gross price of ₱358.6 million. A cash deposit to the Supreme Court of ₱4.1 million, related legal expenses of ₱1.8 million, and commission expense of ₱7.2 million incurred and paid in 2021, were applied against the gross price resulting to net gain of ₱345.6 million. There is no similar transaction in 2022.

Operating expenses amounted to ₱29.0 million, ₱22.0 million, and ₱24.9 million in 2022, 2021 and 2020, respectively. The year 2021 had lower expenses than in 2022 and 2020 mainly due to recovery of provision for impairment in creditable withholding tax of ₱4.7 million in 2021 as against provision of ₱1.7 million this year. There was also an increase in maintenance expenses relating to various payroll services in 2022 of ₱1.6 million as against ₱1.2 and ₱0.2 million in 2021 and 2020, respectively.

The Company has unrealized fair value gain on financial asset fair value through other comprehensive income from a golf-club share of ₱14.0 million in 2022, ₱9.0 million in 2021, and loss of ₱2.0 million in 2020. The Company also recognized gain on remeasurement of retirement benefits assets based on retirement actuarial retirement plan amounting to ₱1.7 million in 2022, ₱2.0 million in 2021 and loss in 2020 of ₱1.1 million.

Financial Condition

The cash position of the Company for the year ended 31 December 2022 amounted to ₱583.0 million as against the same period last year of ₱341.1 million. The increase of ₱241.9 million was from net loan collected/granted of ₱240.0 million, interest received from short-term deposits and loan receivable of ₱15.1 million, cash dividend received of ₱7.0 million and net proceeds from disposal of fixed asset of ₱3.4 million. This was partially offset by net cash absorbed by operation of ₱7.4 million, cash dividend paid of ₱15.6 million, buy-back of treasury shares of ₱0.7 million, income tax paid of ₱0.4 million, and purchase of office equipment of ₱0.3 million.

Total receivables both current and non-current this year amounted to ₱29.8 million from ₱272.5 million as of last year. The net decrease of ₱242.7 million was due mainly to the repayment of loan by a related party amounting to ₱240 million.

Other current assets decreased from ₱1.7 million to ₱0.8 million this year. The decrease was due to higher provision for impairment of creditable withholding tax of ₱1.6 million and input VAT of ₱0.1 million this year. While in 2021, there was net recovery of ₱4.6 of provision for impairment of creditable withholding tax which was fully applied against tax payment.

Available-for-sale financial assets related to a quoted club share at fair value price as of December 2022 and 2021 amounted to ₱58.0 million and ₱44.0 million, respectively.
Investment in an associate increased from ₱418.2 million in 2021 to ₱421.2 million this year. The net increase was due to equity share in net income of CLI of ₱10.0 million reduced by the cash dividend received this year amounting to ₱7.0 million.

Investment properties, Property and equipment and Intangible assets – net of depreciation and amortization as of 2022 amounted to ₱208.4 million as against ₱212.9 million in 2021. The decrease was due to the disposal of computer hardware and software related to the payroll system amounting to ₱4.5 million.

Total liabilities slightly increased from ₱4.9 million in 2021 to ₱5.1 million this year. The increase was due to advanced rentals and security deposits of new external tenant.

Total equity as of 31 December 2022 amounted to ₱1,297.2 million and ₱1,285.6 million in December 2021. Retained earnings amounted to ₱761.4 million as of December 2022 as compared to ₱762.6 million in December 2021. The decrease in retained earnings was due to lower net income after non-controlling interests of ₱4.5 million partially offset by a cash dividend of ₱5.7 million. The Company also had an unrealized gain on fair value of financial asset at fair value through other comprehensive income of ₱14.0 million and remeasurement gain on retirement benefits ₱1.7 million. The Company also bought back its own shares amounting to ₱0.7 million. Non-controlling interest of minority shareholders also recognized ₱7.7 million shares in the net income of the Company and received dividends of ₱9.9 million.

The equity attributable to equity holders of the parent amounted to ₱942.0 million and ₱928.2 million as of December 2022 and 2021, respectively. The net book value per share as of December 2022 was ₱16.46 as against December 2021 of ₱16.19. The earnings per share attributable to the equity holders of the parent as of December 2022 and 2021 were ₱0.08 and ₱4.61, respectively.

Plan of Action for 2025

KPH shall focus on maintaining and adding value on its investment properties. Among others, the strategies may include the purchase of shares of stock, purchase of additional investment properties, and increasing occupancy and rental rates. Certain properties may be considered for sale where it can contribute the best value to the Company and its shareholders. Investment properties of strategic value shall be reviewed for further investments where appropriate. Further, given the sale of Bauan, Batangas property, the proceeds therefrom contributed to KPHI having significantly higher cash balance compared to December 31, 2023. With this, KPHI will review its options for the best use of its cash.

Key Performance Indicators

The key performance indicators of the Company for the last three (3) fiscal years are follows:

Particulars	**2024**	**2023**	**2022**
Current Ratio (Current Assets/Current Liabilities)	372.74	163.48	188.02
Acid Test Ratio or Quick Ratio (Monetary Current Assets/Current Liabilities)	372.28	163.27	187.75
Solvency Ratio (Net Income + Depreciation)/Total Liabilities	63.45	3.62	2.68
Debt to Equity Ratio (Total Liabilities/Stockholders' Equity)	0.01	0.01	0.004
Assets to Equity Ratio	1.01	1.01	1.00
Debt Ratio (Total Liabilities/Total Assets)	0.01	0.01	0.004
Return on Assets (%) (Net Income/Total Assets)	62.33	1.71	0.94
Return on Equity (%) (Net Income/Stockholders' Equity)	62.95	1.72	0.94
Net Profit Margin (%) (Net Income/Total Revenues	81.35	45.92	28.20
Earnings per Share Attributable to Equity Holders of Parent (₱)	10.30	0.31	0.08
Book Value per Share Attributable to Equity Holders of Parent (₱)	26.99	16.85	16.46

There are no known events that may trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation that was not disclosed. There are no material off-balance sheet transactions, obligations (including contingent obligations), and other relationships of the Company with unsolicited entities or other persons created during the reporting period that has not been disclosed. The Company has no material commitment to capital expenditures for the next twelve (12) months that would need to raise or generate funds for.

There are no known trends, commitments, events, or uncertainties that will have a material impact, whether favorable or unfavorable, on the revenues or income from continuing operations of the Parent Company. There are also no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Parent Company with unconsolidated entities or other persons created during the year.

7 - Financial Statements

The audited consolidated financial statements as of and for the year ended 31 December 2024 and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A.

The financial statements attached to the report include the audited statements of financial position, statements of income, statements of comprehensive income, statements of changes in stockholders' equity, statements of cash flows and notes to the financial statements. Such reports form part of the attachment to the SEC Annual Report Form 17-A.

8 - Information on Independent Accountants and Other Related Matters

(a) External Audit Fees and Services

(i) Audit and Related Fees – For 2024, the Company appointed Isla Lipana & Co. (PwC) to audit the current year's financial statements. The aggregate fee billed by Isla Lipana for the audit of the Company's annual financial statements was ₱0.6 million in 2022 to 2024. There have been no other services performed by Isla Lipana for the last three (3) years. The services performed by the Company's external auditors and the fees are reviewed by the Audit, Risk and Compliance Committee (ARCC) prior to submission to the Board of Directors for approval.

(ii) Tax Fees –No tax fees were paid for the years 2022 to 2024.

(iii) Other Fees – No other fees were paid for the years 2022 to 2024.

(iv) Audit, Risk and Compliance Committee's Approval Policies & Procedures – The 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) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Accounting standards in accordance with PFRS are stated in Note 20 to the financial statements. For the last three (3) fiscal years, there have been no disagreements with the independent accountants relating to accounting principles or practices, financial statements disclosure, or auditing scope or procedure.

PART III – CONTROL AND COMPENSATION INFORMATION

9 – Directors and Executive Officers of the Issuer

(a) Directors, Including Independent Directors, and Executive Officers

There are seven (7) members of the Board, three (3) of whom are independent directors. The term of office of each member is one (1) year except when the director is elected by the Board of Directors during the term. The members of the Board of Directors are elected at the Annual Stockholders' Meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified. A director who is elected to fill any vacancy holds office for the unexpired portion of the term of his predecessor.

The current members of the Board of Directors are the following:

Board of Directors

(i) **Tan Kuang Liang**, 50, Singaporean, has been the Chairman and regular Director of the Company since April 3, 2024. He joined Keppel Group in 2012 and is currently the President of Keppel Land Indonesia and Regional Investments. Before his current appointment, he was the General Manager for Operational excellence with oversight on Sustainability, Safety, Corporate social responsibility, and Project management at Keppel Management Ltd. (KML). Prior to joining KML, he led CapitaLand's South China operations, Jurong China group's business development, and worked in CPG Consultants. He is currently the Chairman of the Board and President of Keppel Philippines Properties, Inc. since 10 February 2023.

Mr. Tan graduated with BSc Building (2nd Upper Hons) from the National University of Singapore and completed his MSc. Sustainable Building Design (Merit) from the University of Nottingham under BCA-WDA Scholarship in 2016. He is a Green Mark Advanced Accredited Professional and a member of the Singapore Institute of Arbitrators and Society of Project Managers.

(ii) **Alan I. Claveria**, 54, Filipino, has been the President and regular Director of the Company since 14 September 2017. Prior to his appointment, he was the Senior Manager, Administration and Corporate Affairs of Keppel Philippines Marine, Inc. He is concurrently the President and Director of KPSI Property, Inc., Goodwealth Realty Development Corp., Goodsoil Marine Realty, Inc., Consort Land, Inc., and Consort Capital, Inc. He provides advice in matters relating to corporate affairs and communication, administration, human resources, and real estate, drawing from his experience from holding various positions in Keppel's present and previously owned business units involved in shipbuilding and ship repair, towage and salvage, investment, and real estate. Mr. Claveria holds a Master's in Business Administration degree from the Ateneo Graduate School of Business and finished BS Management, Major in Legal Management at the Ateneo de Manila University. He has been with Keppel in the Philippines for over 20 years.

(iii) **Celso P. Vivas**, 78, Filipino, has been an Independent Director of Keppel Philippines Holdings, Inc. since June 2005 and is currently the Company's Lead Independent Director and Chairman of the Audit, Risk and Compliance Committee. He is currently an Independent Director, Chairman of the Governance, Nomination and Compensation Committee and member of the Audit and Compliance Committee of Keppel Philippine Properties, Inc.; Chairman of Megawide Construction Corp.'s Audit and Compliance Committee and member of both the Board Risk Oversight Committee, and Governance, Nomination and Compensation Committee; Chairman of Republic Glass Holdings Corp.'s Governance, Nomination and Compensation Committee, and member of the Audit and Compliance Committee. He is also an Independent Director of Goodsoil Marine Realty, Inc., Goodwealth Realty Development, Inc., and Consort Land Inc., subsidiaries & related companies of KPHI. He was Independent Director and Chairman of the Audit Committee of Keppel Philippines Marine, Inc. and Keppel Subic Shipyard, Inc. till June 2022. He was Risk Consulting Partner and Assurance Business Advisory Partner of SGV & Company until his retirement in 2001. Mr. Vivas obtained his Bachelor's Degree in Business Administration (Cum Laude) 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). Mr.

Vivas is a Certified Public Accountant and has over 50 years of experience in audit, finance, enterprise risk management, and corporate governance.

(iv) **Ramon J. Abejuela**, 75 years old, Filipino, has been an Independent Director of Keppel Philippines Holdings, Inc. since 14 September 2017. He is also the Chairman of the Corporate Governance and Nomination Committee and member of the Audit, Risk and Compliance Committee of Company. He was an Independent Director of Keppel Philippines Properties, Inc. (KEP) from November 1999 to June 2008. He was re-elected as Independent Director in 2009 and is currently the Chairman of the Audit and Compliance Committee and member of the Governance, Nomination and Compensation Committee of KEP. He serves as Independent Director and Chairman of the Audit Committee of Mabuhay Vinyl Corporation as of July 2022 to present. He served as Independent Director of Keppel Philippine Marine, Inc. and Keppel Subic Shipyard, Inc. in June 2020 to June 2022. He also serves as Director and Vice Chairman of the Board of Philippine Nutri-Foods Corporation and NCP Publishing Inc. since 2004. Mr. Abejuela holds a Bachelor of Science in Chemical Engineering Degree (cum laude) from De La Salle University and a Master's Degree in Business Management – General Management Curriculum from the Asian Institute of Management. Mr. Abejuela has more than 45 years of experience in the field of financial planning, control, and consultancy.

(v) **Leonardo R. Arguelles, Jr.,** 75, Filipino, has been an Independent Director of Keppel Philippines Holdings, Inc. since 19 June 2020 and Keppel Philippines Properties, Inc. since 13 August 2020. He is a member of the Audit Risk and Compliance Committee and Corporate Governance and Nomination Committee of the Company. He is also a member of the Audit and Compliance Committee and Governance, Nomination and Compensation Committee of KPPI. He 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 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 investment banking.

(vi) **Stefan Tong Wai Mun**, 53, Malaysian, has been a regular Director of the Company since June 2007 and had been the President from same period until 14 September 2017. He has been a regular Director of Keppel Philippine Properties, Inc. since June 2007 and has been elected as regular Director of Seatrium Philippines Marine, Inc. (formerly Keppel Philippines Marine, Inc.) in February 2010 and Executive Vice-President in June 2011. He is also a regular Director of various Keppel and Seatrium companies in the Philippines. Mr. Tong graduated from University of Western Australia with a Bachelor's Degree in Accounting and Finance (Honors). He is a Chartered Accountant and a member of the Chartered Accountants Australia and New Zealand. He has more than 25 years of experience in banking, finance, and real estate.

(vii) **Felicidad V. Razon**, 64, Filipino, has been a regular Director of the Company since May 2014. She joined the Company as Finance Manager in May 2008 and has been appointed as Treasurer in June 2008 and elected/appointed as Vice President/Treasurer in November 2013. She is also a regular director and officer of KPH related companies. Prior to Keppel Group, Ms. Razon was the Finance Manager/Officer of Benguet Corporation's fully owned subsidiaries involved in manufacturing, shipping and freight forwarding. She graduated from Polytechnic University of the Philippines with

Bachelor of Science Degree in Commerce Major in Accountancy and is a Certified Public Accountant. She has more than 35 years of experience in her field of profession.

Executive Officers

(i) **Alan I. Claveria** – President - (See foregoing Director's profile)

(ii) **Felicidad V. Razon,** Vice President / Treasurer / Compliance Officer / Corporate Information Officer – (See foregoing Director's profile)

(iii) **Maria Melva E. Valdez,** Corporate Secretary, 65, Filipino, has been the Corporate Secretary of the Corporation since 1999. She also served as Director of Keppel Philippines Holdings, Inc. (KPHI) from 24 June 2008 to 11 June 2009. She is a Senior Partner of the law firm of Bello Valdez and Esguerra Law Offices. She is the Chairman of the Board of Directors & President of Servier Philippines, Inc., Director & President of Taurus First Properties, Inc., and Corporate Secretary of Sagara Metro Plastics Industrial Corporation; Atty. Valdez also holds directorship positions in the following companies: Leighton Contractors (Phils), Inc., Asia Contractors Holdings, Inc., Cambe Dental Billing Services, Inc., KPSI Property, Inc., Opon Realty & Development Corp., and Opon-KE Properties, Inc.; a member of the Board of Trustees of the AIM Scientific Research Foundation, Inc., FIF Foundation, Inc. and a Trustee & Treasurer of Philippine-Japan Economic Cooperation Committee, Inc. She has been the Corporate Secretary of KPHI, Keppel Philippines Properties Inc., and Mabuhay Vinyl Corporation (listed corporations), Seatrium Philippines Marine, Inc., Seatrium Subic Shipyard, Inc., Keppel Batangas Shipyard, Inc., and various Keppel companies in the Philippines. She is likewise the Corporate Secretary of Asian Institute of Management, EMS Services International Inc., Wartsila Philippines Inc., Calamba Medical Center, Inc., Calamba Cancer Center, Inc., Saint John the Baptist Medical Center, Inc., Kopiko Philippines Corporation, Toyota Corolla Sapporo Philippines Holdings, Inc., Trabajo Services, Inc., VS Industries Philippines, Inc., Suretrac Holdings, Inc., and Asia Control Systems Philippines, Inc. Atty. Valdez is a member of the Philippine-Japan Society, Inc. and Philippine-Italian Association. Atty. Valdez graduated from the University of the Philippines as a holder of degrees of Bachelor of Arts in Political Science and Bachelor of Laws. She is a regular lecturer of the Paralegal Training Program of the University of the Philippines Law Center and is an adjunct faculty member of the Asian Institute of Management. She is the Chairperson of the Membership Committee of the Inter-Pacific Bar Association. She has more than 37 years of working experience in her field of profession as a lawyer.

(iv) **Pamela Ann T. Cayabyab**, 42, Filipino, has been the Asst. Corporate Secretary of the Company since 7 May 2021. She has been the Asst. Corporate Secretary of other companies such as Mabuhay Vinyl Corporation (a listed company) and MVC Properties Inc. since November 2020; Fujita Philippines Construction and Development, Inc., since April 2017; Keppel Philippines Properties, Inc. (a listed company) since June 2021 and various Keppel companies; Brother International Philippines Corp. since May 2015; PPG Coatings (Philippines) Inc. since March 2012; Tosoh Polyvin Corporation since March 2011 and various non-stock condominium corporations/foundation. She is likewise the Corporate Secretary of Gruppo EMS Inc., EMS Resources Technology Inc., EMS Services Philippines, Inc., and Creotec Philippines Inc., and Toyota Corolla Sapporo Philippines Holdings, Inc. since April 2024. Atty. Cayabyab is a Senior Partner of Bello Valdez & Esguerra Law Offices. She obtained her Bachelor of Arts in Political Science from the University of the Philippines – Diliman in 2003 and her Juris Doctor degree from the Ateneo de Manila University School of Law in 2007. She was admitted to the Philippines Bar in 2008.

(b) Significant Employees

There are no employees other than the officers mentioned in the preceding subsection who are expected to make a significant contribution to the business.

(c) Family Relationship

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

(d) Involvement in Certain Legal Proceedings

Regarding the knowledge and/or information of the Company, none of the directors and officers was involved in any bankruptcy proceedings during the last five (5) years. Neither have they been convicted by final judgment in any criminal proceedings, or been subjected to any order, judgment, or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities, or banking activities, nor found in an action by any court or administrative bodies to have violated a securities and commodities law or regulation.

10 - Executive Compensation

As the Company is an investment holding company, it has two (2) senior officers, namely the President, Vice President/Treasurer.

The total aggregate compensation (inclusive of benefits) of the senior officers of the Company during the last two (2) fiscal years and the projected aggregate compensation to be paid for the current fiscal year are as follows:

Description	Year	Salary (in Php)	Bonus	Other Annual Compensation
Aggregate for All Officers	2025 Estimate	5,645,000	None	None
	2024	4,271,000	None	None
	2023	5,181,000	None	None
Aggregate for All Officers & Directors as a Group	2025 Estimate	6,145,000	None	None
	2024	6,400,000	None	None
	2023	5,831,000	None	None

Under the Company's By-Laws, directors shall receive such compensation for their services from time to time as may be fixed by the stockholders. There are no warrants or options held by the Company's officers and directors. The Company does not have any other arrangements pursuant to which no director is compensated directly or indirectly for any service provided as a director. There are also no special employment contracts with executive officers of the Company. The Company has no existing options, warrants or rights to purchase any securities.

11 - Security Ownership of Certain Record and Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners

As of 31 December 2024, the Company knows of no one who beneficially owns in excess of 5% of the Company's common stock except as set forth in the table below:

Title of Class	Name, Address of Record/ Beneficial Owner	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares Held	Percent of Class
Common	Kepwealth, Inc. [1] Unit 3B, Country Space 1 Bldg. 133 Sen. Gil J. Puyat Ave., Salcedo Village, Brgy. Bel-Air, Makati City	Alan I. Claveria (Director)	Filipino	'A': 28,817,182 'B': 1,715,748 30,532,930	53.35
Common	Keppel Ltd. [2] 1 Harbour Front Ave., #18-01 Keppel Bay Tower, Singapore 098632	Tan Kuang Liang (Director)	Singaporean	'B': 16,894,087	29.52
Common	PCD Nominee Corp. [3] 37/F Enterprise Bldg., Ayala Avenue, Makati City		Filipino Filipino Foreign	'A': 4,389,651 'B': 2,434,746 'B': 147,922 6,972,319	12.18

1. *Kepwealth, Inc. is majority-owned by Kepventure, Inc. The Chairman, or in his absence, the President of Kepwealth, Inc. is duly authorized as proxy to vote in the shares of Kepwealth, Inc. in the Company.*

2. *Keppel Ltd (KL), formerly Keppel Corporation Ltd. (KCL) is listed in the Singapore Stock Exchange. The Chairman of the Board, or in his absence, the President or in his absence, the Chairman of the meeting, shall have the right to vote or direct voting or disposition of the shareholdings of KL in the Company.*

3. *PCD Nominee Corp. is a wholly owned subsidiary of the Philippine Central Depository, Inc. (PCD). It is the registered owner of the shares in the books of the Company's transfer agents in the Philippines. The beneficial owners of such shares are PCD's participants. PCD holds the shares on their beneficial owner's behalf or on behalf of their (PCD) clients. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.*

Security Ownership of Management as of 31 December 2024

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Tan Kuang Liang / Chairman / Director	'B': 1(r)	Singaporean	-
	Alan I. Claveria / President/Director	'A': 38(r)	Filipino	-
	Celso P. Vivas / Lead Independent Director	'A': 1(r)	Filipino	-
	Ramon J. Abejuela / Independent Director	'A': 1(r)	Filipino	-
	Leonardo R. Arguelles / Independent Director	'B': 1(r)	Filipino	-
	Stefan Tong Wai Mun / Director	'B': 1(r)	Malaysian	-
	Felicidad V. Razon / Vice President/Treasurer /Director	'A': 1(r)	Filipino	-
	Maria Melva E. Valdez / Corporate Secretary	-	Filipino	-
	Pamela Ann T. Cayabyab/ Asst. Corp. Sec.	-	Filipino	-
		'A':41; 'B':3		

Free float level

The Company has 17.13% or 9,805,958 shares owned by the public out of the 57,233,019 total outstanding shares as of 31 December 2024.

12 - Certain Relationships and Related Transactions

In the ordinary course of business, the Company has transactions with its affiliates. The significant transactions with affiliates are as follows:

		Transactions			Outstanding receivable (payable)		
Related party	Notes	2024	2023	2022	2024	2023	Terms and conditions
Entities under common control							
Loans (a)							Outstanding balance is collectible in cash, with terms of 88 to 90 days subject for renewal, interest-bearing, unsecured 2024 and 2023 -nil (2022 - 2.9% to 5.0%)
SPMI							
Principal	3	-	-	(240,000,000)	-	-	
Interest income	3	-	-	7,225,921	-	-	
SSSI			-				
Principal		-	-	-	-	-	
Interest income		-	-	2,865,294	-	-	
Leases (b)							
Rental income							
SPMI		-	1,860,118	10,711,815	-	-	Outstanding balance is collectible in cash within the first five (5) days of each month, non-interest bearing and unsecured.
Keppel IVI Investment, Inc. (KIVI)		300,000	300,000	300,000	-	-	
Keppel Energy and Consultancy, Inc. (KECI)		120,000	120,000	120,000	-	-	
	7	420,000	2,280,118	11,315,815	-	-	
Advance rentals							Outstanding balance is to be applied on the last monthly rental at the end of lease term, is non-interest bearing and unsecured.
KIVI		-	-	-	(25,000)	(25,000)	
KECI		-	-	-	(10,000)	(10,000)	
	7, 10	-	-	-	(35,000)	(128,892)	
Various expenses and charges (c)							
SPMI		-	-	221,859	-	-	Outstanding balance is collectible in cash on demand, non-interest bearing and unsecured.
Keppel Enterprises Services Pte. Ltd.		-	106,907	377,035	-	-	
					-	-	
Payroll service fees (d)							
SSSI		-	-	1,806,659	-	-	
SPMI		-	-	1,587,965	-	-	
		-	-	3,394,624	-	-	
Management fees (e)							
Bay Philippines Holdings, Inc.		605,000	660,000	825,000	-	-	
KECI		240,000	240,000	240,000	-	-	
KIVI		180,000	180,000	180,000	-	-	
Kepventure, Inc.		60,000	60,000	60,000	-	-	
		1,085,000	1,140,000	1,305,000	-		
Sale of fixed assets (KPMI)	8,9	-		3,354,562	-	-	
Other income							
Commission (f)							
Consort Land		2,058,000	-	-	-	-	
Director's fees							
KPPI		-	140,000	230,000	-	-	
Associates							
Cash dividends received	6	-	5,239,859	6,986,479	-	-	Outstanding balance is collectible in cash on pay-out date as approved by the related party's BOD, non-interest bearing and unsecured.
Shareholders of Parent Company							
Cash dividends declared and paid							Outstanding balance is payable in cash on pay-out date as approved by the Parent Company's BOD, non-interest bearing and unsecured.
Kepwealth, Inc.		6,106,586	3,053,293	3,053,293	-	-	
KL		3,378,818	1,689,409	1,689,409	-	-	
Others		1,961,200	980,600	981,140	(851,818)	(765,714)	
	10, 14	11,446,604	5,723,302	5,723,842	(851,818)	(765,714)	
Various expenses and charges (b)							Outstanding balance is collectible in cash on demand, non-interest bearing and unsecured.
KL		237,978	85,276	221,100	-	-	
Kepwealth, Inc.		-	-	29,131	-	-	
Management fees (e)							
Kepwealth, Inc.		276,000	276,000	276,000	-	-	

-

(a) Loans

The Group granted short-term, interest-bearing loans to SPMI and SSSI. The loans were fully paid in November 2022 and no loans granted thereafter.

		2022
January 1	-	240,000,000
New loans granted	-	100,000,000
Collections	-	(340,000,000)
December 31	-	-

(b) Leases

The Group leases certain investments properties to related parties. SPMI formerly known as KPMI is no longer considered as related party of the Group effective March 1, 2023.

	2024	2023	2022
External party	**4,191,450**	10,539,288	99,809
Related party	**420,000**	2,280,118	11,131,815
	4,611,450	12,819,406	11,231,624

(c) Various expenses and charges

The Group paid for various reimbursable expenses which are utilized in the normal operations of SPMI and Keppel Enterprise Services Pte. Ltd. amounting to nil and P106,907 in 2023 (2022 - P221,859 and P377,035), respectively. There are no similar transactions in 2024.

(d) Payroll service fees

In 2020, the Group entered into payroll service agreements with SSSI and SPMI for the use of the payroll system of the Group. The Group charges these parties at agreed service fees for the one-time and recurring charges incurred by the Group. These agreements are considered renewed every year thereafter and subject to mutual amendments or termination by the parties. The agreement was terminated effective November 2022.

(e) Management fees

Since 2013, the Group had management agreements with related companies with monthly management fees which are subject to change depending upon the extent and volume of services provided by the Group. The services cover regular consultancy, handling of financial reporting, personnel and administration services including payroll and other government documentary requirements. The agreements are considered renewed every year thereafter, unless one (1) party gives the other a written notice of termination at least three (3) months prior to the expiration date.

In April 2021, the Parent Company signed an accounting services agreement Bay Philippines Holdings Corp., an entity under common control, with monthly fee of ₱55,000 excluding out-of-pocket expenses. The services cover handling of financial reporting and government documentary requirements. The agreement is subject to automatic annual renewal until terminated by either party at any time by giving not less than 90 days written notice to the other party. The agreement was terminated last December 6, 2024.

(f) Commission

In 2024, the Group also entered into one-time agreement with CLI to assist the latter in the sale of its improvements in a piece of land at Subic, Zambales with the Company earning a 3% commission or P2.1 million.

PART IV - CORPORATE GOVERNANCE

13 – Corporate Governance

Per SEC Memorandum Circular No. 15, Series of 2017 and SEC Memorandum Circular No. 10, Series of 2019, publicly listed companies such as KPH is required to submit an Integrated Annual Corporate Governance Report (I-ACGR). The Company e-filed its I-ACGR for the year 2023 on 30 May 2024. There was no Advisement Report in 2023 since there was no material transaction reaching the 10%-of-total-assets limit.

PART V - EXHIBITS AND SCHEDULES

14 - Exhibits and Reports on SEC Form 17-C

(a) **Exhibits** – See accompanying Index to Exhibits

(b) **Reports on SEC Form 17-C** – The Company has filed all reports on Form 17-C (Current Report) on matters needed in compliance with the SEC's SRC during the fiscal year 2024 as follows:

29 Jan 2024	Results of Regular Board of Directors Meeting – 29 January 2024 • Approval of KPH's 2023 Consolidated and Parent Company Audited Financial Statements (AFS) for the year ended 31 December 2023 and release of said AFS • Approval of the 2023 Annual Report (SEC Form 17-A) and Sustainability Report • Setting of the Annual Stockholders Meeting on June 14, 2024 • Re-appointment of External Auditor for 2024
7 March 2024	Results of Special Board of Directors Meetings – 7 March 2024 • Approval of the Sale of Goodsoil Marine Realty Inc.'s Land
3 April 2024	Results of Special Board of Directors Meeting – 3 April 2024 • Resignation of Kevin Chng Chee Keong and Election of new Director and Chairman
10 May 2024	Results of Regular Board of Directors Meeting – 10 May 2024 • Approval of the 1st Quarter 2024 Financial Results – SEC Form 17Q • Presentation of Final Lists of Candidates for Regular and Independent Directors • Approval of the Integrated Annual Corporate Governance Report (I-ACGR) for 2023
14 June 2024	Results of Regular Board of Directors Meeting – 14 June 2024 • Approval of Directors' Remuneration for 2024 • Declaration of Cash Dividend - declaration of 20% or ₱0.20 per share cash dividend to all stockholders of record of the Company as of 5 July 2024 to be paid on or before 31 July 2024
14 June 2024	Results of the Annual Stockholders' Meeting - 14 June 2024 • Appointment of External Auditor, Isla Lipana & Co. (PwC) for the financial year 2024 • Election of Directors for year 2024- 2025 • Approval of the Corporation's Audited Financial Statements for the year ended 31 December 2023 • Approval of Directors' Remuneration • Declaration of Cash Dividends
14 June 2024	Results of Organizational Meeting – 14 June 2024 • Election of Officers for the ensuing year 2024- 2025 • Appointment of chairman, members of the various committees and compliance officer/corporate information officer
13 Aug 2024	Results of Regular Board of Directors Meeting – 13 Aug 2024 •Approval of the 2nd Quarter 2024 Financial Results (SEC Form 17Q)
12 Nov 2024	Results of Regular Board of Directors Meeting – 12 November 2024 •Approval of the 3rd Quarter 2024 Financial Results (SEC Form 17Q)

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. Any written request for a copy of SEC Form 17-A shall be addressed as follows**:**

Keppel Philippines Holdings, Inc.
Unit 3-B Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City 1200

Attn: The Corporate Secretary

-

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of ___________ on______________.

KEPPEL PHILIPPINES HOLDINGS, INC.
Issuer

By:

Alan I. Claveria
President

Felicidad V. Razon
Vice President / Treasurer

MAR 28 2025

SUBSCRIBED AND SWORN to before me this ______ day of ________ 2025; affiants exhibiting to me their Tax Identification Numbers (TIN), as follows:

Names	Tax Identification Numbers
Alan I. Claveria	125-165-720
Felicidad V. Razon	112-942-756

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Series of 2025.

ATTY.ROMEO M. MONFORT
NOTARY PUBLIC City of Makati
Until December 31, 2025
Appointment No. M-32 (2024-2025)
PTR No. 10466008 Jan. 2, 2025/Makati City
IBP No. 306870 Dec. 27, 2024
MCLE NO. VII-002757 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of ___________ on______________.

KEPPEL PHILIPPINES HOLDINGS, INC.
Issuer

By:

Maria Melva. E. Valdez
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 25 2025 day of _______ 2025; affiants exhibiting to me their Tax Identification Numbers (TIN), as follows:

Names	Tax Identification Numbers
Maria Melva E. Valdez	123-493-209

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Series of 2025.

RAVEN C. CARLOS
Notary Public–Pasig City Appointment No. 244 (2024-2025)
VALID UNTIL 31 DECEMBER 2025
17th Floor, Robinsons Equitable Tower No. 4 ADB Avenue
cor. P. Poveda Drive Ortigas Center, Pasig City
IBP No. 426620/14 January 2025/Tarlac City
PTR No. 3063831/11 January 2025/Pasig City
MCLE Compliance Newly Admitted to the Bar
Roll of Attorneys No. 91552

Keppel Philippines Holdings, Inc.
Sustainability Report 2024

Contextual Information

Disclosure	Amount
Name of Organization	Keppel Philippines Holdings, Inc.
Location of Headquarters	Unit 3-B Country Space 1 Buildings, 133 Sen. Gil Puyat Avenue, Salcedo Village, Makati City, Philippines
Location of Operations	Makati City and Province of Batangas
Report Boundary: Legal entities (e.g. subsidiaries) included in this report	This report covers Keppel Philippines Holdings, Inc. (KPHI), the holding company, and its subsidiaries, namely, KPSI Property, Inc., Goodwealth Realty Development, Inc. and Goodsoil Marine Realty, Inc.
Business Model, including Primary Activities, Brands, and Services	Investment holdings and real estate
Reporting Period	1 January 2024 to 31 December 2024
Highest Ranking Person responsible for this report	Alan I. Claveria, President

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.
The assessment of material topics was guided by the Global Reporting Initiative (GRI) principles for defining report content in terms of significant economic, environmental, and social impacts and information that would substantively influence the assessments and decisions of our stakeholders. The AccountAbility AA100 Standard 5-part materiality test was also used to identify material issues relevant to (1) direct short-term financial performance, (2) the company's ability to deliver on its strategies and policies, (3) best practice norms exhibited by peers in the industry, (4) stakeholder behavior and concerns, and (5) regulatory or non-regulatory societal norms.

Sustainability Framework

The organization has adopted the Sustainability Framework of the Keppel Group with its three strategic thrusts of (1) Responsible Business; (2) People and Community; and (3) Environmental Stewardship.

RESPONSIBLE BUSINESS	PEOPLE AND COMMUNITY	ENVIRONMENTAL STEWARDSHIP
The sustainability of our business hinges on the adherence to the high standards of good corporate governance and the practice of prudent risk management. Our Board provides the strategic direction and oversight function while growth strategies are driven by the Management and supported by the employees under the risk-centric culture of the organization.	People are the most important asset in the organization. We are committed to growing and nurturing our talent pool to ensure that our employees reach their full potential in a safe, secure and healthy work environment. We also take cognizance of the symbiotic relationship of our business and the community where we operate. We shall initiate, nourish and strengthen partnerships with our stakeholders as we both work towards sustainable and inclusive growth.	As part of Keppel's Vision 2030, we are progressively aligning our portfolio towards sustainable urbanization solutions by evaluating its fit with Keppel's Vision, Mission and ESG goals.

ECONOMIC

Economic Performance
Direct Economic Value Generated and Distributed

Disclosure	Amount (In PhP Mn)	Units
Direct economic value generated (revenue)	1,374.53	PhP
Direct economic value distributed:		
a. Operating costs	39.35	PhP
b. Employee wages and benefits	7.68	PhP
c. Payments to suppliers, other operating costs	1.08	PhP
d. Dividends given to stockholders	638.42	PhP
e. Taxes given to government	208.21	PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
In 2024, the economic value generated by the organization was distributed to its stakeholders with a 1:0.65 economic value generation to distribution ratio. 2.86% of the economic value generated was used to cover operating cost, 0.56% was paid as employees wages and benefits, 46.45% was redistributed to stockholders as cash dividends and 15.15% went back to the government as taxes and fees. This redistribution of economic value by the organization enables its stakeholders to further regenerate and redistribute the economic value in the economic system.	The employees, government and suppliers are impacted by the economic performance of the organization.	The organization ensures that all transactions are properly recorded, audited and reported based on accounting policies and disclosures. Aside from the third line of defense provided by the Internal Auditor as per Internal Audit Standards and the oversight by the Audit, Risk and Compliance Committee, an independent external auditor periodically examines the financial statements.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
The organization's revenue is derived mostly from rental income from the lease of its real estate properties, interest income from short-term loans extended to other parties and from placement in T-bills and time deposits. Some of these transactions are made with related parties to maximize the synergy within the group. The risk of contractual rates below market with related parties and corruption exists during the generation and distribution of these economic values.	The employees, stockholders and the government stakeholders are affected by the manner by which related party transactions are being conducted by the organizations and how the same are managed and comply with regulatory requirements.	It is the policy of the organization to ensure that every related party transaction is made at arm's length, the terms are fair, and they will inure to the best interest of the company, its shareholders, subsidiaries and affiliates and that they are compliant with legal and regulatory requirements. The Keppel Group of Companies has set out anti-

		bribery compliance framework, management systems and standards that the organization must adhere to in order to assure the ethical conduct of its business. Whistle-blower and Insider Trading policies are also in place. Employees also undergo periodic anti-bribery and corruption training to underscore the organization's commitment to a zero-tolerance approach towards bribery.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
With business going back to pre-pandemic level, the businesses of the tenants are slowly picking up and rates can be progressively increased or marked to prevailing market rate. Third party tenants that are not related to the Keppel Group still holds an important role in the revenue mix of the organization.	The employees, stockholders and the government stakeholders are impacted as the revenue sources determine the organization's ability to generate and distribute economic value.	The Management shall continue to maximize the lease of its properties and to maintain a healthy mix of revenue source between related and non-related parties.

Climate-related risks and opportunities

The organization shall develop its governance platform, strategies, risk management framework and method of measuring climate-related targets in the succeeding reporting cycle. It shall assess the risks, mitigation strategies and also business opportunities associated with climate change from the Board to the employee ranks. Considering the nature of its business as a holding company with a relatively small environmental footprint and a relatively small number of employees, the organization shall identify climate-related initiatives in the community where it operates with whom it can have a meaningful partnership in climate-related initiatives.

Governance	Strategy	Risk Management	Metrics and Targets
Please refer to the above stated inputs.			
Recommended Disclosures			
Please refer to the above stated inputs.			

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Amount	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
As a rule, the organization taps the local supply chain, whenever applicable, for its operating requirements.	The selection and awarding process entails interaction between the suppliers and the employees.	Materials and equipment are procured from responsible and reputable vendors. The organization enforces and applies diligence, vetting and accreditation process for its suppliers.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
Although KPHI's procurement expenditure is relatively small, there remains the risk of awarding contracts to suppliers who may not meet industry standards or may be non-compliant to government regulations, which may negatively impact on the reputation of the organization. Aside from not getting the best value for money, the risk of corruption exists in each procurement transaction.	The choice of supplier and the conduct of the transaction between the supplier's representative and our employees will potentially have an impact to the sustainability of our transactions with the parties. Moreover, the company's brand and reputation will be at stake should there be impropriety in the procurement process and violations of government regulations by the vendor.	The Company implements the Keppel Group's "Supplier Code of Conduct" which sets out the standard of conduct that the supplier must adhere to. Part of the requirement for supplier accreditation is for the vendor to endorse Keppel's supplier code of conduct.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
The supplies needed by the organization can be sourced from Micro, Small and Medium Enterprises (MSME).	MSMEs and their employees as well as the government are stakeholders in the supply chain.	With MSMEs accounting for about 99% of business establishments in the Philippines, KPHI continues to prioritize local suppliers for its requirement so that there will be inclusive economic growth and also for economic value to be distributed back to this growing but vulnerable economic sector.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	100	%
Percentage of employees that have received anti-corruption training	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**
The Company considers integrity and accountability as part of its core values. Everyone is to act ethically and honestly, as everyone in the organization is responsible to all of its stakeholders. The Keppel Group's anti-bribery and corruption policies and procedures are communicated at the Board level, where the tone from the top is set, and at the employee level, where the front liners have operational interactions and transactions with outside parties. It is imperative that all stakeholders understand the importance of conducting corruption-free transactions and in compliance with Keppel's Code of Conduct.	Any violation of anti-bribery policy will impact on the entire Company and its stakeholders.	The Company will continue with its strategy to prevent corruption, fraud, and other unethical or illegal conduct by providing regular training on the subject to its employees and implementing related policies to safeguard the organization and its stockholders' interest against corporate improprieties.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
The organization shall ensure that these anti-corruption policies and procedures are communicated to its suppliers to avoid exposing the Company's business, resources and reputation at risk.	Aside from the suppliers, their acts and omissions will also impact and imperil the Company's ability to operate its business.	There are no reported incidents of corruption during the reporting period. All suppliers are informed of, required to abide by and to declare acceptance of and adherence to Keppel's Supplier Code of Conduct.

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The anti-bribery and corruption program of the Company will enable it to secure best value for its procurement requirements.	The suppliers and employees in the procurement process are key players in the anti-bribery and corruption program.	Management will continue with the training of its employees on policies with regards to anti-bribery and corruption and for vendors' adherence to these policies.

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#
Number of incidents in which directors were removed or disciplined for corruption	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There are no reported incidents of corruption from the Board to the operations level. The organization has zero tolerance for fraud, bribery, corruption and violation of laws and regulations.	All stakeholders (employees, customers, governments, shareholders and investors, suppliers and local communities) will be affected by the incidence (and even just the perception) of corruption in the organization.	The Company has an annual anti-corruption awareness and training. A Whistle Blower policy is also in place.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
The risk of corruption is present whenever the members of the organization interacts with its stakeholders.	Same as above.	Same as above.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
Professionalism, integrity and good governance guide the organization's business philosophy.	Same as above.	The same level of professionalism and ethical tenets shall be present in all instances of the organization's interaction with its stakeholders.

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	0	GJ
Energy consumption (gasoline)	0	GJ
Energy consumption (LPG)	0	GJ
Energy consumption (diesel)	0	GJ
Energy consumption (electricity)	26,021	kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)	0	GJ
Energy reduction (LPG)	0	GJ
Energy reduction (diesel)	0	GJ
Energy reduction (electricity)	0	kWh
Energy reduction (gasoline)	0	kWh

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**
As the organization only consumes energy supplied from the grid through the private electricity distribution utility company, Meralco, for its small office operation, its energy consumption does not have a material impact to the organization and its stakeholders.	N.A.	Although not a material topic, the Management continues with its practice of energy conservation by switching off the office aircon during lunch break and turning off the lights in areas that are not used.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal	125	Cubic meters
Water consumption	125	Cubic meters
Water recycled and reused	0	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
As the organization only consumes water drawn from the water concessionaire, Manila Water Co. Inc., for use by its employees at the office, water consumption does not have a material impact to the organization and its stakeholders.	N.A.	Although not a material topic, the Management constantly reminds its employees to conserve water with simple acts such as turning off the faucet when not in use.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
• renewable	0	kg/liters
• non-renewable	0	kg/liters
Percentage of recyclable input materials used to manufacture the organization's primary products and services	0	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Due to the nature of the business as a holding company, the Company does not have production input materials for it to provide to generate revenue.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	An associate owned and leased its coastal property along Batangas Bay in the Municipality of Bauan, Province of Batangas until its sale in March 2024.	
Habitats protected or restored	N.A.	ha
IUCN[17] Red List species and national conservation list species with habitats in areas affected by operations	N.A.	

[17] International Union for Conservation of Nature

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The organization leased property(ies) to other parties and has no control over the operations of its lessee. Nonetheless, the tenant of the Batangas property is a member of the Batangas Coastal Resources Foundation, Inc. (BCRMF) that monitors and protects the local coastal environment of Batangas Bay together with the local Philippine Coast Guard (PCG). The lessee is also being regulated and monitored by the Department of Environment and Natural Resources-Environmental Management Bureau (DENR-EMB) Region IV-A. There has been no reported violations or negative findings of its operations. The lessee has sold its assets and the lessor has sold the land to another party in March 2024.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	N.A.	Tonnes CO2e

Energy indirect (Scope 2) GHG Emissions	N.A.	Tonnes CO2e
Emissions of ozone-depleting substances (ODS)	N.A.	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**
The nature of the organization's business as a holding company does not involve emissions to the environment. Nonetheless, it is noted that the operation of the tenant of its subsidiary is subject to annual testing and monitoring for air quality and submission of a semi-annual Compliance Monitoring Report (CPR) to the DENR-EMB. The lessee has its Permit to Operate for its generator sets. There has been no reported violations or negative findings of its operations. The lessee has sold its assets and the lessor has sold the land to another party in March 2024.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Air pollutants

Disclosure	**Quantity**	**Units**
NO_X	N.A.	kg
SO_X	N.A.	kg
Persistent organic pollutants (POPs)	N.A.	kg
Volatile organic compounds (VOCs)	N.A.	kg
Hazardous air pollutants (HAPs)	N.A.	kg
Particulate matter (PM)	N.A.	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**
Please refer to inputs in the previous section.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N.A.	N.A.	N.A.

Solid and Hazardous Wastes

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated	N.A.	kg
Reusable	N.A.	kg
Recyclable	N.A.	kg
Composted	N.A.	kg
Incinerated	N.A.	kg
Residuals/Landfilled	N.A.	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The nature of the organization's business as a holding company operating from an office space does not involve material amount of solid and hazardous wastes. Nonetheless, it is noted that the tenant of its subsidiary is subject to the regulations and monitoring by DENR-EMB. The tenant submitted Self-Monitoring Report to the regulatory agency and is compliant in this regard prior to the sale of its asset to another party in March 2024.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	N.A.	kg
Total weight of hazardous waste transported	N.A.	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Please refer to previous section.	N.A.	N.A.

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	N.A.	Cubic meters
Percent of wastewater recycled	N.A.	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The nature of the organization's business as a holding company operating from a small office space does not generate substantial amount of effluents. Nonetheless, it is noted that the tenant of its subsidiary is subject to the regulations and monitoring by DENR-EMB. A third party contractor regularly sampled and analyzed water discharge from the property and certified it to be compliant as per DENR standard prior to the tenant's sale of its asset to another party in March 2024.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	0	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0	#
No. of cases resolved through dispute resolution mechanism	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach

N.A.	N.A.	N.A.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**
N.A.	N.A.	N.A.

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees	6	#
a. Number of female employees	4	#
b. Number of male employees	2	#
Attrition rate	0%	rate
Ratio of lowest paid employee against minimum wage	1.15:1.00	ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	25.00%	0%
PhilHealth	Y	25.00%	0%
Pag-IBIG	Y	25.00%	0%
Parental leave			
• Maternity leave	Y	0%	N/A
• Paternity leave	Y	N/A	0%
• Solo parent leave	Y	16.67%	
Vacation leave	Y	100%	100%
Sick leave	Y	100%	100%
Medical benefits (aside from PhilHealth)	Y	100%	100%
Housing assistance (aside from Pag-IBIG)	N	N/A	N/A
Retirement fund (aside from SSS)	Y	0%	0%
Further education support (i.e. Educ. loan)	Y	50%	100%
Company stock options	N	N/A	N/A
Telecommuting	N	N/A	N/A
Flexible-working Hours	N	100%	100%
(Others) Medical Reimbursement	N	100%	100%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The organization provides fair employment benefits with 0.56% of the economic value generated during the reporting period redistributed as employees' wages and benefit. A corporate wellness program continues to be implemented that includes an annual physical exam for all employees, a vaccination campaign to employees and family members and sharing of health alerts.	The Company shall ensure compliance with labor and employment laws. It shall continue to monitor the impact and measure the effectiveness of the corporate wellness program by reviewing metrics such as sick leave and medical reimbursements levels. It shall continue to have dialogues with its employees with regards to wages, performance review and the strategic direction of the organization. Talent, performance and training review and monitoring are included under the Workday system for the employees.
What are the Risk/s Identified?	**Management Approach**
The Company's talent pool includes contingent workers whose age are the past retirement age. Majority of its employees now qualifies for early retirement and a number of the workforce are nearing the age of compulsory retirement. The Company has noted a short tenure by Millennials employed in the organization. With this talent pool characteristic brings with it a "shallow bench" problem that may lead to disruption in the business operations should the talents voluntarily or involuntarily discontinue their employment with the Company.	The Management reviews succession planning and employee retention strategy. It has shifted its talent acquisition to target ex-Keppel employees and/or senior employees. It shall also consider tapping the talent pool of other companies under the Keppel Group. The Company shall also work towards a leaner and asset light organization as part of Keppel's strategy for its Vision 2030.
What are the Opportunity/ies Identified?	**Management Approach**
Other Keppel companies in the Philippines have a large talent pool that the company can tap to fill in gaps in its workforce.	Management reaches out to other Keppel business units for excess personnel in their manpower resources that can be transferred or stationed to the company on a short-term or permanent basis should the need arise.

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees	185.50	hours
a. Female employees	134.00	hours
b. Male employees	51.50	hours
Average training hours provided to employees	30.92	hours/employee
a. Female employees	33.50	hours/employee
b. Male employees	25.75	hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The Company believes that people are one of the key drivers to the sustainability of the business. The organization continues to invest in training and development programs for its employees and remains committed to nurturing an efficient, well-trained and well-informed team. Employees undergo annual e-training on anti-Bribery and other Keppel Group policies. They are also required to provide an annual declaration of conflict of interest.	The Company is committed to growing and nurturing its talent pool to ensure that employees reach their full potential by improving their competency through continuous training and development in their respective field. The Management continues to identify the training needs of its employees vis-a-vis the strategic direction of the Company and to provide the necessary programs to fill in those training gaps so as to ensure that our employees also grow together with the business. The Company was able to achieve an average of 30.92 training hours per employee during the period.
What are the Risk/s Identified?	**Management Approach**
A lack of awareness and inadequate training may potentially expose the organization to financial reporting risk and occupational health and safety risk.	The Management provides courses and information on the latest regulatory developments, industry standards and practices with regular updates from its external auditors and legal counsels to ensure proper recognition, treatment, recording and disclosure of financial transactions in compliance with the regulatory environment. The Company shares occupational health and safety procedures that is relevant to the office environment with regular safety alerts and bulletins posted on the office bulletin board and shared through e-mail or WhatsApp. It shall continue to identify workplace hazards and risks with constant dialogues with and reminders for the employees. The employees have designated key roles in case of an emergency in the office building. The office takes part in the scheduled earthquake, fire and evacuation drills conducted by the building administration in partnership with the Makati City police and fire departments.
What are the Opportunity/ies Identified?	**Management Approach**
Online training presents benefits to companies as it provides easy access to a wide-array of subject matter experts at reduced cost. There is also better employee	The Company has continued with online learning as the preferred and safest mode of training for the organization.

productivity as they need not leave the office and use up time traveling to the training venue.	

Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	0%	%
Number of consultations conducted with employees concerning employee-related policies	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
This topic is not considered material due to the size of the workforce and the absence of a union in the organization. Nonetheless, it is noted that the Management promotes open dialogue and clear communication with its employees and is able to interact with the workforce in an informal manner to discuss company policies and procedures, operational concerns and action items.	N.A.
What are the Risk/s Identified?	**Management Approach**
N.A.	N.A.
What are the Opportunity/ies Identified?	**Management Approach**
N.A.	N.A.

Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	66.67%	%
% of male workers in the workforce	33.33%	%
Number of employees from indigenous communities and/or vulnerable sector *	1	#

** Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Our employment statistic shows gender diversity with higher representation of women in the workforce. No incidence of discrimination has been reported during the reporting period. Employees are provided with an equal opportunity for training and development for them to grow to their full potential. Promotion, recognition and compensation and other conditions of employment are based on merits.	The organization's hiring policies ensure equal employment opportunities for all with due consideration to diversity and inclusion. The company also abides by the Keppel Group's Corporate Statement on Human Rights. The statement can be accessed at this link:

	<https://www.kepcorp.com/en/file/sustainability/our-focus-areas/keppel-group-corporate-statement-on-human-rights.pdf>
What are the Risk/s Identified?	**Management Approach**
Non-compliance with laws and regulations will not only have a significant financial impact but can also potentially damage the reputation of the organization.	The organization closely monitors developments in the local law and regulations to ensure that its business and operations are fully compliant.
What are the Opportunity/ies Identified?	**Management Approach**
Diversity in the workplace creates a creative and productive environment.	The organization continues to encourage diversity in its ranks and provide equal opportunity in its hiring process.

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	13,807	Man-hours
No. of work-related injuries	0	#
No. of work-related fatalities	0	#
No. of work-related ill-health	0	#
No. of safety drills	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The organization recorded 13,807 safe man-hours without lost time incident during the reporting period. There were no recorded incidents or injuries at the workplace.	The company will continue to nurture an incident-free workplace where safety is everyone's responsibility.
What are the Risk/s Identified?	**Management Approach**
A work environment that is unsafe and unhealthy will unduly expose employees to injuries or illnesses that can result to medical cost, absenteeism, lower productivity and quality of service and low morale.	The organization abides by Keppel's 5 key safety principles: (1) Every incident is preventable. (2) Health, Safety & Environment (HSE) is an integral part of our business. (3) HSE is a line responsibility. (4) Everyone is empowered to stop any unsafe work. (5) A strong safety culture is achieved through teamwork.
What are the Opportunity/ies Identified?	**Management Approach**
Although most of the work is done while sitting on a chair, there are still hazards that pose danger to one's life and limb in the office with many of these injuries preventable.	The organization shall continue with its safety information campaign that identifies hazards present in the office environment.

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employees' grievances involving forced or child labor	0	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace? Yes.

Topic	Y/N	If Yes, cite reference in the company policy
Forced Labor	Y	Keppel Group's Corporate Statement on Human Rights. The statement can be accessed at this link: <https://www.kepcorp.com/en/file/sustainability/our-focus-areas/keppel-group-corporate-statement-on-human-rights.pdf>
Child Labor	Y	As above
Human Rights	Y	As above

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
There is no forced or child labor or any human rights violations in the organization.	The Company shall continue to provide a harmonious and ethical work environment that is conducive to personal and professional growth.
What are the Risk/s Identified?	**Management Approach**
Human rights violations and infraction of labor laws have grave legal consequences and may cause irreparable damage to the company's brand and reputation.	All directors and employees as well as the organization's third party associates shall abide with Keppel's Code of Conduct and uphold Keppel's Statements on Human Rights.
What are the Opportunity/ies Identified?	**Management Approach**
The organization shall continue to guard against labor and human rights violation in the workplace.	Defined labor and human rights standards to which all employees are entitled will underscore the company's commitment towards a fair and just workplace.

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

The organization is using vendors that have already been accredited by related party(ies). In this regard, the Company has formally adapted these policies and procedures and requires new suppliers and contractors to go through the formal process of assessment and accreditation of suppliers as well as an evaluation of supplier performance.

Do you consider the following sustainability topics when accrediting suppliers?

The following topics shall be taken into consideration, where applicable, when accrediting supplier.

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance	N	Please refer to response in the previous question.
Forced Labor	N	
Child Labor	N	
Human Rights	N	
Bribery and corruption	N	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
A formal supplier accreditation policy and procedure has been implemented in the organization during the previous reporting period.	The supplier accreditation policy shall guide the Company in the selection of suppliers of goods and services moving forward.
What are the Risk/s Identified?	**Management Approach**
Unqualified or dubious suppliers and contractors may be awarded supply contracts and deliver goods and services with poor quality resulting to costly rework, damage or delay to the business operations.	The company has a formal supplier accreditation policy and supplier performance evaluation in place.
What are the Opportunity/ies Identified?	**Management Approach**
The company evaluates and accredits suppliers based on the policy.	Same as above.

Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations	Location	Vulnerable groups (if applicable) *	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhanceme nt measures (if positive)
Office space	Makati City	N.A.	N	None	N.A.
Real estate	Bauan, Batangas**	N.A.	N	None	N.A.
Real estate	Batangas City	N.A.	N	None	N.A.

* *Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

*** Sold in March 2024*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: N.A.

Certificates	Quantity	Units
FPIC process is still undergoing	0	#
CP secured	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N.A.	N.A.
What are the Risk/s Identified?	**Management Approach**
N.A.	N.A.
What are the Opportunity/ies Identified?	**Management Approach**
N.A.	N.A.

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	The organization has not yet conducted a customer satisfaction survey.	No

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The organization leases office space and real estate to other Keppel companies and to external parties. It is responsible for managing the properties and making sure that the tenants are able to enjoy the use of the leased premises.	Interactions with tenant will continue on a regular basis and shall be conducted in a professional manner. The Management shall continue to scope trends and issues in the real estate market to remain competitive and updated.
What are the Risk/s Identified?	**Management Approach**
A customer who is not happy with the organization's services may bring its business elsewhere leading to loss of revenue due to tenant attrition.	As property owner and lessor, the organization continues to engage with its tenant to find out any concerns relating to the leased premises so as to keep these tenants satisfied and encourage them to renew their contracts and go for long-term leases. The Company continues to engage with its tenants to determine their concerns during the pandemic period which resulted to the extension of the lease rebates during the year.
What are the Opportunity/ies Identified?	**Management Approach**
The organization will be in a better position to understand the expectations and perceptions of its clientele with the planned customer survey.	The Management will draw up the tenant retention plan based on the results and takeaways from the survey.

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	0	#
No. of complaints addressed	N.A.	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
There has been no complaints about the company's services or on matters relating to health and safety in the workplace. The organization is committed to provide an incident-free workplace and to prevent injury and ill health to our stakeholders.	The organization shall conduct its business in a manner that values and protects the safety of its employees, other people who are involved in its operations, customers and the public. It shall strive to prevent all accidents, injuries and occupational illnesses through safety information campaigns.
What are the Risk/s Identified?	**Management Approach**
The lack of a safety and health policies and measures may lead to incidence of injury and ill health to the employees and other stakeholders.	The organization has adopted and formalized the safety and health policies of the Keppel Group in its workplace to underscore its commitment of ensuring an incident-free workplace and to prevent injury and ill health to its stakeholders.
What are the Opportunity/ies Identified?	**Management Approach**
The formal adoption of health, safety and customer relations policies and program for a good customer experience will benefit of the stakeholders and ensure repeat transactions from happy customers and support from employees working in a safe and healthy environment.	Same as above.

Marketing and labeling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labeling*	0	#
No. of complaints addressed	N.A.	#

** Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach

Due to the nature of the business, marketing and labeling are not considered as material topics. Nonetheless, it should be noted that the organization is using the Keppel brand that is subject to trademark and intellectual property rights.	N.A.
What are the Risk/s Identified?	**Management Approach**
N.A.	N.A.
What are the Opportunity/ies Identified?	**Management Approach**
N.A.	N.A.

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	0	#
No. of complaints addressed	0	#
No. of customers, users and account holders whose information is used for secondary purposes	0	#

** Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The organization transacts with corporate legal entities and individuals for its investment and real estate transactions that require individuals to provide personal data.	The organization shall abide by the Data Privacy Act of 2012 (R.A. 10173) and require its employees to undergo training to familiarize themselves with the regulations and the need to protect personal data provided by customers and other stakeholders.
What are the Risk/s Identified?	**Management Approach**
Failure to protect the rights of individuals and exercise the obligations of organizations with respect to the collection, storage, use, disclosure, retention, and disposal of personal data may potentially lead to complaints from data subjects, investigations by the National Privacy Commission (NPC) and imposition of penalty thereby also putting the reputation of the organization at risk.	In compliance with the NPC directive under R.A. 10173, the organization shall draw up a Privacy Management Program and Privacy Manual during the next reporting period.
What are the Opportunity/ies Identified?	**Management Approach**
The proposed Privacy Management Program will lead to better identification of privacy and data protection risks and controls throughout the data lifecycle.	The organization shall conduct a privacy risk assessment and provide recommendations on its existing organizational, physical, technical as well as legal measures for data privacy vis-a-vis the requirements of the Data Privacy Act, its Implementing Rules and Regulations and related memorandums.

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	0	#

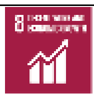
What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Information technology is a tool used in every aspect of business operations. Aside from bringing value to the organization, it also brings with it potential risks and security threats that need to be adequately mitigated and properly addressed. Business data captured and stored in the system are vulnerable to data breach, hacks, theft and losses in the absence of appropriate levels of security controls.	The organization is guided by the Keppel Group's "End User Computing Policy" that promotes responsible use of computing resources and specifies the appropriate and consistent levels of security controls across its computing environment.
What are the Risk/s Identified?	**Management Approach**
Data-breach risk, data management and data privacy risk are present whenever information technology is used in the organization.	The company shall continue to provide annual training and periodic reminders on data security, data management and data privacy and to conduct periodic technology and data risk assessment. .
What are the Opportunity/ies Identified?	**Management Approach**
The organization will continue to identify weak links in the system and to be vigilant in safeguarding its data.	Due to its small organization, the company will tap and leverage on the expertise of IT experts within the Keppel Group.

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contributions to UN SDGs

Key products and services and its contribution to sustainable development.

As a holding company, it generates economic value from the lease of its real estate properties and interest income from loans extended to other parties. How these activities contribute to selected UN Sustainable Goals are shown in the table below.

Strategic Thrust	Material Issues	SDGs	Approach	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
Sustaining Growth	Corporate Governance Risk Management		Professionalism, integrity and good governance guide KPHI's business philosophy. The organization ensures that all	The value generated by the operations are distributed back as employment opportunities, business for suppliers and	The risk of corruption is present whenever the members of the organization interacts with	The organization has zero tolerance for fraud, bribery, corruption and violation of laws and regulations.

			transactions are fair, generates value for its stakeholders and complies with legal and regulatory requirements.	taxes for the government.	its stakeholders.	Safeguard measures and reporting mechanisms are in place.
Empowering Lives	Occupational Safety & Health Labor Practices, Talent Management & Human Rights		The company nurtures a safe and healthy workplace imbibed with a safety culture and mindset. Our hiring policies ensures equal employment opportunities for all such that there will be diversity and inclusion in the workplace.	KPHI has achieved zero lost time incidents with no work-related injury or illnesses. Safety is one of Keppel's core values. Our policies and procedures are focused on ensuring safety in the entire organization.	An unsafe and unhealthy office environment may expose employees to work and health hazards.	It shall strictly abide by the Keppel Group's 5 key safety principles and corporate statement on human rights.
Nurturing Communities	Community Development		The organization and the communities where it operates should grow together through collaborative partnership towards sustainable development.	The company remains steadfast in its commitment to have inclusive partnership with its stakeholders driven by the common vision of a better life for individuals and a healthy environment.	Members of vulnerable sectors run the risk of being excluded from growth.	The company shall seek out organizations and forge partnership with them for community development initiatives.

Note: The "Governance" part of the Environment, Social and Governance sustainability topics is not part of this Sustainability Report. It is covered in the Integrated Annual Corporate Governance Report (I-ACGR) of the Company. The I-ACGR can be accessed at this link: https://www.keppelph.com/corporate-governance/annual-corporate-governance-report.html

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

6	2	5	9	6						

COMPANY NAME

KEPPEL PHILIPPINES HOLDINGS INC. & SUBSIDIARIES

PRINCIPAL OFFICE (No./Street/Barangay/City/Town/Province)

UNIT 3-B COUNTRY SPACE 1 BUILDING, 133 SEN. GIL PUYAT AVENUE, SALCEDO VILLAGE, BARANGAY BEL-AIR, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, if Applicable
AAFS		

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@keppelph.com	02-88921820	

No. of Stockholders	Annual Meeting (Month/Day)	Fiscal Year (Month/Day)
408 as of 31 Dec 2024	Any Day in June	December 31

CONTACT PERSON INFORMATION

The designated contact person *MUST* be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Felicidad V. Razon	info@keppelph.com	02-88921820	

CONTACT PERSON's ADDRESS

Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

Note 2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

Keppel Philippines

Keppel Philippines Holdings, Inc
Unit 3-B Country Space 1 Building
133 Senator Gil Puyat Avenue
Salcedo Village, Brgy. Bel-Air
1200 Makati City, Philippines

Tel : (632) 8892 1816
(632)88921820to24
Fax : (632) 8815 2581
E-mail: info@keppelph.com
Web :www.keppelph.com

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES** (the "Company") is responsible for the preparation and fair presentation of the financial statements including the schedules therein, for the years ended **December 31, 2024 and 2023**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders or members.

Isla Lipana & Co., the Philippine member firm of PwC, the independent auditor appointed by the shareholders, has audited the financial statements of the Company in accordance with Philippines Standards on Auditing, and in its report to the shareholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

TAN KUANG LIANG
Chairman of the Board

ALAN I. CLAVERIA
President

FELICIDAD V. RAZON
Vice President/Treasurer

Signed this 26th day of February 2025

LEGALIZATION
Number: 836/L/2025

Seen for legalization the signature of:

-Mr. TAN KUANG LIANG,

On this day, Thursday, 27th February, 2025 by me, AMELIA JOCELYN SITUNGKIR, Sarjana Hukum, Magister Kenotariatan, Notary in Kabupaten Tangerang.

Notary in Kabupaten Tangerang

AMELIA JOCELYN SITUNGKIR, S.H., M.Kn.

KEMENTERIAN HUKUM DAN HAK ASASI MANUSIA
REPUBLIK INDONESIA

Ministry of Law and Human Rights
Republic of Indonesia

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. **Negara Republik Indonesia**
   Republic Of Indonesia

Dokumen publik ini

This public document

2. **telah di tandatangani oleh Amelia Jocelyn Situngkir, SH., M.Kn**
   has been signed by Amelia Jocelyn Situngkir, SH., M.Kn
3. **bertindak dalam kewenangan sebagai Notaris Kabupaten Tangerang**
   acting in the capacity of Notaris Kabupaten Tangerang
4. **dibubuhi segel/cap Notaris Amelia Jocelyn Situngkir, S.H., M.Kn.**
   bears the seal/stamp of Notaris Amelia Jocelyn Situngkir, S.H., M.Kn.

Disahkan

Certified

5. **di Jakarta**
   at Jakarta
6. **tanggal 24 Maret 2025**
   the 24th day of March 2025
7. **oleh Direktur Jenderal Administrasi Hukum Umum**
   by Director General of Legal Administrative Affairs
8. **Nomor AHU.AH.12.05.01-30234 Tahun 2025**
   No. AHU.AH.12.05.01-30234 Tahun 2025
9. **Segel/Cap**
   Seal/stamp

DIREKTUR JENDERAL
KEMENTERIAN HUKUM DAN HAK ASASI MANUSIA RI
PENGAYOMAN
ADMINISTRASI HUKUM UMUM

10. **Tanda Tangan**
    Signature

Widodo
Direktur Jenderal Administrasi Hukum Umum

SERTIFIKAT APOSTILLE INI HANYA MENYATAKAN KEASLIAN TANDA TANGAN, KEWENANGAN PENANDA TANGAN DOKUMEN, DAN JIKA ADA, IDENTITAS SEGEL ATAU CAP YANG DILEKATKAN DI ATASNYA.

THIS APOSTILLE CERTIFICATE ONLY CERTIFIES THE AUTHENTICITY OF THE SIGNATURE AND THE CAPACITY OF THE PERSON WHO HAS SIGNED THE PUBLIC DOCUMENT, AND WHERE APPROPRIATE, THE IDENTITY OF THE SEAL OR STAMP WHICH THE PUBLIC DOCUMENTS BEARS.

Keppel Philippines

Keppel Philippines Holdings, Inc
Unit 3-B Country Space 1 Building
133 Senator Gil Puyat Avenue
Salcedo Village, Brgy. Bel-Air
1200 Makati City, Philippines
Tel : (632) 8892 1816
(632) 8892 1820 to 24
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E-mail: info@keppelph.com
Web : www.keppelph.com

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES** (the "Company") is responsible for the preparation and fair presentation of the financial statements including the schedules therein, for the years ended **December 31, 2024 and 2023**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders or members.

Isla Lipana & Co., the Philippine member firm of PwC, the independent auditor appointed by the shareholders, has audited the financial statements of the Company in accordance with Philippines Standards on Auditing, and in its report to the shareholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

TAN KUANG LIANG
Chairman of the Board

ALAN I. CLAVERIA
President

FELICIDAD V. RAZON
Vice President/Treasurer

Signed this 26th day of February 2025

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN to before me this MAR 26 2025 at Makati City, Affiants exhibiting to me their Tax Identification Number (TIN) as follows:

NAME	TIN
ALAN I. CLAVERIA	[redacted]
FELICIDAD V. RAZON	[redacted]

NOTARY PUBLIC

ATTY.ROMEO M. MONFORT
NOTARY PUBLIC City of Makati
Until December 31, 2025
Appointment No. M-32 (2024-2025)
PTR No. 10466008 Jan. 2, 2025/Makati City
IBP No. 306870 Dec. 27, 2024
MCLE NO. VII-002757 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

Doc. No. 400
Page No. 57
Book No. 18
Series of 2025.

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Financial Statements
As at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024

pwc

Independent Auditor's Report

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Keppel Philippines Holdings, Inc. (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2024 and 2023, and their consolidated financial performance and their consolidated cash flows for each of the three years in the period ended December 31, 2024 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

What we have audited

The consolidated financial statements of the Group comprise:

- the consolidated statements of financial position as at December 31, 2024 and 2023;
- the consolidated statements of income for each of the three years in the period ended December 31, 2024;
- the consolidated statements of total comprehensive income for each of the three years in the period ended December 31, 2024;
- the consolidated statements of changes in equity for each of the three years in the period ended December 31, 2024;
- the consolidated statements of cash flows for each of the three years in the period ended December 31, 2024; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Our Audit Approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgments; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in our audit pertains to the impairment assessment of the investment in an associate.

Key Audit Matter	How our Audit Addressed the Key Audit Matter
Impairment assessment of the investment in an associate Impairment assessment of the investment in an associate requires the Group to make an estimation that can materially affect the consolidated financial statements. The investment in an associate represents 24% of the Group's consolidated total assets. Impairment of investment in an associate is assessed in accordance with the guidance set in Philippine Accounting Standards (PAS) 36, Impairment of assets. Refer to Note 6 to the consolidated financial statements for the disclosures of the Group's investment in an associate, Note 21.1 (d) for the disclosures on critical accounting estimates and assumptions, and Note 22.6 for the disclosures on material accounting policy of the Group's investment in an associate.	We obtained an understanding of management's impairment assessment process, including key assumptions used to determine the recoverable amount of the investment in an associate. The recoverable amount was based on fair value less cost of disposal, derived from the Group's ownership interest in the associate's net assets, considering the fair value of its associate's investment property as determined by a third-party appraiser. We agreed the associate's net assets, primarily investment property (prime lots), against its audited financial statements as at the reporting date. The associate's investment property is carried at cost and classified as investment property following the requirements of PAS 40. We reviewed management's consideration of the fair value of the associate's investment in property by agreeing such fair value to the relevant disclosures in the notes to the associate's audited financial statements and third-party appraiser report. Our evaluation confirmed that the carrying value of the investment in an associate does not exceed its recoverable amount, supporting its full recoverability with no resulting impairment. We coordinated with the component auditor for the associate and reviewed the component auditor's group reporting deliverables, including the audited financial statements of the associate. We also reviewed the audit procedures performed by the component auditor over the third-party appraisal report including the assessment on the appropriateness of the fair valuation methodology, reasonableness of the estimates and assumptions used and key inputs on the determination of the fair value of the investment property and the assessment of the third-party appraiser's competence, independence and objectivity.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A or Annual Report, but do not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A or Annual Report are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when these become available and, in doing so, consider whether the other information are materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A or Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and, if required by Securities Regulation Code 68, to the Securities and Exchange Commission.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Imelda Dela Vega-Mangundaya.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Statements Required by Rule 68
Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

We have audited the consolidated financial statements of Keppel Philippines Holdings, Inc. (the "Parent Company") and its subsidiaries (together, the "Group") as at and for the year ended December 31, 2024, on which we have rendered the attached report dated February 26, 2025. The supplementary information shown in the Reconciliation of the Parent Company's Retained Earnings Available for Dividend Declaration as at December 31, 2024, Map of Relationships of the Companies within the Group as at December 31, 2024, and Schedules A, B, C, D, E, F, and G as at December 31, 2024, as additional components required by the Revised Rule 68 of the SRC, are presented for purposes of filing with the Securities and Exchange Commission and are not required parts of the basic consolidated financial statements. Such supplementary information are the responsibility of management and have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements. In our opinion, the supplementary information have been prepared in accordance with the Revised Rule 68 of the SRC.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Statements Required by Rule 68
Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Keppel Philippines Holdings, Inc. and its subsidiaries (the "Group") as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated February 26, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards. and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Rule 68 of the SRC issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Statements of Financial Position
As at December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Assets			
Current assets			
Cash and cash equivalents	2	1,267,990,092	575,523,245
Receivables, net	3	4,649,630	3,832,366
Prepayments and other current assets, net	4	1,552,807	773,812
Total current assets		1,274,192,529	580,129,423
Non-current assets			
Lease receivables, net of current portion	3	-	25,988,981
Financial asset at fair value through other comprehensive income (FVOCI)	5	85,000,000	70,000,000
Investment in an associate	6	430,469,847	417,612,030
Investment properties, net	7	2,979,782	205,288,439
Property and equipment, net	8	507,210	501,338
Intangible assets, net	9	1,197,528	1,850,725
Total non-current assets		520,154,367	721,241,513
Total assets		1,794,346,896	1,301,370,936
Liabilities and equity			
Current liabilities			
Accrued expenses and other current liabilities	10	3,149,306	3,101,837
Advance rental and deposits	7	267,589	405,589
Income tax payable	17	1,585	41,131
Total current liabilities		3,418,480	3,548,557
Non-current liabilities			
Retirement benefit obligation	12	803,474	837,483
Advance rental and deposits, net of current portion	7	660,236	628,796
Deferred income tax liabilities	17	12,756,293	1,353,544
Total non-current liabilities		14,220,003	2,819,823
Total liabilities		17,638,483	6,368,380
Equity			
Share capital	13	73,173,500	73,173,500
Share premium		73,203,734	73,203,734
Treasury shares	14	(26,004,530)	(26,004,530)
Revaluation reserve on financial asset at FVOCI	5	71,719,458	69,422,057
Remeasurement on retirement benefit obligation	12	836,945	1,349,030
Retained earnings	14	1,351,560,170	773,457,128
Attributable to equity holders of the parent		1,544,489,277	964,600,919
Non-controlling interests	22.2	232,219,136	330,401,637
Total equity		1,776,708,413	1,295,002,556
Total liabilities and equity		1,794,346,896	1,301,370,936

(The notes on pages 1 to 41 are integral part of these consolidated financial statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Statements of Income
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Notes	2024	2023	2022
Revenues and income				
Gain on sale of investment properties, net	7	1,272,083,759	-	-
Interest income	2,11	81,444,123	32,476,233	16,820,587
Equity in net earnings of an associate	6	12,857,817	1,608,657	10,005,764
Rental income	7	4,611,450	12,819,406	11,231,624
Commission income	11	2,058,000	-	-
Management fees	11	1,361,000	1,416,000	1,581,000
Payroll service fees	11	-	-	3,394,624
Other income		236,316	156,889	435,501
Total revenues and income		1,374,652,465	48,477,185	43,469,100
Operating expenses	16	(49,678,376)	(19,079,913)	(29,034,343)
Income before income tax		1,324,974,089	29,397,272	14,434,757
Income tax expense	17	(206,634,214)	(7,134,633)	(2,177,014)
Net income for the year		1,118,339,875	22,262,639	12,257,743
Attributable to:				
Equity holders of the parent		589,549,646	17,768,305	4,525,592
Non-controlling interests	22.2	528,790,229	4,494,334	7,732,151
		1,118,339,875	22,262,639	12,257,743
Earnings per share attributable to equity holders of the parent	15	10.30	0.31	0.08

(The notes on pages 1 to 41 are integral part of these consolidated financial statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Statements of Total Comprehensive Income
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Notes	2024	2023	2022
Net income for the year		1,118,339,875	22,262,639	12,257,743
Other comprehensive income (loss)				
Items that will not be reclassified to profit or loss:				
Unrealized fair value gain on financial asset at fair value through other comprehensive income, net	5	2,297,401	12,000,000	14,000,000
Remeasurement loss on retirement benefit obligation	12	(512,085)	(1,460,335)	1,709,905
		1,785,316	10,539,665	15,709,905
Total comprehensive income for the year		1,120,125,191	32,802,304	27,967,648
Attributable to:				
Equity holders of the parent		591,334,962	28,307,970	20,235,497
Non-controlling interests	22.2	528,790,229	4,494,334	7,732,151
		1,120,125,191	32,802,304	27,967,648

(The notes on pages 1 to 41 are integral part of these consolidated financial statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Statements of Changes in Equity
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

		Attributable to equity holders of the parent								
	Notes	Share capital (Note 13)	Share premium	Treasury shares (Note 14)	Revaluation reserve on financial asset (Note 5)	Remeasurement on retirement benefit obligation (Note 12)	Retained earnings (Note 14)	Total	Non-controlling interests (Note 22.2)	Total equity
Balances at January 1, 2022		73,173,500	73,203,734	(25,280,999)	43,422,057	1,099,460	762,610,375	928,228,127	357,382,386	1,285,610,513
Comprehensive income										
Net income for the year		-	-	-	-	-	4,525,592	4,525,592	7,732,151	12,257,743
Other comprehensive income	5,12	-	-		14,000,000	1,709,905	-	15,709,905	-	15,709,905
Total comprehensive income for the year		-	-	-	14,000,000	1,709,905	4,525,592	20,235,497	7,732,151	27,967,648
Transaction with owners										
Cash dividends declared	14	-	-	-	-	-	(5,723,842)	(5,723,842)	(9,899,809)	(15,623,651)
Purchase of treasury shares	14	-	-	(723,531)	-	-	-	(723,531)	-	(723,531)
Total transactions with owners		-	-	(723,531)	-	-	(5,723,842)	(6,447,373)	(9,899,809)	(16,347,182)
Balances at December 31, 2022		73,173,500	73,203,734	(26,004,530)	57,422,057	2,809,365	761,412,125	942,016,251	355,214,728	1,297,230,979
Comprehensive income (loss)										
Net income for the year		-	-	-	-	-	17,768,305	17,768,305	4,494,334	22,262,639
Other comprehensive income	5,12	-	-		12,000,000	(1,460,335)	-	10,539,665	-	10,539,665
Total comprehensive income (loss) for the year		-	-	-	12,000,000	(1,460,335)	17,768,305	28,307,970	4,494,334	32,802,304
Transaction with owners										
Cash dividends declared	14	-	-	-	-	-	(5,723,302)	(5,723,302)	(29,307,425)	(35,030,727)
Balances at December 31, 2023		73,173,500	73,203,734	(26,004,530)	69,422,057	1,349,030	773,457,128	964,600,919	330,401,637	1,295,002,556
Comprehensive income (loss)										
Net income for the year		-	-	-	-	-	589,549,646	589,549,646	528,790,229	1,118,339,875
Other comprehensive income	5,12	-	-	-	2,297,401	(512,085)	-	1,785,316	-	1,785,316
Total comprehensive income (loss) for the year		-	-	-	2,297,401	(512,085)	589,549,646	591,334,962	528,790,229	1,120,125,191
Transaction with owners										
Cash dividends declared	14	-	-	-	-	-	(11,446,604)	(11,446,604)	(626,972,730)	(638,419,334)
Balances at December 31, 2024		73,173,500	73,203,734	(26,004,530)	71,719,458	836,945	1,351,560,170	1,544,489,277	232,219,136	1,776,708,413

(The notes on pages 1 to 41 are integral part of these consolidated financial statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Notes	2024	2023	2022
Cash flows from operating activities				
Income before income tax		1,324,974,089	29,397,272	14,434,757
Adjustments for:				
Loss on lease termination	3,16	25,717,328	-	-
Provision for (reversal of) impairment losses, net	4	4,383,769	(419,217)	1,723,735
Depreciation and amortization	8,9	776,317	787,119	1,495,903
Retirement benefit expense	12	291,389	426,588	660,465
Unrealized foreign exchange gain		(214,776)	-	-
Equity in net earnings of an associates	6	(12,857,817)	(1,608,657)	(10,005,764)
Interest income	2	(81,444,123)	(32,476,233)	(16,820,586)
Gain on sale of investment properties, net	7	(1,272,083,759)	-	-
Gain on disposal of property and equipment and intangible assets	8,9	-	-	(159,741)
Operating loss before changes in assets and liabilities		(10,457,583)	(3,893,128)	(8,671,231)
Changes in operating assets and liabilities:				
Decrease (increase) in:				
Receivables		-	1,081,891	3,221,089
Other current assets		(5,162,764)	480,593	(1,219,091)
Increase (decrease) in:				
Accrued expenses and other current liabilities		47,469	374,535	(390,899)
Advance rental and deposits		(106,560)	112,758	698,664
Net cash absorbed by operations		(15,679,438)	(1,843,351)	(6,361,468)
Interest received from cash and cash equivalents		79,544,968	31,370,857	5,110,821
Contributions to the retirement fund	12	(837,483)	-	-
Income taxes paid		(206,620,066)	(7,217,224)	(1,868,578)
Net cash (used in) from operating activities		(143,592,019)	22,310,282	(3,119,225)
Cash flows from investing activities				
Proceeds from sale of investment properties, net	7	1,474,392,416	-	-
Purchase of property and equipment	8	(128,992)	-	(206,250)
Cash dividends received	6,11	-	5,239,859	6,986,479
Principal collection of loans to related parties	11	-	-	340,000,000
Interest received from loans to a related party		-	-	11,238,438
Net proceeds from disposal of property and equipment and intangible assets	8,9	-	-	3,354,564
Loans provided to a related party	11	-	-	(100,000,000)
Net cash from investing activities		1,474,263,424	5,239,859	261,373,231
Cash flows from financing activities				
Dividends paid to:	14			
Non-controlling interests		(626,972,730)	(29,307,425)	(9,899,809)
Equity holders of the parent		(11,446,604)	(5,723,302)	(5,723,842)
Purchase of treasury shares	14	-	-	(723,531)
Net cash used in financing activities		(638,419,334)	(35,030,727)	(16,347,182)
Net increase (decrease) in cash and cash equivalents		692,252,071	(7,480,586)	241,906,824
Cash and cash equivalents				
At January 1		575,523,245	583,003,831	341,097,007
Effect of exchange rate changes on cash and cash equivalents		214,776	-	-
At December 31	2	1,267,990,092	575,523,245	583,003,831

(The notes on pages 1 to 41 are integral part of these consolidated financial statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Notes to the Consolidated Financial Statements
As at December 31, 2024 and 2023
and for each of the three years in the period ended December 31, 2024
(All amounts are shown in Philippine Peso unless otherwise stated)

1 General information

Keppel Philippines Holdings, Inc. (the "Parent Company") and its subsidiaries, KPSI Property, Inc. (KPSI), and Goodwealth Realty and Development Corporation (GRDC), including GRDC's subsidiary, Goodsoil Marine Realty Inc. (GMRI), collectively referred to as the "Group", were incorporated in the Philippines.

The Parent Company was registered with the Philippine Securities and Exchange Commission (SEC) on July 24, 1975 with registered office address at Unit 3-B, Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City. The Parent Company is involved in investment holding. The subsidiaries are involved in the real estate industry, particularly in the lease of its properties to affiliates which are incorporated and domiciled in the Philippines.

In 1987, the Parent Company became a publicly-listed entity through initial public offering (IPO) of its shares. There were no subsequent offerings after the IPO. The Parent Company's shares are publicly traded in the Philippine Stock Exchange (PSE).

As at December 31, 2024 and 2023, the shareholders are the following:

	Percentage of ownership
Kepwealth, Inc.	53.4%
Keppel Corporation Limited (KCL)	29.5%
Public	17.1%

As at December 31, 2024 and 2023, the Parent Company's percentage of ownership in its subsidiaries are as follows:

	Percentage of ownership
KPSI	100%
GRDC	51%
GMRI	51%

GRDC is 44%-owned by Keppel Philippines Marine, Inc. Retirement Plan (KPMI Retirement Plan) and 5%-owned by Seatrium Philippines Marine, Inc. (SPMI) formerly known as Keppel Philippines Marine, Inc. (KPMI) in 2023 and 2022. GRDC owns 93.8% of GMRI, thus, including the Parent Company's 3.2% separate interest in GMRI, the Parent Company has 51% effective ownership on GMRI.

The ultimate parent company of the Group is KCL, a company incorporated and domiciled Singapore and listed in the Singapore Exchange. Effective January 1, 2024, KCL changed its company name to Keppel Ltd. (KL).

The Parent Company has five (5) regular employees as at December 31, 2024 (2023 - 4). The administrative functions of the subsidiaries are handled by the Parent Company's management.

As at December 31, 2024, the Parent Company has 233 (2023 - 237) shareholders (excluding treasury shares), respectively, owning at least 100 or more shares each.

At a special meeting held by the Board of Directors (BOD) of the Parent Company on February 20, 2025, the Board of Directors approved the filing of an application by the Parent Company for its Voluntary Delisting from the PSE in accordance with the Amended Voluntary Delisting Rules of the PSE, the Securities Regulation Code and its Implementing Rules and Regulations (as amended), and any or all applicable rules related thereto, subject to (1) the approval of the stockholders of the Parent Company of the Voluntary Delisting, (2) the completion of the Tender Offer by Kepwealth, Inc. (Kepwealth), the Parent Company's majority shareholders; and (3) Kepwealth owning, upon completion of the Tender Offer, and together with its then existing shareholdings, a total of at least 95% of the issued and outstanding common shares of the Parent Company or such percentage as the PSE may allow to affect the Voluntary Delisting of the Parent Company.

As stated in the Letter of Intent (Letter) dated February 20, 2025, which the Parent Company received from Kepwealth of even date, the latter intends to do a Tender Offer at a price of P27.40 per share which is higher than: (i) the highest valuation of the Parent Company's shares based on the fairness opinion and valuation report (Report), dated February 13, 2025, prepared by an independent valuation provider in accordance with applicable Philippine regulations and (ii) the Volume Weighted Average Price (VWAP) of the Parent Company's shares for one year immediately preceding and including the date of the board meeting (which is also the trading day immediately prior to the expected date of posting of the disclosure of the approval by the Parent Company's BOD of the Voluntary Delisting on PSE EDGE. The Letter also states that in the event that the tendered shares are not sufficient to reach the Voluntary Delisting Threshold, the Tender Offer shall nevertheless be completed with the acquisition by Kepwealth from the public of the Parent Company's shares not exceeding approximately 7.13% or such percentage as will ensure that the Parent Company remains compliant with the minimum public ownership requirement of 10%. Kepwealth will launch the Tender Offer as soon as the relevant corporate approvals on the Voluntary Delisting are obtained by the Parent Company.

The accompanying consolidated financial statements have been approved and authorized for issuance by the BOD on February 26, 2025.

2 Cash and cash equivalents

The account as at December 31 consists of:

	2024	2023
Cash in banks	8,330,073	5,833,594
Cash equivalents	1,259,660,019	569,689,651
	1,267,990,092	575,523,245

Cash in banks earn interests at the prevailing bank deposit rates. Cash equivalents are short-term investments, which are placed in financial institutions for varying periods with maturities of up to three (3) months, and earned interest at annual rates that ranged from in 5.75% to 6.125% in 2024 (2023 - 4.375% to 6.0%).

Interest income earned amounted to P81.4 million in 2024 (2023 - P32.5 million and 2022 - P6.7 million). Interest receivable amounted to P4.6 million as at December 31, 2024 (2023 - P2.8 million) (Note 3).

Unrealized foreign exchange gain amounted to P214,776 in 2024 (2023 - nil) presented as part of Other income in the consolidated statement of income.

3 Receivables, net

The account as at December 31 consists of:

	Note	2024	2023
Interest receivable	2	4,649,630	2,750,475
Lease receivables		-	27,070,872
		4,649,630	29,821,347
Less: Non-current portion of lease receivables		-	25,988,981
		4,649,630	3,832,366

In 2023, lease receivables pertain to lease contracts with SPMI, an external party. Effective March 1, 2023, SPMI is no longer considered as a related party due to KL's sale of SPMI shares to an external party.

The current portion of lease receivables and others are non-interest bearing and are generally 30 to 60-day terms. The non-current portion of lease receivables pertains to the difference between straight line method and contractual annual rents. These amounts are expected to reverse more than one (1) year from the financial reporting date.

On March 31, 2024, the lease contract of GMRI was terminated following the sale of the land on March 7, 2024 (Note 7), which is the subject of the long-term lease up to July 31, 2043. The termination of the long-term lease resulted in a derecognition of the non-current lease receivable amounting to P27.0 million and the related deferred income tax liability amounting to P1.4 million, thereby recognizing a loss on lease termination amounting to P25.7 million (Note 16) and is presented as part of Operating expenses.

Interest receivable represents the Group's accrued interest in cash and cash equivalents.

4 Prepayments and other current assets, net

The account as at December 31 consists of:

	2024	2023
Creditable withholding tax (CWT)	4,630,406	3,618,534
Input value-added tax (VAT)	2,990,046	-
Prepaid expenses	1,136,498	22,131
Deposits	192,340	192,340
Advances to employees	122,684	81,551
Others	59,694	54,348
	9,131,668	3,968,904
Allowance for impairment	(7,578,861)	(3,195,092)
	1,552,807	773,812

Movements in the allowance for impairment related to input VAT and CWT for the years ended December 31 are as follows:

	2024			2023			2022		
	Input VAT	CWT	Total	Input VAT	CWT	Total	Input VAT	CWT	Total
January 1	-	3,195,092	3,195,092	592,356	3,021,953	3,614,309	489,600	1,400,974	1,890,574
Provision	2,990,046	1,383,723	4,373,769	-	173,139	173,139	102,756	1,620,979	1,723,735
Reversal of provision	-	-	-	(592,356)	-	(592,356)	-	-	-
Net provision (recovery) (Note 16)	2,990,046	1,383,723	4,373,769	(592,356)	173,139	(419,217)	102,756	1,620,979	1,723,735
December 31	2,990,046	4,578,815	7,568,861	-	3,195,092	3,195,092	592,356	3,021,953	3,614,309

The CWT and input VAT were applied against income tax due and VAT payable, respectively, in the related year recorded.

Advances to employees are collectible through salary deductions.

Prepaid expenses mainly pertain to repairs, utilities, and insurance.

5 Financial asset at fair value through other comprehensive income (FVOCI)

This account pertains to proprietary golf club share that provides the Group with opportunities for return of capital gains. This share does not have fixed maturity or coupon rate and the movement is based on quoted market prices or executable dealer quotes for identical or similar instruments in inactive markets. There were no dividends earned during the periods.

Details of and movements in the account as at and for the years ended December 31 are as follows:

	2024	2023
Original cost	316,004	316,004
Accumulated revaluation		
January 1	69,683,996	57,683,996
Unrealized fair value gain	15,000,000	12,000,000
December 31	84,683,996	69,683,996
	85,000,000	70,000,000

Movement in revaluation reserve for the years ended December 31 are as follows:

	Note	2024	2023	2022
January 1		69,422,057	57,422,057	43,422,057
Unrealized fair value gain, net of tax		2,297,401	12,000,000	14,000,000
December 31		71,719,458	69,422,057	57,422,057

6 Investment in an associate, at equity

The account as at December 31 consists of:

	Note	2024	2023	2022
Original cost		337,596,800	337,596,800	337,596,800
Accumulated share in net income				
At January 1		80,015,230	83,646,432	80,627,147
Equity in net earnings of associate		12,857,817	1,608,657	10,005,764
Cash dividends received	11	-	(5,239,859)	(6,986,479)
At December 31		92,873,047	80,015,230	83,646,432
		430,469,847	417,612,030	421,243,232

This account consists of GMRI's 24.95% investment or 17,466,196 shares out of 70,000,000 shares in Consort Land, Inc. (CLI), a company incorporated in the Philippines. The principal activity of CLI is to engage in real estate business, except real estate subdivision business.

Summarized audited financial information of CLI as at and for the years ended December 31 are as follows:

	2024	2023
Current assets	137,052,906	57,630,016
Non-current assets	249,392,902	261,295,261
Current liabilities	36,732,659	20,695,558
Non-current liabilities	2,011,610	2,062,518
Net assets	347,701,539	296,167,201
Revenues	139,321,688	184,747,215
Income before income tax	52,726,235	8,141,073
Net income and total comprehensive income for the year	51,534,338	6,434,629

There are no significant restrictions on the ability of the associate to transfer funds to the Group in the form of cash dividends or to repay loans or advances made by the Group. There are no contingent liabilities relating to the Group's investment in an associate.

The Group's share in the net assets of CLI amounted to P86.9 million as at December 31, 2024 (2023 - P73.9 million). The non-current assets of CLI represent investment properties (prime lots) held for appreciation, which are carried at cost. The fair value of the investment properties is P3.05 billion as at December 31, 2024 (2023 - P2.7 billion) based on the latest valuation report of a third-party appraiser.

As at December 31, 2024 and 2023, based on management assessment, there is no resulting impairment on the Group's investment in an associate in the light that the Group's share in CLI's net assets after considering the fair value of CLI's underlying investment property as determined by a third-party appraiser, representing the recoverable amount, based on fair value less cost to sell, remains higher than the carrying value as at December 31, 2024 and 2023 (Note 21.1 (d)).

7 Investment properties, net; Leases

Investment properties

Details of and movements in the account as at and for the years ended December 31 are as follows:

	Land	Condominium units	Total
January 1, 2024			
Cost	205,288,439	3,689,178	208,977,617
Disposal	(202,308,657)	-	(202,308,657)
Accumulated depreciation	-	(3,689,178)	(3,689,178)
Net book values	2,979,782	-	2,979,782

	Land	Condominium units	Total
2023			
Cost	205,288,439	3,689,178	208,977,617
Accumulated depreciation	-	(3,689,178)	(3,689,178)
Net book values	205,288,439	-	205,288,439

Investment properties represent the parcels of land situated in Batangas City and condominium units in Makati City, which are held for lease. Land is held by GMRI and GRDC. Condominium units are held by KPSI. The remaining investment properties amounting to P2.98 million as at December 31, 2024 represent the cost of parcels of land situated in Buenafe County Villas, Barangay Balagtas, Batangas City, which are held for lease by GRDC.

GMRI's BOD, in its meeting held on March 7, 2024, approved the sale of its land with a total area of approximately 24.9 hectares located in Barangay San Miguel and San Roque, Bauan, Batangas to a third party with a carrying amount of P202.3 million. The sale comes after a strategic review of investments and the opportunity to sell the land at current market valuation. The sale transaction was negotiated between a willing buyer and a willing seller and on an "as-is where-is" basis. Total sale proceeds amounted to P1.5 billion and resulting gain on sale amounted to P1.27 billion, net of commissions to a third-party P22.50 million and real property taxes amounting to P3.11 million. GMRI also paid income tax due as a result of the sale amounting to P189.7 million.

Management has assessed whether impairment indicators exist on investment properties with reference to the fair value of investment properties prepared using the market data approach by third party appraisers as well as significant changes with respect to asset conditions, intended utilization and performance, industry and economic trends that may indicate impairment.

Based on the appraisal report from an accredited independent appraiser and after the sale of land the investment properties have an aggregate fair value of P76.4 million as at December 31, 2024 (2023 - P1.4 billion).

In assessing the fair value of investment properties, the independent appraiser determined that the highest and best use of the subject properties are those of industrial uses, commercial and residential properties, which are aligned with the current use. The market approach was used in determining the fair value which considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. The fair value of the investment properties is categorized as Level 3, which used adjusted inputs for valuation that are unobservable as at the date of valuation. The inputs used were price discounts applied to the asking prices of similar listings and offerings and physical adjustments (such as location, shape, size and neighborhood) (Note 21.1 (e)).

The fair value of the investment properties is higher than its net book values as at December 31, 2024 and 2023. Further, based on management assessment, no changes indicating impairment with respect to asset condition, intended utilization and performance, industry and economic trends. Accordingly, the investment properties are not considered impaired and assessed as fully recoverable as at December 31, 2024 and 2023.

Group as a lessor

GMRI leases out a parcel of land used as a shipyard site in San Miguel, Bauan, Batangas to SPMI. The agreement is for a period of 50 years beginning August 1, 1993. The annual rental on the leased property is originally subject to 5% escalation after every five (5) years. In May 2007, the agreement was amended revising the annual lease rate and escalation rate to 1.50% escalation after every five (5) years. With the sale of the land which is the subject of long-term lease in March 2024, the lease rental ceased immediately, and no more lease rental recognized, thereafter.

In addition, GMRI, GRDC, and KPSI lease out its investment properties to third party and related party customers for periods ranging from one (1) month to three (3) years with option to renew for another one (1) month to three (3) years with no escalation under such terms and conditions as may be mutually agreed upon by the parties to the contracts.

Rental income attributable to the investment properties for the years ended December 31 consists of the following:

	Note	2024	2023	2022
Related parties	11	420,000	2,280,118	11,131,815
Third parties		4,191,450	10,539,288	99,809
		4,611,450	12,819,406	11,231,624

Rental income from SPMI is no longer considered as a related party transaction of the Group effective March 1, 2023 and reported under third parties (Note 11).

The operating expenses directly attributable to the investment properties pertaining to real estate taxes and insurance amounting to P0.8 million in 2024 (2023 - P3.9 million; 2022 - P4.0 million).

The outstanding balance of lease receivables as at December 31, 2023 represent lease differential in the computation of rent income using straight-line method and contractual rate.

Advance rentals as at December 31 are as follows:

	Note	2024	2023
Third parties		396,508	449,788
Related parties	11	35,000	35,000
		431,508	484,788
Less: Current portion		101,390	170,390
Non-current portion		330,118	314,398

Refundable deposits as at December 31 are as follows:

	Note	2024	2023
Third parties		496,317	549,597
Related parties	11	-	-
		496,317	549,597
Less: Current portion		166,199	235,199
Non-current portion		330,118	314,398

Future minimum rental receivables under non-cancellable operating lease agreements as at December 31, 2023 are as follows:

	Amount
Within one (1) year	12,174,922
After one (1) year but not more than five (5) years	47,036,406
More than five (5) years	166,670,561
	225,881,889

8 Property and equipment, net

Details of and movements in the account as at and for the years ended December 31 are as follows:

	Note	Condominium units	Office machine, furniture and fixtures	Transportation equipment	Total
2024					
Cost					
January 1		5,397,020	1,396,826	776,186	7,570,032
Acquisition		-	128,992	-	128,992
Disposal		-	(108,000)	-	(108,000)
December 31		5,397,020	1,417,818	776,186	7,591,024
Accumulated depreciation					
January 1		5,397,020	895,488	776,186	7,068,694
Depreciation	16	-	123,120	-	123,120
Disposal		-	(108,000)	-	(108,000)
December 31		5,397,020	910,608	776,186	7,083,814
Net book values		-	507,210	-	507,210
2023					
Cost					
January 1		5,397,020	1,399,986	776,186	7,573,192
Disposal		-	(3,160)	-	(3,160)
December 31		5,397,020	1,396,826	776,186	7,570,032
Accumulated depreciation					
January 1		5,397,020	764,726	776,186	6,937,932
Depreciation	16	-	133,922	-	133,922
Disposal		-	(3,160)	-	(3,160)
December 31		5,397,020	895,488	776,186	7,068,694
Net book values		-	501,338	-	501,338

The cost of fully depreciated assets that are still in use as at December 31, 2024 amounted P5.8 million (2023 - P6.7 million).

The Group sold computer hardware and software with net book values of P1.0 million and P2.2 million, respectively, to SPMI for a total amount of P3.4 million, resulting in a net gain of P0.2 million in 2022. (Note 11).

Based on the results of management assessment, the Group believes that there was no objective evidence that indicators of impairment exist as at December 31, 2024 and 2023.

9 Intangible assets, net

Details of and movements in the account, which pertain to computer software programs, as at and for the years ended December 31 are as follows:

	Note	2024	2023
Cost			
January 1		4,572,381	4,572,382
December 31		4,572,381	4,572,382
Accumulated amortization			
January 1		2,721,656	2,068,459
Amortization expense	16	653,197	653,197
December 31		3,374,853	2,721,656
Net book value at December 31		1,197,528	1,850,725

The Group disposed computer hardware and software to SPMI for P3.4 million resulting in a gain of P0.2 million included in the other income in 2022.

Based on the results of management's assessment, the Group believes that there was no objective evidence that indicators of impairment exist as at December 31, 2024 and 2023.

10 Accrued expenses and other current liabilities

The account as at December 31 consists of:

	Note	2024	2023
Accrued expenses		2,021,171	1,740,286
Payable to government agencies		276,317	595,837
Others	11	851,818	765,714
		3,149,306	3,101,837

Accrued expenses include professional fees, audit fees, directors' fees, fringe, membership dues, taxes and licenses, and other expenses.

Payable to government agencies include output VAT, withholding taxes and Social Security System (SSS), Home Development Mutual Fund (HDMF) and Philippine Health Insurance Corporation (PHIC) contribution payables.

Others pertain to unclaimed monies or dividends by shareholders (Note 11).

11 Related party transactions and balances

In the normal course of business, the Group transacts with companies which are considered related parties. The significant related party transactions and balances as at and for the years ended December 31 are as follows:

		Transactions			Outstanding receivable (payable)		
Related party	Notes	2024	2023	2022	2024	2023	Terms and conditions
Entities under common control							
Loans (a)							Outstanding balance is collectible in cash at gross amount, with terms of 88 to 90 days subject to renewal, interest-bearing, unguaranteed and unsecured 2024 and 2023 - nil (2022 - 2.9% to 5.0%).
*SPMI							
Principal	3	-	-	(240,000,000)	-	-	
Interest income	3	-	-	7,225,921	-	-	
*Seatrium Subic Shipyard, Inc. (SSSI)							
Principal		-	-	-	-	-	
Interest income		-	-	2,865,294	-	-	
Leases (b)							
Rental income							Outstanding balance is collectible in cash at gross amount within the first five (5) days of each month, non-interest bearing, unguaranteed and unsecured.
*SPMI		-	1,860,118	10,711,815	-	-	
Keppel IVI Investment, Inc. (KIVI)		300,000	300,000	300,000	-	-	
Keppel Energy and Consultancy, Inc. (KECI)		120,000	120,000	120,000	-	-	
	7	420,000	2,280,118	11,131,815	-	-	
Advance rentals (b)							Outstanding balance is to be applied on the last monthly rental at end of lease term at gross amount, non-interest bearing, unguaranteed and unsecured.
KIVI		-	-	-	(25,000)	(25,000)	
KECI		-	-	-	(10,000)	(10,000)	
	7	-	-	-	(35,000)	(35,000)	
Various expenses and charges (c)							Outstanding balance is collectible in cash at gross amount on demand, non-interest bearing, unguaranteed and unsecured.
*SPMI		-	-	221,859	-	-	
Keppel Enterprise Services Pte. Ltd.		-	106,907	377,035	-	-	
Payroll service fees (d)							
*SSSI		-	-	1,806,659	-	-	
*SPMI		-	-	1,587,965	-	-	
		-	-	3,394,624	-	-	
Management fees (e)							
Bay Philippines Holdings, Inc.		605,000	660,000	825,000	-	-	
KECI		240,000	240,000	240,000	-	-	
KIVI		180,000	180,000	180,000	-	-	
Kepventure, Inc.		60,000	60,000	60,000	-	-	
		1,085,000	1,140,000	1,305,000	-	-	
Sale of fixed assets							
*SPMI	8,9	-	-	3,354,562	-	-	
Commission income (f)							
Consort Land, Inc.		2,058,000	-	-	-	-	
Director's fees (under salaries, wages and employee benefits							
KPPI		-	140,000	230,000	-	-	
Associates							
Cash dividends received	6	-	5,239,859	6,986,479	-	-	Outstanding balance is collectible in cash at gross amount on pay-out date as approved by the related party's BOD, non-interest bearing, unguaranteed and unsecured.
Shareholders of Parent Company							
Cash dividends declared and paid							Outstanding balance is payable in cash at gross amount on pay-out date as approved by the Parent Company's BOD, non-interest bearing, unguaranteed and unsecured
Kepwealth, Inc.		6,106,586	3,053,293	3,053,293		-	
KL		3,378,818	1,689,409	1,689,409		-	
Others		1,961,200	980,600	981,140	(851,818)	(765,714)	
	10,14	11,446,604	5,723,302	5,723,842	(851,818)	(765,714)	
Various expenses and charges (c)							Outstanding balance is collectible in cash at gross amount on demand, non-interest bearing unguaranteed and unsecured.
KL		237,978	85,276	221,100	-	-	
Kepwealth, Inc.		-	-	29,131	-	-	
Management fees (e)							
Kepwealth, Inc.		276,000	276,000	276,000	-	-	
Key management personnel							
Salaries and other short-term employee benefits		2,153,000	2,142,000	1,943,200	-	-	Outstanding balance is payable at gross amount every designated period per employee contracts, non-interest bearing and unsecured.
					(886,818)	(800,714)	

* *Effective March 1, 2023, SPMI and SSSI is no longer considered as a related party due to KL's sale of SPMI and SSSI shares to an external party.*

The Group at all times observes and adheres with the related party transactions policy and all other relevant laws, rules and regulations, as may be applicable, in the review, approval and disclosure of related party transactions. The members of the Audit, Risk and Compliance Committee and management discloses to the BOD all material facts related to the material related party transactions, whether potential or actual conflict of interest, including their direct and indirect interest in any transaction or matter that may affect or is affecting the Group. Materiality threshold of the Group is 10% of the Group's total consolidated assets based on the latest audited financial statements. The material related party transactions are approved by two-thirds vote of the BOD with at least majority of the independent directors voting to approve. In the case that the majority of the independent directors' vote is not secured, the material related party transactions may be ratified by the vote of the shareholders representing at least two-thirds of the outstanding share capital of the Parent Company.

For each of the three (3) years in the period ended December 31, 2024, the Group has not made any provision for doubtful accounts relating to amounts owed by related parties because of strong financial condition of the concerned entities. This assessment is undertaken each financial year through examination of the financial position of each related party and the market in which the related party operates.

(a) Loans

The Group granted short-term, interest-bearing loans to SPMI and SSSI. The loans were fully paid in 2022 and no loans were granted thereafter.

	Amount
January 1, 2022	240,000,000
New loans granted	100,000,000
Collections	(340,000,000)
December 31, 2022	-

(b) Leases

The Group leases certain investments properties to related parties (Note 7).

(c) Various expenses and charges

The Group paid for various reimbursable expenses which are utilized in the normal operations of SPMI and Keppel Enterprise Services Pte. Ltd. amounting to nil and P106,907 in 2023 (2022 - P221,859 and P377,035), respectively. There are no similar transactions in 2024.

(d) Payroll service fees

In 2020, the Group entered into payroll service agreements with SSSI and SPMI for the use of the payroll system of the Group. The Group charges these parties at agreed service fees for the one-time and recurring charges incurred by the Group based on actual cost plus 5% markup. These agreements are considered renewed every year thereafter and subject to mutual amendments or termination by the parties. The agreement was terminated effective November 2022.

(e) Management fees

Since 2013, the Group had management agreements with related companies with monthly management fees which are subject to change depending upon the extent and volume of services provided by the Group to related parties and vice-versa. The services cover regular consultancy, handling of financial reporting, personnel and administration services including payroll and other government documentary requirements. The agreement are considered renewed every year thereafter, unless one party gives the other a written notice of termination at least three (3) months prior to the expiration date at an agreed fixed monthly fee, which is subject to increase depending upon the extent and volume of services.

In April 2021, the Parent Company signed an accounting services agreement with Bay Philippines Holdings Corp., an entity under common control, with a monthly fee of P55,000 excluding out-of-pocket expenses. The services cover the handling of financial reporting and government documentary requirements. The agreement is subject to automatic annual renewal until terminated by either party at any time by giving not less than ninety (90) days written notice to the other party. The agreement was terminated last December 6, 2024.

(f) Commission

In 2024, KPHI entered into a one-time agreement with CLI to assist the latter in the sale of its land situated at Subic, Zambales with KPHI earning a 3% commission amounting to P2.1 million.

(g) Key management personnel

There were no share-based compensation, other long-term and termination benefits provided to key management personnel for each of the three (3) years in the period ended December 31, 2024.

(h) Elimination

The following related party transactions and balances were eliminated for the purpose of preparing the consolidated financial statements:

	Note	2024	2023	2022
As at December 31				
Investment in subsidiaries		110,165,069	110,165,069	110,165,069
For the years ended December 31				
Dividend income of Parent Company from subsidiaries	14	654,562,468	31,003,600	10,303,867
Dividend income of GRDC from GMRI	14	18,964,802	888,975	296,325
Commission income		7,500,000	-	-
Management fees of Parent Company from subsidiary		780,000	780,000	780,000

12 Retirement benefit obligation

The Group has a funded, non-contributory-defined benefit plan covering the retirement and disability benefits of its qualified employees and is being administered by a trustee bank. The normal retirement age is 60 years with at least five (5) years of service and the optional retirement date is at age 50 and completion of at least ten (10) years of service. The retirement obligation is determined using the Projected Unit Credit (PUC) method. Under the PUC method, the annual normal cost for the portion of the retirement is determined using the amount necessary to provide for the portion of the retirement benefit accrued during the year.

Details of retirement benefit obligation, net, in the consolidated statement of financial position as at December 31 are as follows:

	2024	2023
Fair value of plan assets	4,230,794	3,188,989
Present value of defined benefit obligation	(5,034,268)	(4,026,472)
	(803,474)	(837,483)

Movements in the retirement benefit obligation (asset), net, as at December 31 are as follows:

	2024	2023
January 1	837,483	(1,049,440)
Retirement benefit expense recognized in profit or loss	291,389	426,588
Contributions paid	(837,483)	-
Remeasurement gain in other comprehensive income	512,085	1,460,335
	803,474	837,483

Movements in the present value of defined benefit obligation for the years ended December 31 are as follows:

	2024	2023	2022
At January 1	4,026,472	7,781,483	9,052,516
Current service cost	233,066	507,310	660,465
Interest cost	280,410	598,542	449,005
Remeasurement loss (gain) from:			
Experience adjustments	135,187	577,185	(2,218,356)
Change in financial assumptions	359,133	234,452	(162,147)
Benefits paid	-	(5,672,500)	-
At December 31	5,034,268	4,026,472	7,781,483

Movements in the fair value of plan assets for the years ended December 31 are as follows:

	2024	2023	2022
At January 1	3,188,989	8,830,923	9,052,516
Interest income	222,087	679,264	449,005
Contributions	837,483	-	-
Loss on plan assets	(17,765)	(648,698)	(670,598)
Benefits paid	-	(5,672,500)	-
At December 31	4,230,794	3,188,989	8,830,923

These plan assets are composed mainly of government securities and unit investment trust funds (UITFs) under Level 1 fair value category.

Details of retirement benefit expense recognized as part of salaries, wages, and employee benefits under operating expenses in profit or loss for the years ended December 31 are as follows:

	2024	2023	2022
Current service cost	233,066	507,310	660,465
Net interest cost	58,323	(80,722)	-
	291,389	426,588	660,465

Movements in remeasurements on retirement benefits as at and for the years ended December 31 are as follows:

	2024	2023	2022
January 1	1,349,030	2,809,365	1,099,460
Remeasurement (loss) gain	(512,085)	(1,460,335)	1,709,905
December 31	836,945	1,349,030	2,809,365

The principal actuarial assumptions used are as follows:

	2024	2023
Discount rate	5.96%	6.96%
Salary increase rate	5.00%	5.00%
Average remaining working life	10.43	14.39
Weighted average duration of the defined benefit obligation	14	9

The discount rate assumption is based on the theoretical spot yield curve calculated from the Bankers Association of the Philippines PHP BVAL Reference Rates benchmark reference curve for the government securities market by stripping the coupons from government bonds to create virtual zero-coupon bonds as of the valuation date and considering the average years of remaining working life of the employees as the estimated term of the benefit obligation.

Assumptions regarding future mortality are set based on actuarial report as at December 31, 2024 and 2023 in accordance with published statistical data and historical mortality experience in the Philippines.

The sensitivities of the defined benefit obligation to changes in the principal assumptions as at December 31 are as follows:

	Impact on retirement benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
2024			
Discount rate	1%	(359,133)	389,841
Salary increase rate	1%	389,568	(370,650)
2023			
Discount rate	1%	(318,736)	347,991
Salary increase rate	1%	351,372	(327,561)

The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the retirement benefit obligation recognized in the consolidated statements of financial position. The methods and types of assumptions used in the preparing the sensitivity analysis did not change compared to previous period.

The maturity analysis of undiscounted future retirement payments as at December 31 are as follows:

	2024	2023
Less than a year	61,539	44,968
Between one (1) to five (5) years	529,756	250,650
Over five (5) years but not more than 10 years	8,317,601	6,326,787
Over 10 years	12,941,015	11,740,888
	21,849,911	18,363,293

13 Share capital

Details of share capital as at December 31, 2024 and 2023 are as follows:

	Amount
Authorized at P1 par value	
Class A	90,000,000
Class B	200,000,000
	290,000,000
Issued at P1 par value	
Class A	39,840,970
Class B	33,332,530
Share capital	73,173,500

The Class "A" and Class "B" shares of stock are identical in all respects and have P1 par value per share, except that Class "A" shares are restricted to ownership of Philippine nationals. Class "B" shares are 18% and 82% owned by Philippine nationals and foreign nationals, respectively, as at December 31, 2024 and 2023. Each share has a right to one (1) vote.

Movements in the number of outstanding shares (or issued less treasury shares) as at December 31 are as follows:

	2024	2023	2022
Class "A"			
January 1	35,756,070	35,756,070	35,826,670
Purchase of treasury shares	-	-	(70,600)
December 31	35,756,070	35,756,070	35,756,070
Class "B"			
January 1	21,476,949	21,476,949	21,515,749
Purchase of treasury shares	-	-	(38,800)
December 31	21,476,949	21,476,949	21,476,949
Total outstanding shares	57,233,019	57,233,019	57,233,019

In 2022, the Parent Company purchased a total of 70,600 common share at an average price of P6.48 per share for a total consideration of P457,417 in Class A, and for Class B, the Parent Company, purchased a total of 38,800 common share at an average price of P6.86 per share for a total consideration of P266,114.

Details of the Parent Company's weighted average number of shares as at December 31 are as follows:

	2024	2023	2022
Class A	35,756,070	35,756,070	35,756,070
Class B	21,476,949	21,476,949	21,476,949
	57,233,019	57,233,019	57,233,019

In accordance with SRC Rule 68, as Amended (2019), Annex 68-K, below is a summary of the Parent Company's track record of registration of securities as at December 31:

Common shares	Number of shares registered	Issue/ offer price	Date of approval	Number of holders of securities
2024				
Class "A"	35,756,070	1.00	June 30, 2000	367
Class "B"	21,476,949	1.00	June 30, 2000	54
	57,233,019			
2023				
Class "A"	35,756,070	1.00	June 30, 2000	370
Class "B"	21,476,949	1.00	June 30, 2000	54
	57,233,019			

14 Retained earnings; Treasury shares

Retained earnings amounted to P1,351.6 million as at December 31, 2024 (2023 - P773.5 million). The portion of retained earnings, corresponding to the undistributed equity in net earnings of the associate, amounted to P92.9 million (2023 - P80.0 million) (Note 6), is not available for distribution as dividends until declared by the associate.

Retained earnings are further restricted to the extent of treasury shares with the following details as at December 31, 2024 and 2023:

	2024		2023	
	Shares	Cost	Shares	Cost
Class “A”	4,084,900	15,840,946	4,084,900	15,840,946
Class “B”	11,855,581	10,163,584	11,855,581	10,163,584
	15,940,481	26,004,530	15,940,481	26,004,530

As at December 31, 2024, total unrestricted retained earnings of the Parent Company amounted to P1,187.2 million (2023 - P506.6 million). The amount of unrestricted retained earnings is in excess of 100% of its paid-in capital amounted to P1,048.5 million as at December 31, 2024 (2023 – P367.8 million). The Parent Company declares and pays cash dividends on a regular basis to comply with the Corporation Code of the Philippines. The Parent Company declares dividend based upon the favorable result of operations and the availability of unappropriated retained earnings. The Parent Company is also pursuing programs and projects in the coming years for which the excess retained earnings will be utilized.

(a) Dividends

(i) Parent Company

The Parent Company's BOD declared cash dividends and paid as follows:

	2024	2023	2022
Amount declared	P11,446,604	P5,723,302	P5,723,842
Dividend per share	P0.20	P0.10	P0.10
Date of declaration and approval	June 14	June 16	June 17
Date of shareholders' record	July 5	July 7	July 7
Date paid	July 31	August 2	July 31
Amount paid	P11,446,604	P5,723,302	P5,723,842

(ii) Subsidiaries

Dividends declared by the subsidiaries for the years ended December 31 are as attributable to:

	2024	2023	2022
Equity holders of Parent Company	654,562,468	31,003,600	10,303,867
NCI	626,972,730	29,307,425	9,899,808
GMRI to GRDC	18,964,802	888,975	296,325
	1,300,500,000	61,200,000	20,500,000

In June 2024, GMRI declared and paid cash dividends of P1.28 billion (2023 - P60 million; 2022 - P20 million).

In February and December 2024, GRDC declared and paid cash dividend of P1.0 million and P17.5 million, respectively, (2023 - P0.7 million and 2022 P0.5 million).

Dividends to NCI were declared and paid in the same year.

15 Earnings per share

Basic earnings per share is calculated by dividing the net income attributable to shareholders of the Group by the weighted average number of ordinary shares in issue during the period, excluding ordinary shares purchased by the Group and held as treasury shares, if any.

Earnings per share for the years ended December 31 is calculated as follows:

	Note	2024	2023	2022
Net income attributable to equity holders of the parent		589,549,646	17,768,305	4,525,592
Weighted average number of shares outstanding	13	57,233,019	57,233,019	57,233,019
Basic earnings per share		10.30	0.31	0.08

The Group has no potential shares that will have a dilutive effect on earnings per share.

16 Operating expenses

Operating expenses for the years ended December 31 consist of:

	Notes	2024	2023	2022
Loss on lease termination	3	25,717,328	-	-
Salaries, wages, and employee benefits		7,675,626	6,281,969	10,822,072
Professional fees		6,755,570	4,552,122	4,167,634
Provision for (reversal of) impairment losses, net	4	4,373,769	(419,217)	1,723,735
Taxes and licenses		1,574,212	4,354,916	5,076,085
Utilities		781,036	737,619	931,106
Depreciation and amortization	8,9	776,317	787,119	1,495,903
Membership dues		564,846	521,245	545,019
Transportation and travel		223,777	173,527	579,380
Repairs and maintenance		179,564	994,456	1,571,134
Office supplies		117,641	76,311	149,752
Commission		-	199,618	99,809
Contractual services	7	-	-	1,092,000
Others		938,690	820,228	780,714
		49,678,376	19,079,913	29,034,343

Contractual services pertain to services related to the payroll service arrangements rendered to SPMI and SSSI in 2022 which were terminated in 2023 (Note 11).

Others consist of insurance, bank charges, business development expenses, and miscellaneous expenses.

17 Income taxes

As at December 31, 2024, deferred income tax liability on unearned fair value gain on investment in FVOCI and unrealized foreign exchange gain amounted to P12.8 million (2023 – deferred income tax liability on lease receivable amounted to P1.3 million).

Details of deferred income tax assets, net as at December 31 which were not recognized because management believes that future taxable profit will not be available against which the deductible temporary difference and carry-forward benefits of the following:

	2024		2023	
	Tax base	Tax effect	Tax base	Tax effect
Net operating loss carry-over (NOLCO)	20,886,810	5,221,703	17,826,798	4,456,699
Accrued expenses	812,094	202,724	834,390	207,697
Retirement benefits	803,474	200,869	837,483	209,371
	22,502,378	5,625,296	19,498,671	4,873,767
Minimum Corporate Income Tax (MCIT)	-	405,709	-	182,450
	22,502,378	6,031,005	19,498,671	5,056,217

Under the National Internal Revenue Code of 1997, NOLCO and MCIT can be applied as deduction from taxable income and tax due, respectively, over the next three (3) years immediately following the year of such loss.

On September 11, 2020, Republic Act (R.A.) No. 11494, otherwise known as "Bayanihan to Recover as One Act", was passed into law to strengthen the government's efforts in mitigating the effects of COVID-19 pandemic. Under R.A. No. 11494, NOLCO for taxable years 2020 and 2021 shall be carried over as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

For financial reporting purposes, the entities in the Group are subject to 20% or 25% RCIT and 1% MCIT for December 31, 2024 and 2023.

In August 2007, GMRI was registered as a developer/operator of Keppel Philippines Marine Special Economic Zone with the Philippine Economic Zone Authority (PEZA) pursuant to Presidential Proclamation No. 1329 dated July 16, 2007 and the provisions of Republic Act No. 7916, otherwise known as the amended "Special Economic Zone Act of 1995". With this registration, GMRI is entitled to a special tax rate of 5% on gross income, in lieu of all national and local taxes, except real property taxes on land owned by GMRI. Considering the sale of land in March 2024, which is the subject of PEZA Economic Zone Act of 1995, PEZA cancelled the registration of GMRI last September 3, 2024.

Details of and movements in unrecognized NOLCO and MCIT as at and for the years ended December 31 are as follows:

		2024		2023	
Year incurred	Expiry year	NOLCO	MCIT	NOLCO	MCIT
2024	2027	3,060,012	234,377	-	-
2023	2026	11,438,546	13,362	11,438,546	13,362
2022	2025	6,149,765	157,970	6,149,765	157,970
2021	2026	238,487	-	238,487	-
2021	2024	-	11,118	-	11,118
2020	2023	-	-	-	757,077
		20,886,810	416,827	17,826,798	939,527
Expired		-	(11,118)	-	(757,077)
December 31		20,886,810	405,709	17,826,798	182,450

The components of the income tax expense for the years ended December 31 are as follows:

	Note	2024	2023	2022
Current	7	190,295,265	693,480	919,450
Final tax on interest income		16,285,255	6,495,247	1,345,874
Deferred		53,694	(54,094)	(88,310)
		206,634,214	7,134,633	2,177,014

Reconciliation of the income tax expense at statutory income tax rates to the income tax expense as shown in the consolidated statements of income for the years ended December 31 are as follows:

	2024	2023	2022
Income tax at statutory tax rates	331,243,522	7,349,318	2,781,222
Adjustments resulting from tax effects of:			
Differential in tax rate	(125,816,640)	1,477,090	1,856,212
Final tax on interest income	16,285,255	6,495,247	1,345,874
Non-deductible expenses	7,522,774	44,914	498,948
Interest income subjected to final tax	(20,361,031)	(8,074,512)	(1,674,417)
Non-taxable income and reversals	(3,214,454)	(2,865,823)	(4,381,852)
Changes in unrecognized deferred income tax assets	974,788	2,708,399	1,751,027
Effective income tax expense	206,634,214	7,134,633	2,177,014

Differential in tax rate pertains to the tax rate used for GMRI's registered activities under the 5% GIT regime and 20% RCIT rate used by GRDC and KPSI based on CREATE Act. In 2024, GMRI applied for the Optional Standard Deduction (OSD) for tax purposes.

18 Operating segments

For management reporting purposes, the Group's businesses are classified into the following business segments: (1) investment holding, and (2) real estate with a related party, and third parties in 2023 and 2024, as key lessees. The Group's BOD reviews the performance of these reportable segments. Details of the Group's business segments are as follows:

	Investment holding	Real estate	Combined	Eliminations	Consolidated
2024					
Revenues and income					
External customers	-	1,268,775,209	1,268,775,209	7,500,000	1,276,275,209
Equity in net earnings of an associate	-	-	-	12,857,817	12,857,817
Other related parties	656,703,468	420,000	657,123,468	(655,342,468)	1,781,000
Interest income and other income	62,374,330	28,864,109	91,238,439	(7,500,000)	83,738,439
Total revenues and income	719,077,798	1,298,059,318	2,017,137,116	(642,484,651)	1,374,652,465
Income before income tax	702,899,925	1,263,778,815	1,966,678,740	(641,704,651)	1,324,974,089
Income tax expense	(10,800,505)	(195,833,709)	(206,634,214)	-	(206,634,214)
Net income	692,099,420	1,067,945,106	1,760,044,526	(641,704,651)	1,118,339,875
Other comprehensive income	1,785,316	-	1,785,316		1,785,316
Total comprehensive income	693,884,736	1,067,945,106	1,761,829,842	(641,704,651)	1,120,125,191
Other information					
Segment assets	1,415,607,079	490,904,886	1,904,511,965	(110,165,069)	1,794,346,896
Segment liabilities	16,802,463	1,732,361	18,534,824	(896,341)	17,638,483
Depreciation and amortization	423,514	352,803	776,317	-	776,317
2023					
Revenues and income					
External customers	-	12,399,406	12,399,406	-	12,399,406
Equity in net earnings of an associate	-	-	-	1,608,657	1,608,657
Other related parties	33,199,600	420,000	33,619,600	(31,783,600)	1,836,000
Interest income and other income	29,198,742	3,434,380	32,633,122	-	32,633,122
Total revenues and income	62,398,342	16,253,786	78,652,128	(30,174,943)	48,477,185
Income before income tax	48,620,114	10,172,101	58,792,215	(29,394,943)	29,397,272
Income tax expense	(5,844,056)	(1,290,577)	(7,134,633)	-	(7,134,633)
Net income	42,776,058	8,881,524	51,657,582	(29,394,943)	22,262,639
Other comprehensive income	10,539,665	-	10,539,665	-	10,539,665
Total comprehensive income	53,315,723	8,881,524	62,197,247	(29,394,943)	32,802,304
Other information					
Segment assets	720,328,384	691,207,621	1,411,536,005	(110,165,069)	1,301,370,936
Segment liabilities	3,961,903	3,302,822	7,264,725	(896,345)	6,368,380
Depreciation and amortization	429,141	357,978	787,119	-	787,119
2022					
Revenues and income					
SPMI	7,250,351	12,485,350	19,735,701	-	19,735,701
External customers	-	99,809	99,809	-	99,809
Equity in net earnings of an associate	-	-	-	10,005,764	10,005,764
Other related parties	17,336,821	210,000	17,546,821	(11,083,867)	6,462,954
Interest income and other income	6,095,266	1,069,606	7,164,872	-	7,164,872
Total revenues and income	30,682,438	13,864,765	44,547,203	(1,078,103)	43,469,100
Income before income tax	8,053,411	16,685,213	24,738,624	(10,303,867)	14,434,757
Income tax expense	(1,279,141)	(897,873)	(2,177,014)	-	(2,177,014)
Net income	6,774,270	15,787,340	22,561,610	(10,303,867)	12,257,743
Other comprehensive income	15,709,905	-	15,709,905	-	15,709,905
Total comprehensive income	22,484,175	15,787,340	38,271,515	(10,303,867)	27,967,648
Other information					
Segment assets	672,051,380	740,470,861	1,412,522,241	(110,165,068)	1,302,357,173
Segment liabilities	3,277,319	2,745,221	6,022,540	(896,346)	5,126,194
Depreciation and amortization	1,119,229	376,674	1,495,903	-	1,495,903

Segment assets and segment liabilities are measured in the same way as in the consolidated financial statements. These assets and liabilities are allocated based on the operations of each segment. Segment revenue, segment expenses, and segment results include transfers between business segments. Those transfers are eliminated in consolidation.

All of the Group's revenues are derived mainly from operations within Luzon, an island of the Philippines.

Significant revenue from third party due to sale of land situated at Bauan, Batangas accounted for 92.5% of the Group's consolidated revenues and income in 2024. In 2024, total rental income accounted for 0.3% of the Group's consolidated revenues and income (2023 - 26.4%; 2022 - 25.8%)

19 Other matters

The Parent Company has land rights over a 10.4-hectare property located in Bauan, Batangas which is subject to a legal case against PNOC. On June 2, 2021, the Parent Company sold such land rights to a third party for a gross price of P358.6 million and the sale was on an "as is where is" basis. The Parent Company's cash deposit of P4.1 million within other non-current assets in the statement of financial position as at December 31, 2020, and related legal expense of P1.8 million and commission expense of P7.2 million incurred and paid in 2021, were applied against the gross price resulting in a net gain of P345.6 million on the sale of interest in land rights in 2021. As part of the condition of the sale, the necessary motion for substitution was made in court to replace the Parent Company with the buyer as the new plaintiff. On March 10, 2022, the court granted the Parent Company's motion for substitution resulting in the extinguishment of any probable liabilities. Thereafter, PNOC filed a Petition for Certiorari with the Court of Appeals (CA) with the latter rendering judgement in favor of PNOC on October 25, 2023. Motions for reconsideration were filed on November 24, 2023 by the Parent Company. In an Amended Decision dated July 18, 2024, the Court of Appeals granted the respondents' Motion for Reconsideration, vacated the October 25, 2023 Decision, and dismissed the Petition for Certiorari. The Petitioners assailed the CA Amended Decision before the Supreme Court through a Petition for Review on Certiorari under Rule 45 dated September 20, 2024, and prayed for the Court to reinstate the Court of Appeals' October 24, 2023 Decision. The case is still pending as at February 26, 2025.

20 Financial risk management and capital management

20.1 Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, market risks (interest rate risk and equity price risk), and liquidity risk that could affect its financial position and results of operations. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The BOD reviews and approves the policies for managing each of these risks.

(a) Credit risk

Credit risk pertains to the risk that a party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss.

The Group transacts mostly with related parties, thus, there is no requirement for collateral. There are no significant concentrations of credit risk within the Group.

Receivables are monitored on an ongoing basis with the result that the Group's exposure to bad debts being not significant. Significant concentration of credit risk pertains to lease receivable (Note 3) in 2023.

The table below shows the maximum exposure to credit risk of the financial assets of the Group as at December 31:

	Notes	High performing	Under-performing	Credit-impaired	Total
2024					
Cash and cash equivalents (i)	2	1,267,990,092	-	-	1,267,990,092
Receivables (ii)	3	4,649,630	-	-	4,649,630
Advances to employees (ii)	4	122,684	-	-	122,684
		1,272,762,406	-	-	1,272,762,406
2023					
Cash and cash equivalents (i)	2	575,523,245	-	-	575,523,245
Receivables (ii)	3	29,821,347	-	-	29,821,347
Advances to employees (ii)	4	81,551	-	-	81,551
		605,426,143	-	-	605,426,143

The Group's financial assets are categorized based on the Group's collection experience with the counterparties as follows:

a. High performing - settlements are obtained from counterparty following the terms of the contracts without history of default.
b. Underperforming - some reminder follow-ups are performed to collect accounts from counterparty.
c. Credit impaired - evidence that a financial asset is credit-impaired includes the following observable data: significant financial difficulty of the counterparty, a breach of contract such as a default or being more than 120 days past due; or it is probable that the borrower will enter bankruptcy or other financial reorganization.

The credit quality of financial assets is discussed below:

(i) Cash and cash equivalents

There is low credit risk exposure and immaterial expected credit losses (ECL) as these are deposited/placed in accredited universal banks as defined by the Philippine Banking System that have high credit standing in the financial services industry.

(ii) Receivables; advances to employees

In 2024, there is low credit risk exposure and immaterial ECL on interest receivable as this represents accrued interest from cash and cash equivalents placed in accredited universal banks. Likewise, in 2023, there is low credit risk exposure and immaterial ECL on lease receivable since this account is considered high performing with no history of defaults. Additionally, credit risk is minimized since the related parties are paying on normal credit terms based on contracts. The Group does not hold any collateral as security for these receivables.

(b) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has no significant exposure to interest rate risk on cash and cash equivalents as these are subject to fixed interest rates and short term. The lease receivable was fully derecognized in 2024 due to the pre-termination of the lease contract following the sale of GMRI's investment properties. Accordingly, the Group is not significantly exposed to cash flow and fair value interest rate risk on these financial instruments.

The Group has no hedging policy in relation to managing its interest rates.

(ii) Equity price risk

Equity price risk is the risk that the fair value of equities will decline resulting from changes in the levels of equity indices and the value of individual stocks.

The Group's price risk exposure relates to its quoted equity investments where values will fluctuate as a result of changes in market prices.

Such quoted equity investments are subject to price risk due to changes in market values arising from factors specific to the instruments or its issuer or factors affecting all instruments traded in the market.

The effect on other comprehensive income as a result of a change in equity price due to a reasonably possible change in equity indices, with all other variables held constant, is as follows:

	Change in equity price (%)	Effect on other comprehensive income, net of tax
December 31, 2024	+/- 10	+/- 7,225,000
December 31, 2023	+/- 10	+/- 5,950,000

The Group determined the reasonably possible change in equity pricing percentage changes in the fair value for the past three (3) years.

(c) Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash and cash equivalents and loans. The Group also monitors its risk to shortage of funds through monthly evaluation of the projected and actual cash flow information. There are no material liquidity risks given minimal liabilities relative to available liquid assets.

The maturity profile and contractual undiscounted cash flows from the Group's financial liabilities which are subject to liquidity risk as at December 31 are as follows:

	Notes	On demand	Within three months	From three to 12 months	More than 12 months	Total
2024						
Accounts payable and other current liabilities*	10	851,818	2,021,171	-	-	2,872,989
Refundable deposits	7	-		166,199	330,118	496,317
		851,818	2,021,171	166,199	330,118	3,369,306
2023						
Accounts payable and other current liabilities*	10	765,714	1,740,285	-	-	2,505,999
Refundable deposits	7	-	-	235,199	314,398	549,597
		765,714	1,740,285	235,199	314,398	3,055,596

**Excluding payable to government agencies, unearned interest income, and advance rentals.*

20.2 Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The Group monitors capital using a debt-to-equity ratio, which is total liabilities divided by total equity. Total liabilities include current and noncurrent liabilities. Equity comprises all components of equity.

The Group's objective is to ensure that there are no known events that may trigger direct or contingent financial obligation that is material to the Group, including default or acceleration of an obligation that will require increased capitalization.

The debt-to-equity ratios as at December 31 are as follows:

	2024	2023
Total liabilities	17,638,483	6,368,380
Total equity	1,776,708,413	1,295,002,556
Debt-to-equity ratio	0.01:1	0.005:1

There were no changes in the Group's approach to capital management in 2024 and 2023.

As part of the reforms of the PSE to expand the capital market and improve transparency among listed firms, the PSE requires listed entities to maintain a minimum of 10% of their issued and outstanding shares, exclusive of any treasury shares, held by the public (Note 1). The Parent Company has fully complied with this requirement. As at December 31, 2024 and 2023, 17.1% is held by the public.

20.3 Fair value hierarchy

Due to the short-term nature of cash and cash equivalents, receivables, advances to employees, accrued expenses and other current liabilities carrying values approximate fair values as at December 31, 2024 and 2023. The carrying value of long-term advance rental and deposits approximate their fair value as the impact of discounting is immaterial.

The fair value of quoted equity investment is determined by reference to quoted market bid price at the close of business at the end of the reporting dates since this is actively traded in organized financial markets. As at December 31, 2024 and 2023, the Group classifies its financial asset at FVOCI under Level 2 of the fair value hierarchy. For the years ended December 31, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

The fair value of the plan assets, which are mainly composed of government securities and UITFs are classified under Level 1 fair value hierarchy.

The fair value of investment properties is classified under Level 3 of the fair value hierarchy and is determined using market approach.

The Group does not have assets or liabilities measured at fair value on a non-recurring basis during the periods.

21 Critical accounting estimates, assumptions, and judgments

The preparation of the consolidated financial statements requires management to make judgments, estimates, and assumptions that affect the amounts reported in the consolidated financial statements and the related notes. The estimates, assumptions, and judgments used are based upon management's evaluation of the relevant facts and circumstances as at the date of the consolidated financial statements. These are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from such estimates. The estimates, assumptions, and judgments that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

21.1 Critical accounting estimates and assumptions

(a) Impairment of CWT and Input VAT (Note 4)

Management believes that certain amounts of the Group's CWT and input VAT may not be recoverable because of the expected future minimal transactions where the Group's CWT and input VAT will be utilized. The amount and timing of recorded expenses for any period would therefore differ based on the judgment or estimates made. Details of allowance for impairment related CWT and input VAT are disclosed in Note 4.

(b) Estimated useful lives of property and equipment, and intangible assets (Notes 8 and 9)

The Group's management determines the estimated useful lives and related amortization charges for its property and equipment, and intangible assets. This estimate is based on the expected future economic benefit to the Group. Management adjusts the depreciation and amortization charge where useful lives are less than previously estimated lives, or write-offs or write-downs technically obsolete assets that have been abandoned or sold.

Management believes that the current estimated useful lives of such assets approximate their actual economic benefits to the Group. Further, management does not foresee any changes in terms of business operations that would warrant reassessment of estimated useful lives.

The estimated useful lives of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the asset. A reduction in the estimated useful lives of any property and equipment, and intangible assets would increase the recorded operating expenses and decrease non-current assets. Conversely, an increase in the estimated useful lives of any property and equipment, and intangible assets would decrease the recorded operating expenses and increase non-current assets. There were no changes in the estimated useful lives of property and equipment as at December 31, 2024 and 2023.

(c) Retirement benefits (Note 12)

The Group maintains a qualified defined benefit retirement plan. The calculations of retirement benefit costs of the Group are dependent upon the use of assumptions, including discount rates, expected return on plan assets, interest cost, future salary increases, benefits earned, mortality rates, the number of employee retirements, the number of employees electing to take lump-sum payments and other factors.

The Group determines the appropriate discount rate at year-end dates. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement benefit obligation. In determining the appropriate discount rate, the Group considers the interest rates of high-quality government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related retirement benefit obligation. Other key assumptions for retirement benefit obligation are based in part on current market conditions. The sensitivity analyses for the significant actuarial assumptions are disclosed in Note 12.

(d) Impairment of investment in an associate (Note 6)

Investment in an associate carried at equity method is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

If impairment indicator exists, the Group evaluates whether the recoverable amount of the investment in an associate, based on fair value less cost to sell, determined based on the Group's ownership interest in the net assets of its associate after considering the fair value of the associate's underlying investment property, as determined by third-party appraiser, remains higher than its carrying value.

The valuation of CLI's investment properties was categorized as Level 3 measurement as it utilized adjusted inputs for valuation that were, for the major part, unobservable as at the date of valuation. The following table summarizes the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements as at December 31:

	Range of inputs		Relationship of unobservable inputs to fair value
Unobservable inputs	2024	2023	
Asking price discount	5% to 10%	10% to 15%	The higher the input, the lower the fair value.
Physical adjustments (location, shape, size and neighborhood)	15% to -5%	25% to 5%	The favorable the input, the higher the fair value.

There were no significant interrelationships between unobservable inputs that materially affect fair values.

As at December 31, 2024 and 2023, the Group's share in CLI's net assets after considering the fair value of the associate's underlying investment property, representing the investment in an associate's recoverable amount, based on fair value less cost to sell, remains higher than the carrying value (Note 6). Accordingly, investment in an associate is not impaired and assessed as fully recoverable.

(e) Impairment of investment properties (Note 7)

The Group assesses impairment on investment properties whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

This involved management judgments and assumptions for indicators of impairment with reference to the fair value of investment properties prepared using the market data approach by third party appraisers, as well as significant changes with respect to asset condition, intended utilization and performance, industry and economic trends that may indicate impairment.

Determining the recoverable amount of investments properties requires the determination the higher of fair value less cost of disposal and future cash flows expected to be generated from such assets. The Group recognizes an impairment loss if such indications are present and whenever the carrying amount of an asset exceeds its recoverable amount. Any resulting additional impairment loss could have a significant impact on the Group's results of operations and financial position. The Group considers each asset separately in making its judgment.

The aggregate fair value of investment properties prepared using market data approach is higher than the carrying amount (Notes 7). Further, based on management assessment there were no changes indicating impairment with respect to asset conditions, intended utilization and performance, and industry and economic trends. Accordingly, the investment properties are not considered impaired and assessed as fully recoverable as at December 31, 2024 and 2023.

The valuation of the investment properties was categorized as Level 3 measurement as it utilized adjusted inputs for valuation that were, for the major part, unobservable as at the date of valuation (Note 7). The following table summarizes the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements as at December 31, 2024 and 2023.

	Range of inputs		Relationship of unobservable inputs to fair value
Unobservable inputs	2024	2023	
Asking price discount	5% to 10%	10% to 20%	The higher the input, the lower the fair value.
Physical adjustments (location, shape, size and development)	10% to 0%	25% to 5%	The favorable the input, the higher the fair value.

There were no significant interrelationships between unobservable inputs that materially affects fair values.

21.2 Critical accounting judgments

(a) Recoverability of carrying amount of receivables and advances to employees (Note 3)

The receivables were grouped based on similar credit characteristics. In arriving at the expected credit loss for a particular period, management considers both historical loss experience and certain forward-looking macroeconomic factors of the customers. In these cases, management uses judgments based on the best available facts and circumstances, including but not limited to the length of relationship with the customers and whether there have been payment defaults in the past. An evaluation of receivables designed to identify potential charges to the provision is performed on a continuous basis throughout the year.

The carrying value of receivables at the end of each reporting period and the amount and timing of recorded provision for any period could differ based on actual experience and changes in judgments made.

There are no provisions for each of the three years in the period ended December 31, 2024.

(b) Impairment of other non-financial assets - property and equipment (Note 8) and intangible asset (Note 9)

The Group assesses impairment on these whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

Determining the recoverable amount of assets requires the determination of the higher of fair value less cost of disposal and future cash flows expected to be generated from such assets. The Group recognizes an impairment loss if such indications are present and whenever the carrying amount of an asset exceeds its recoverable amount. Any resulting additional impairment loss could have a significant impact on the Group's results of operations and financial position. The Group considers each asset separately in making its judgment.

Based on management assessment, there were no significant indicators of impairment the Group's property and equipment and intangible assets and are assessed as not impaired and fully recoverable as at December 31, 2024 and December 31, 2023.

(c) Classification of leases (Note 7)

The Group has entered into a property lease on its investment properties. The Group has determined that it retains all the significant risks and rewards of ownership of these properties as the Group considered, among others, the length of the lease term as compared with the estimated life of the assets. The Group's operating lease contract is accounted for as non-cancellable operating lease. In determining whether a lease contract is cancellable or not, the Group considers, among others, the significance of the penalty, including economic consequence to the lessee. Detail of leases are disclosed in Note 7.

(d) Recognition of deferred income tax assets (Note 17)

Significant judgment is required in determining the income tax expense. There are many transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognizes liabilities for tax audit issues when it is probable.

The Group's assessment on the recognition of deferred income tax assets on non-deductible temporary differences is based on the forecasted taxable income of the following reporting periods. This forecast is based on the Group's future expectations on revenues and expenses. As at December 31, 2024 and 2023, deferred income tax assets were not recognized because management believes that future taxable profit will not be available against which the deferred income tax assets can be applied.

22 Summary of material accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

22.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with PFRS Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

- PFRS Accounting Standards,
- PAS Standards, and
- Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC), and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy, and adopted by the Securities and Exchange Commission (SEC).

The consolidated financial statements have been prepared on historical cost basis, except for:

- financial assets at FVOCI; and
- fair value of plan assets within retirement benefits.

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where estimates and assumptions are significant to the consolidated financial statements are disclosed in Note 21.

Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations to existing standards as adopted by the Group effective January 1, 2024

- Amendments to PAS 1, 'Presentation of Financial Statements'

  Amendments made to PAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (for example, the receipt of a waiver or a breach of covenant that an entity is required to comply with only after the reporting period).

  Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

  The amendments require disclosures if an entity classifies a liability as noncurrent and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

  - the carrying amount of the liability
  - information about the covenants (including the nature of the covenants and when the entity is required to comply with them); and
  - facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

  The amendments must be applied retrospectively in accordance with the requirements in PAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.

- Amendment to PFRS 16, *'Lease liability in sale and leaseback'*

  In September 2022, the IASB finalized narrow-scope amendments to the requirements for sale and leaseback transactions in IFRS 16 Leases which explain how an entity accounts for a sale and leaseback after the date of the transaction.

  The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.

- Amendments to PAS 7 and PFRS 7, *'Supplier Finance Arrangement'*

  On May 25, 2023, the IASB issued amendments to IAS 7 and IFRS 7 to require specific disclosures about supplier finance arrangements (SFAs). The amendments respond to the investors' need for more information about SFAs to be able to assess how these arrangements affect an entity's liabilities, cash flows and liquidity risk.

  The new disclosures will provide information about:

  1. The terms and conditions of SFAs.
  2. The carrying amount of financial liabilities that are part of SFAs, and the line items in which those liabilities are presented.
  3. The carrying amount of the financial liabilities in (2), for which the suppliers have already received payment from the finance providers.
  4. The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements.
  5. Non-cash changes in the carrying amounts of financial liabilities in no. 2.
  6. Access to SFA facilities and concentration of liquidity risk with the finance providers.

  Entities will be required to aggregate the information that they provide about SFAs. However, entities should disaggregate information about terms and conditions that are dissimilar, disclose explanatory information where the range of payment due dates is wide, and disclose the type and effect of non-cash changes that are needed for comparability between periods.

  The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 31, 2024 year end, unless an entity has a financial year of less than 12 months.

The amendments to existing standards are not expected to have a material impact on the consolidated financial statements of the Group.

There are no other new standards, interpretations and amendments to existing standards effective January 1, 2024 that are considered to be relevant or have a material impact on the Group's consolidated financial statements.

(b) New standards, and amendments and interpretations to existing standards issued but not yet effective as at December 31, 2024

Certain new standards, and amendments and interpretations to existing standards have been published that are not mandatory for December 31, 2024 reporting periods and have not been early adopted by the Group. None of these are expected to be relevant and have a significant effect on the financial reporting of the Group, while the most relevant ones are set out as follows:

- Amendments to PAS 21, *'Lack of Exchangeability'*

  In August 2023, the IASB amended IAS 21 to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, IAS 21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

  These new requirements will apply for annual reporting periods beginning on or after 1 January 2025. Early application is permitted (subject to any endorsement process). Refer to Filling the gap in currency accounting: new IFRS requirements for lack of exchangeability for further details.

- Amendments to PFRS 9 and PFRS 7, *'Classification and Measurement of Financial Instruments'*

  On May 30, 2024, the IASB issued targeted amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

  a. clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
  b. clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
  c. add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
  d. update the disclosures for equity instruments designated at FVOCI.

  The amendments in (b) are most relevant to financial institutions, but the amendments in (a), (c) and (d) are relevant to all entities.

  The amendments to PFRS 9 and PFRS 7 will be effective for annual reporting periods beginning on or after January 1, 2026, with early application permitted subject to any endorsement process.

- PFRS 18, *'Presentation and Disclosure in Financial Statements'*

  This is the new standard on presentation and disclosure in financial statements, which replaces PAS 1, with a focus on updates to the statement of profit or loss.

  The key new concepts introduced in PFRS 18 relate to:

  - the structure of the statement of profit or loss with defined subtotals;
  - requirement to determine the most useful structure summary for presenting expenses in the statement of profit or loss
  - required disclosures in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
  - enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general

  The Group is still assessing the impact of the new standard.

- PFRS 19, *'Subsidiaries without Public Accountability: Disclosures'*

  This new standard works alongside other PFRS Accounting Standards. An eligible subsidiary applies the requirements in other PFRS Accounting Standards except for the disclosure requirements; and it applies instead the reduced disclosure requirements in PFRS 19. PFRS 19's reduced disclosure requirements balance the information needs of the users of eligible subsidiaries' financial statements with cost savings for preparers. PFRS 19 is a voluntary standard for eligible subsidiaries

A subsidiary is eligible if

- it does not have public accountability; and
- it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with PFRS Accounting Standards.

The new standards and amendments are effective for annual reporting periods beginning on or after January 1, 2025, and must be applied retrospectively. The Group does not expect the amendment to have a significant impact to the Group's consolidated financial statements, except for PFRS 18.

22.2 Basis of consolidation

The consolidated financial statements comprise the separate financial statements of the Parent Company and its subsidiaries as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024. The Group uses uniform accounting policies; any difference between the subsidiaries and Parent Company are adjusted properly.

All intra-group balances, transactions, and unrealized gains and losses resulting from intra-group transactions are eliminated in full.

Assessment of control

The Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. NCI pertain to the equity in a subsidiary not attributable, directly, or indirectly to the Parent Company. NCI represent the portion of profit or loss and the net assets not held by the Group and are presented separately in the consolidated statements of income and consolidated statements of total comprehensive income and within equity in the consolidated statements of financial position and consolidated statements of changes in equity.
Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent Company and to the NCI, even if this results in the NCI having a deficit balance.

Acquisitions of NCI are accounted for using the acquisition method, whereby the Group considers the acquisition of NCI as an equity transaction. Any premium or discount on subsequent purchases from NCI shareholders is recognized directly in equity and attributed to the owners of the parent.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

As at December 31, 2024 and 2023, NCI pertains to 44% and 5% ownership in GRDC of KPMI Retirement Plan and SPMI, respectively.

The financial information (before intercompany eliminations) of GRDC and its wholly-owned subsidiary, GMRI, and NCI balances (after intercompany eliminations) as at and for the years ended December 31 are as follows:

	2024			2023		
	GRDC	GMRI	Total	GRDC	GMRI	Total
Current assets	2,147,091	35,116,242	37,263,333	1,137,832	22,396,926	23,534,758
Non-current assets	3,237,716	338,084,976	341,322,692	3,242,043	566,648,891	569,890,934
Total assets	5,384,807	373,201,218	378,586,025	4,379,875	589,045,817	593,425,692
Current liabilities	126,922	506,550	633,472	122,674	767,638	890,312
Non-current liabilities	-	-	-	-	1,353,544	1,353,544
Total liabilities	126,922	506,550	633,472	122,674	2,121,182	2,243,856
Revenues and income	19,790,506	1,294,078,542	1,313,869,048	1,201,423	18,195,341	19,396,764
Income before income tax	19,634,304	1,261,143,366	1,280,777,670	1,056,397	13,619,489	14,675,886
Net income and total comprehensive income	19,500,684	1,065,770.033	20,566,454,033	1,022,633	12,669,658	13,692,291
Cash flows from:						
Operating activities	539,057	(172,781,731)	(172,242,674)	175,953	8,931,877	9,107,830
Investing activities	18,964,802	1,466,892,416	1,485,857,218	888,975	5,239,859	6,128,834
Financing activities	(18,500,000)	(1,280,000,000)	(1,298,500,000)	(700,000)	(60,000,000)	(60,700,000)
Proportion of equity interests held by NCI	49%	49%	-	49%	49%	-
Accumulated balance of material NCI	1,424,814	230,794,322	232,219,136	1,505,231	328,896,406	330,401,637
Net income and total comprehensive income attributable to material NCI	262,582	528,527,647	528,790,229	65,492	4,428,842	4,494,334

Accumulated balance of material NCI, and net income and total comprehensive income attributable to material NCI as at and for the year ended December 31, 2022 are P355.2 million and P7.7 million, respectively.

There are no significant restrictions on the Group's ability to use the assets or settle liabilities within the Group. There is no difference on the voting rights on non-controlling interests compared to majority shareholders.

22.3 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three (3) months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These are carried in the consolidated statements of financial position at amortized cost. Other relevant policies are disclosed in Note 22.4.

22.4 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity of another entity. The Group recognizes a financial instrument in the consolidated statements of financial position, when and only when, the Group becomes a party to the contractual provisions of the instrument.

(a) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. The Group reclassifies debt investments when and only when its business model for managing those assets changes. The Group has financial assets at FVOCI and at amortized cost as at December 31, 2024 and 2023. Financial assets at amortized cost include cash and cash equivalents, receivables and advances to employees. Financial assets at FVOCI pertain to equity securities.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value.

Subsequent to initial recognition, measurement depends on the Group's business model for managing the asset and cash flow characteristic of the asset. For financial assets at amortized cost, interest income, if any, from these financial assets is included within other income in the consolidated statements of income using the effective interest rate method. Impairment losses are presented as separate line item in profit or loss when material.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains or losses on investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss when the Group's right to receive payments is established.

(iii) Impairment

The Group assesses on a forward-looking basis the ECL associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The general approach is applied. Under this approach, credit loss allowance is based on 12-month expected credit loss if there is no significant increase in credit risk since initial recognition of the assets. If there is a significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognized.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held).

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the counterparty;
- a breach of contract such as a default; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized as a separate line item, when material, in the consolidated statements of income. When an asset remains uncollectible after the Group has exerted all legal remedies, it is written-off against the allowance account. Subsequent recoveries of amounts previously written-off are credited against impairment losses in the consolidated statements of income.

(b) Financial liabilities

(i) Classification

The Group classifies its financial liabilities at initial recognition in the following categories: at fair value through profit or loss (including financial liabilities held for trading and those designated at fair value) and financial liabilities at amortized cost. The Group only has financial liabilities at amortized cost which accrued expenses and other current liabilities (excluding payables to government agencies, advance rentals and deposits) as at December 31, 2024 and 2023.

Issued financial instruments or their components, which are not designated at fair value through profit or loss, are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder. Other financial liabilities include accrued expenses. These are included in current liabilities except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

(ii) Measurement

Financial liabilities are initially recognized at fair value of the consideration received plus directly attributable transaction costs.

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

22.5 Prepayments and other assets

Prepayments are expenses paid in cash and recorded as assets before they are used or consumed, as the service or benefit will be received in the future. Prepayments expire and are recognized as expense either with the passage of time or through use or consumption.

Input VAT is carried at face amount or at nominal amount less allowance for impairment loss. The net amount of VAT recoverable from, or payable to, the tax authority is included as part of other current assets or liabilities in the consolidated statement of financial position.

CWT is recognized as asset in the period such excess income tax payments become available as tax credits to the Group and carried over to the extent that it is probable that the benefit will flow to the Group.

Input VAT and CWT are derecognized when there is a legally enforceable right, as prescribed by the applicable laws, to apply the recognized amounts against the related income tax due.

These are classified as current when it is expected to be realized within 12 months after reporting date.

22.6 Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is accounted for using the equity method in the consolidated financial statements from the date on which it becomes an associate. Cumulative adjustments for periods prior to this event are not recognized.

Under the equity method, the investments in associates are carried in the consolidated statements of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associates, less any dividends declared and impairment in value. If an investor's share in net losses of an associate equals or exceeds its interest in the associate, the investor discontinues recognizing its share of further losses. The interest in an associate is the carrying amount of the investment in the associate under the equity method together with any long-term interests that, in substance, form part of the investor's net investment in the associate.

After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investment in the associate. The consolidated statements of income reflects the Group's share in the results of operations of the associate under the equity in net earnings of associate account. After the Group's interest is reduced to zero, additional losses are provided to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any change and discloses this, when applicable, in the consolidated statements of changes in equity.

When an associate makes dividend distributions to the Group in excess of the carrying amount, a liability should only be recognized if the Group is obliged to refund the dividend, has incurred a legal or constructive obligation or made payments on behalf of the associate. In the absence of such obligations, the Group recognizes the excess in net profit for the period. When the associate subsequently makes profits, the Group will start recognizing profits when they exceed the excess cash distributions recognized in net profit plus any previously unrecognized losses.

The reporting dates of the associates and the Group are identical and the associates' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Unrealized gains arising from intercompany transactions with its associates are eliminated to the extent of the Group's interest in the associate, against the investment in the associate. Unrealized losses are eliminated similarly but only to the extent that there is no evidence of impairment of the asset transferred.
Investment in associate is derecognized upon disposal or loss of significant influence over an associate. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

The Group determines at each reporting date whether there is any objective evidence that investment in an associate is impaired in accordance with the provisions of PAS 36 Impairment of Assets.

22.7 Investment properties

Investment property is defined as property held by the owner or by the lessee under a finance lease to earn rentals or for capital appreciation or both, rather than for: (a) use in the production of supply of goods or services or for administrative purposes; or (b) sale in the common course of business. The Group has adopted the cost model for its investment properties.

Land is not depreciated. Depreciation is computed using the straight-line method over the useful life of 15-25 years for condominium units.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale.

For a transfer from investment property to owner-occupied property or inventories, the deemed cost of the property for subsequent accounting is its fair value at the date of change in use. If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use. Investment properties are derecognized when either these have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from their disposal.

Any gains or losses on the retirement or disposal of investment properties are recognized in profit or loss in the year of retirement or disposal.

Fully depreciated investment properties are still carried in the books until these are no longer in use or are retired.

The Group determines at each reporting date whether there is any objective evidence that investment properties are impaired (Note 22.10).

22.8 Property and equipment

Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and any accumulated impairment in value. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met. Depreciation is calculated on a straight-line basis over the useful lives of the assets.

When a major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied.

Depreciation of property and equipment is computed using the straight-line method over the following estimated useful lives in years:

Asset class	Useful life
Condominium units	15 to 25
Office machine, furniture and fixtures	1 to 7
Transportation equipment	5

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated property and equipment are still carried in the books until they are no longer in use or are retired.

The Group determines at each reporting date whether there is any objective evidence that property and equipment are impaired (Note 22.10).

22.9 Intangible assets

Costs associated with maintaining computer software programs are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

Amortization of computer software is calculated using the straight-line method over their estimated useful lives of seven (7) years.

Intangible assets are derecognized when sold, disposed or when contractual agreements expire and are no longer renewed.

The Group determines at each reporting date whether there is any objective evidence that intangible are impaired (Note 22.10).

22.10 Impairment of non-financial assets

The Group assesses at the reporting date whether there is an indication that its non-financial assets comprise of CWT, input VAT, investment in an associate, investment properties, property and equipment, and intangible assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount in accordance with the provisions of PAS 36 Impairment of Assets. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses, if any, are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at the reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining estimated useful life.

22.11 Fair value measurement

The fair value of a non-financial asset is measured based on its highest and best use. The asset's current use is presumed to be its highest and best use.

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in Level 1.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3.

The fair value of financial assets at FVOCI are measured under Level 2 fair value category (Note 5). The fair value of investment properties are disclosed under Level 3 fair value category (Note 7). The Group has no other assets and liabilities that are measured or disclosed at fair value.

22.12 Equity

Treasury shares

Treasury shares are recorded at cost and presented as a deduction from equity. When the shares are retired, the share capital account is reduced by the par value and the excess of cost over par value upon retirement is debited to share premium to the extent of the specific or average share premium when the shares were issued and to retained earnings for the remaining balance.

Dividend distribution

Cash dividend distribution to the Group's shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Group's BOD.

22.13 Earnings per share

Basic

Basic earnings per share is calculated by dividing net income attributable to equity holders of the Parent Company by the weighted average number of shares outstanding during the year, excluding common shares purchased by and held as treasury shares.

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential common shares. As at report date, the Parent Company has no dilutive potential common shares.

22.14 Revenues and income

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of revenue can be reliably measured. Revenue is measured at the fair value of consideration received or receivable, excluding discounts.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude and is also exposed to credit risks.

The following specific criteria must be met before recognition:

(a) Rental income

Rental income from investment properties is accounted for on a straight-line basis of the lease term over time.

Advance rentals are received at the start of the lease term and recognized as liabilities until earned or applied at the end of lease term. Unearned rental income are received in advance within the lease term and recognized as liabilities until earned or applied at the related lease term period.

(b) Management fees, payroll fees and commission income

These are recognized over time as the services are rendered based on the fixed terms and fixed price of the contracts.

(c) Interest income

Interest income is recognized on a time-proportion basis using the effective interest method. (Note 22.5).

(d) Gain on sale; Other income

Other income is recognized when there is an incidental economic benefit that has been earned, other than the usual business operation, that will flow to the Group through an increase in asset or reduction in liability and that can be measured reliably.

22.15 Employee benefits

Short-term employee benefits

Short-term employee benefits include items such as salaries and wages, social security contributions and non-monetary benefits, if expected to be settled wholly within 12 months after the end of the reporting period in which the employees rendered the related services. Short-term employee benefits are recognized as expense as incurred. When an employee has rendered service to the Group during the reporting period, the Group recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value, if material.

The related liability on employee benefits is derecognized when the obligation is discharged or cancelled.

Retirement benefit obligation

The Group maintains a non-contributory defined benefit retirement plan which is a retirement plan that defines an amount of pension benefit that an employee will receive upon retirement, dependent on certain factors such as age, years of credited service, and compensation.

The liability recognized in the consolidated statement of financial position in respect of defined benefit retirement plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. In cases when the fair value of plan assets exceeds the present value of the defined benefit obligation at the end of the reporting period, the asset recognized is adjusted to the effect of asset ceiling which is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The defined benefit obligation is calculated annually by an independent actuary using the PUC method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity which approximate the terms of the related retirement liability.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income during the period in which they arise.

Past-service costs are recognized immediately in profit or loss.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of PAS 37, Provisions, Contingent Liabilities and Contingent Assets, and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the reporting date are discounted to their present value.

Liabilities for employee benefits are derecognized when the obligation is settled or cancelled or has expired.

22.16 Leases - Group as lessor

The determination of whether an arrangement is, or contains a lease, is based on the substance of the arrangement at inception date, whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. A reassessment is made after the inception of the lease only if one of the following applies:

a. there is a change in the contractual terms, other than a renewal or extension of the arrangement;
b. a renewal option is exercised or extension granted, unless the term of the renewal and extension was initially included in the lease term;
c. there is a change in the determination of whether the fulfillment is dependent on a specified asset; or
d. there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date of the change in circumstances that gave rise to the reassessment for scenarios (a), (c), and (d) above and at the date of renewal or extension period for scenario (b).

<u>Operating leases</u>

Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income.

The Group has no lease transactions as a lessee.

22.17 Income taxes

Current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (excess MCIT) to the extent that it is probable that future taxable profit will be available against which the temporary differences, unused tax losses and unused tax credits can be utilized.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized. The Group reassesses at each reporting date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred income tax liability arises from the initial recognition of goodwill. Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are derecognized when related bases are realized/settled or when it is no longer realizable/due.

22.18 Operating segments

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

22.19 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprise and its key management personnel, directors, or its shareholder. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

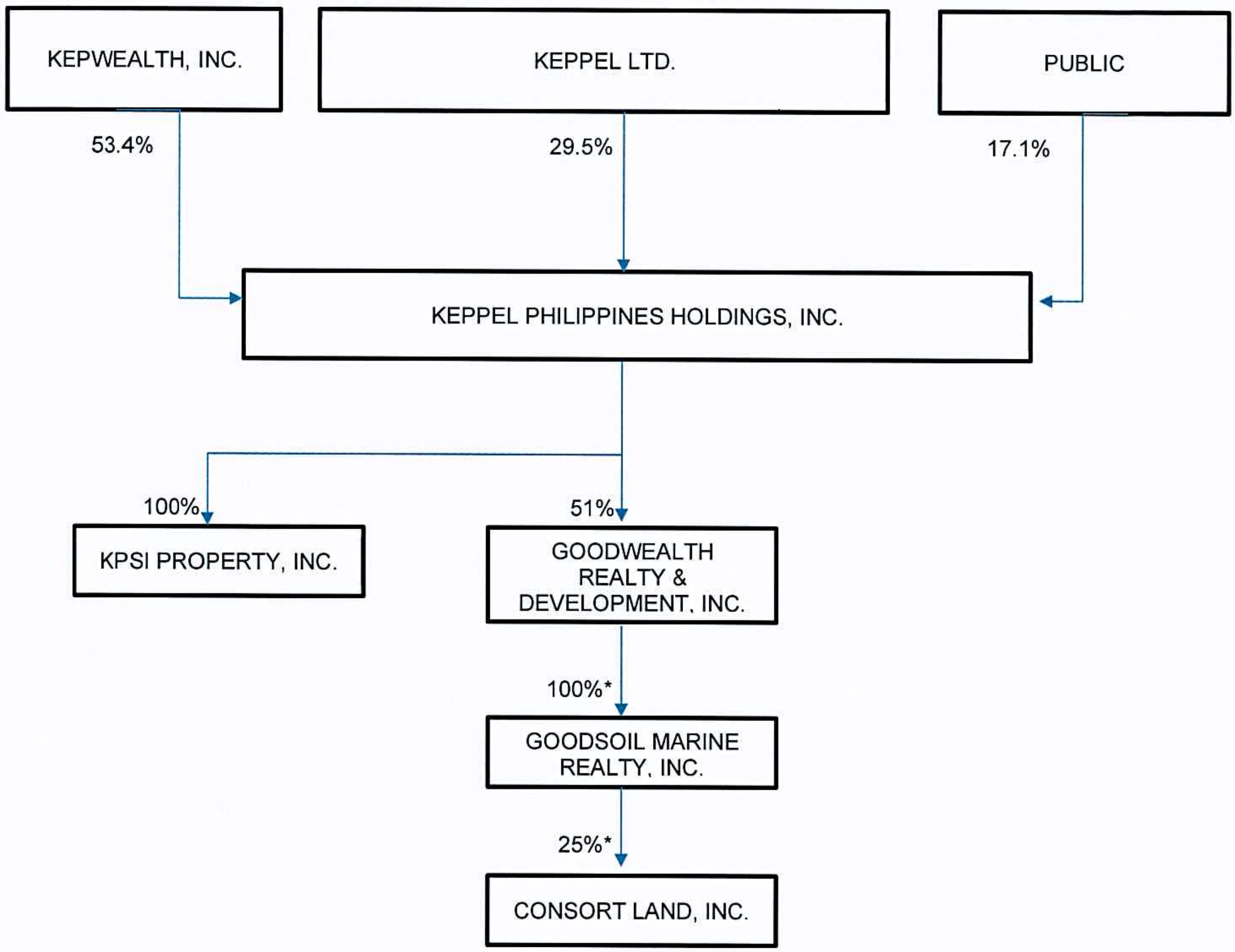
Related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party regardless of whether a price is charged.

21.20 Events after the reporting period

Post year-end events that provide additional information about the Group's position at reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the financial statements.

Keppel Philippines Holdings, Inc. and Subsidiaries

Map of Relationships of the Companies within the Group
As at December 31, 2024



Including voting rights

Keppel Philippines Holdings, Inc. and Subsidiaries

Financial Soundness Indicators
As at December 31, 2024 and 2023
(With comparative figures as at December 31, 2022)

Ratio	Formula		2024	2023	2022
A. Current and liquidity ratios					
Current ratio	Total current assets	1,274,192,529	372.74	163.48	188.02
	Divided by: Total current liabilities	3,418,480			
	Current ratio	372.74			
Acid test ratio	Total current assets	1,274,192,529	372.28	163.27	187.75
	Less: Other current assets	1,552,807			
	Quick assets	1,272,639,722			
	Divided by: Total current liabilities	3,418,480			
	Acid test ratio	372.28			
B. Solvency ratio	Net income after tax	1,118,339,875	63.45	3.62	2.68
	Add: Depreciation and amortization	776,317			
		1,119,116,192			
	Divided by: Total liabilities	17,638,483			
	Solvency ratio	63.45			
C. Debt-to-equity ratio	Total liabilities	17,638,483	0.01	0.005	0.004
	Divided by: Total equity	1,776,708,413			
	Debt-to-equity ratio	0.01			
D. Asset-to-equity ratio	Total assets	1,794,346,896	1.01	1.01	1.00
	Divided by: Total equity	1,776,708,413			
	Asset-to-equity ratio	1.01			
E. Debt ratio	Total liabilities	17,638,483	0.01	0.005	0.004
	Divided by: Total assets	1,794,346,896			
	Debt ratio	0.01			
F. Profitability ratios					
Return on assets (%)	Net income	1,118,339,875	62.33%	1.71%	0.94
	Divided by: Total assets	1,794,346,896			
	Return on assets (%)	62.33%			
Return on equity (%)	Net income	1,118,339,875	62.94%	1.72%	0.94
	Divided by: Total equity	1,776,708,413			
	Return on equity (%)	62.94%			
Net profit margin (%)	Net income	1,118,339,875	81.35%	45.92%	28.20
	Divided by: Total revenues	1,374,652,465			
	Net profit margin (%)	81.35%			
G. Earnings per share (EPS) attributable to equity holders of Parent	Net income after minority interest	589,549,646	10.30	0.31	0.08
	Divided by: Total shares outstanding	57,233,019			
	EPS attributable to equity holders of Parent	10.30			
H. Book value per share (BPS) attributable to equity holders of Parent	Total equity after minority interest	1,544,489,277			
	Divided by: Total shares outstanding	57,233,019	26.99	16.85	16.46
	BPS attributable to equity holders of Parent	26.99			

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule A - Financial Assets
As at December 31, 2024
(All amounts in Philippine Peso)

Name of issuing entity and description of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the Consolidated Statement of Financial Position****	Value based on market quotations at statement date****	Income received and accrued
Financial assets at amortized cost				
Cash and cash equivalents*		1,267,990,092	1,267,990,092	81,444,123
Receivables, net**		4,649,630	4,649,630	-
		1,272,639,722	1,272,639,722	81,444,123
Financial asset at fair value through other comprehensive income***				
Wack-Wack Golf and Country Club, Inc.	1	85,000,000	85,000,000	-
		1,357,639,722	1,357,639,722	81,444,123

* See Note 2 to the Consolidated Financial Statements.
** See Note 3 to the Consolidated Financial Statements.
*** See Note 5 to the Consolidated Financial Statements.
****See Notes 20.1(a) and 20.3 to the Consolidated Financial Statements.

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
As at December 31, 2024
(All amounts in Philippine Peso)

			Deductions				
Name and designation of debtor	Beginning balance	Additions	Amount collected	Amount written-off	Current	Non-current	Ending balance
Accounts receivable							
Bay Philippines Holdings, Inc.	-	605,000	(605,000)	-	-	-	-
Keppel IVI Investments, Inc.	-	480,000	(480,000)	-	-	-	-
Keppel Energy Consultancy, Inc.	-	360,000	(360,000)	-	-	-	-
Kepwealth, Inc.	-	276,000	(276,000)	-	-	-	-
Kepventure, Inc.	-	60,000	(60,000)	-	-	-	-
	-	1,781,000	(1,781,000)	-	-	-	-

(See Note 3 to the Consolidated Financial Statements)

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule C - Amounts Receivable from Related Parties
which are eliminated during the Consolidation of Financial Statements
As at December 31, 2024
(All amounts in Philippine Peso)

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not Current	Balance at end of period
GMRI	-	7,500,000	(7,500,000)	-	-	-	-
Total	-	7,500,000	(7,500,000)	-	-	-	-

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule D - Long-Term Debt
As at December 31, 2024
(All amounts in Philippine Peso)

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet"
	Not applicable		

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule E - Indebtedness to Related Parties
As at December 31, 2024
(All amounts in Philippine Peso)

Name of affiliate	Beginning balance	Ending balance
Keppel IVI Investment, Inc. (KIVI)	25,000	25,000
Keppel Energy and Consultancy, Inc. (KECI)	10,000	10,000
Total	35,000	35,000

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule F - Guarantees of Securities of Other Issuers
As at December 31, 2024
(All amounts in Philippine Peso)

Name of issuing entity of securities guaranteed by the company for which statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by the company for which statement is filed	Nature of guarantee
Not applicable				

Keppel Philippines Holdings, Inc. and Subsidiaries

Schedule G - Share Capital
As at December 31, 2024
(All amounts in Philippine Peso)

Title of issue	Number of shares authorized	Number of shares issued and outstanding	Number of shares reserved for options, warrants, conversions, and other rights	Number of shares held by Affiliates	Directors, officers, and employees	Others
Issued shares:						
Common class "A"	90,000,000	39,840,970	-	-	-	-
Common class "B"	200,000,000	33,332,530	-	-	-	-
Total	290,000,000	73,173,500	-	-	-	-
Less treasury shares:						
Common class "A"	-	4,084,900	-	-	-	-
Common class "B"	-	11,855,581	-	-	-	-
Total	-	15,940,481	-	-	-	-
Outstanding shares:						
Common class "A"	-	35,756,070	-	28,817,182	41	6,938,847
Common class "B"	-	21,476,949	-	18,609,835	3	2,867,111
Total	-	57,233,019	-	47,427,017	44	9,805,958

(See Notes 13 and 14 to the Consolidated Financial Statements)

Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2024
(All amounts in Philippine Peso)

Unappropriated Retained Earnings, based on audited separate financial statements, beginning of the year		**506,578,920**
Add: Category A: Items that are directly credited to Unappropriated retained earnings		
Reversal of Retained earnings appropriation/s	-	
Effect of restatements or prior-period adjustments	-	
Others (describe nature)	-	-
Less: Category B: Items that are directly debited to Unappropriated retained earnings		
Dividend declaration during the reporting period	11,446,604	
Retained earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others (describe nature)	-	(11,446,604)
Unappropriated Retained Earnings, as adjusted		**495,132,316**
Add/Less: Net Income (loss) for the current year/period		692,099,420
Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	-	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of investment property	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-	-

(continued)

Keppel Philippines Holdings, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration
For the year ended December 31, 2024
(All amounts in Philippine Peso)

Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	-	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Realized fair value gain of Investment property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-	-
Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	-	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to- market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of previously recorded fair value gain of investment property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)	-	-
Adjusted net income/loss		**692,099,420**
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)		-
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others (describe nature)	-	-

(continued)

Keppel Philippines Holdings, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration
For the year ended December 31, 2024
(All amounts in Philippine Peso)

Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	-	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	-	
Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
Others (describe nature)	-	-
Total Retained Earnings, end of the year available for dividend declaration		**1,187,231,736**

Keppel Philippines Holdings, Inc.

Supplementary Schedule of External Auditor Fee-Related Information
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

Audit and non-audit fees of Keppel Philippines Holdings, Inc. and Subsidiaries

	2024	2023
Audit services:		
Keppel Philippines Holdings, Inc.	354,425	354,425
KPSI Property, Inc.	93,575	93,575
Goodsoil Marine Realty, Inc.	93,575	93,575
Goodwealth Realty Development Corporation	51,026	51,026
Total audit fees	592,601	592,601
Total non-audit fees	-	-
Total audit and non-audit fees	592,601	592,601

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

6	2	5	9	6						

COMPANY NAME

KEPPEL PHILIPPINES HOLDINGS INC.

PRINCIPAL OFFICE (No./Street/Barangay/City/Town/Province)

UNIT 3-B COUNTRY SPACE 1 BUILDING, 133 SEN. GIL PUYAT AVENUE, SALCEDO VILLAGE, BARANGAY BEL-AIR, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, if Applicable
AAFS		

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@keppelph.com	02-88921820	

No. of Stockholders	Annual Meeting (Month/Day)	Fiscal Year (Month/Day)
408 as of 31 December 2024	Any Day in June	December 31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Felicidad V. Razon	info@keppelph.com	02-88921820	

CONTACT PERSON's ADDRESS

Unit 3-B Country Space 1 Building, 133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

Note 2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

Keppel Philippines

Keppel Philippines Holdings, Inc
Unit 3-B Country Space 1 Building
133 Senator Gil Puyat Avenue
Salcedo Village, Brgy. Bel-Air
1200 Makati City, Philippines

Tel : (632) 8892 1816
(632)88921820to24
Fax : (632) 8815 2581
E-mail: info@keppelph.com
Web :www.keppelph.com

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **KEPPEL PHILIPPINES HOLDINGS, INC.** (the "Company") is responsible for the preparation and fair presentation of the financial statements including the schedules therein, for the years ended **December 31, 2024 and 2023**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders or members.

Isla Lipana & Co., the Philippine member firm of PwC, the independent auditor appointed by the shareholders, has audited the financial statements of the Company in accordance with Philippines Standards on Auditing, and in its report to the shareholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

TAN KUANG LIANG
Chairman of the Board

ALAN I. CLAVERIA
President

FELICIDAD V. RAZON
Vice President/Treasurer

Signed this 26th day of February 2025

Independent Auditor's Report

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space I Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

Report on the Audits of the Separate Financial Statements

Our Opinion

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of Keppel Philippines Holdings, Inc. (the "Company") as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

What we have audited

The separate financial statements of the Company comprise:

- the statements of financial position as at December 31, 2024 and 2023;
- the statements of total comprehensive income for the years ended December 31, 2024 and 2023;
- the statements of changes in equity for the years ended December 31, 2024 and 2023;
- the statements of cash flows for the years ended December 31, 2024 and 2023; and
- the notes to the separate financial statements, comprising material accounting policy information.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), together with the ethical requirements that are relevant to our audit of the separate financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics.

Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Report on the Bureau of Internal Revenue Requirement

Our audits were conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information in Note 20 to the separate financial statements are presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in our audits of the separate financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the separate financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Imelda Dela Vega-Mangundaya.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Statement Required by Section 8-A, Revenue Regulation No. V-1

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space I Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

None of the partners of the firm have any financial interest in Keppel Philippines Holdings, Inc. or any family relationships with its president, manager or principal shareholders.

The supplementary information on taxes and licenses is presented in Note 20 to the separate financial statements.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Statement Required by Rule 68
Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space I Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

We have audited the separate financial statements of Keppel Philippines Holdings, Inc. as at and for the year ended December 31, 2024, on which we have rendered the attached report dated February 26, 2025. The Reconciliation of Retained Earnings Available for Dividend Declaration as at December 31, 2024, as an additional component required by Revised SRC Rule 68, is presented for purposes of filing with the Securities and Exchange Commission and is not a required part of the basic financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in the audit of the basic financial statements. In our opinion, the supplementary information has been prepared in accordance with Revised SRC Rule 68.

Isla Lipana & Co.

Imelda Dela Vega-Mangundaya
Partner
CPA Cert. No. 0090670
PTR No. 0024586, issued on January 3, 2025, Makati City
TIN 152-015-124
BIR A.N. 08-000745-047-2024, issued on October 30, 2024; effective until October 29, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
February 26, 2025

Keppel Philippines Holdings, Inc.

Statements of Financial Position
As at December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Assets			
Current assets			
Cash and cash equivalents	2	1,213,609,836	536,150,655
Receivables	3	4,499,580	2,545,392
Other current assets		1,445,683	285,835
Total current assets		1,219,555,099	538,981,882
Non-current assets			
Financial asset at fair value through other comprehensive income (FVOCI)	4	85,000,000	70,000,000
Investments in subsidiaries	5	110,165,069	110,165,069
Property and equipment, net	6	238,564	179,442
Intangible assets, net	7	648,347	1,001,991
Total non-current assets		196,051,980	181,346,502
Total assets		1,415,607,079	720,328,384
Liabilities and Equity			
Current liabilities			
Accrued expenses and other current liabilities	8	3,242,698	3,124,419
Non-current liabilities			
Retirement benefit obligation	10	803,474	837,483
Deferred income tax liabilities	14	12,756,293	-
		13,559,767	837,483
Total liabilities		16,802,465	3,961,902
Equity			
Share capital	11	73,173,500	73,173,500
Share premium	11	65,581,036	65,581,036
Treasury shares	11	(26,004,530)	(26,004,530)
Revaluation reserve on financial asset at FVOCI	4	71,981,397	69,683,996
Remeasurement on retirement benefit obligation	10	836,945	1,349,030
Retained earnings	11	1,213,236,266	532,583,450
Total equity		1,398,804,614	716,366,482
Total liabilities and equity		1,415,607,079	720,328,384

(The notes on pages 1 to 31 are integral part of these separate financial statements)

Keppel Philippines Holdings, Inc.

Statements of Total Comprehensive Income
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Revenues and income			
Dividend income	5,9	654,562,468	31,003,600
Interest income	2	52,580,014	29,043,968
Commission income	9	9,558,000	-
Management fees	9	2,141,000	2,196,000
Other income		236,316	154,774
		719,077,798	62,398,342
Operating expenses	13	16,177,873	13,778,228
Income before income tax		702,899,925	48,620,114
Income tax expense	14	10,800,505	5,844,056
Net income for the year		692,099,420	42,776,058
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss:			
Unrealized net fair value gain on financial asset at fair value through other comprehensive income	4	2,297,401	12,000,000
Remeasurement loss on retirement benefit obligation	10	(512,085)	(1,460,335)
		1,785,316	10,539,665
Total comprehensive income for the year		693,884,736	53,315,723
Basic and diluted earnings per share	12	12.09	0.75

(The notes on pages 1 to 31 are integral part of these separate financial statements)

Keppel Philippines Holdings, Inc.

Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Share capital (Note 11)	Share premium (Note 11)	Treasury shares (Note 11)	Revaluation reserve on financial asset (Note 4)	Remeasurement on retirement benefit obligation (Note 10)	Retained earnings (Note 11)	Total
Balances at January 1, 2023	73,173,500	65,581,036	(26,004,530)	57,683,996	2,809,365	495,530,694	668,774,061
Comprehensive income (loss)							
Net income for the year	-	-	-	-	-	42,776,058	42,776,058
Other comprehensive income (loss)	-	-	-	12,000,000	(1,460,335)	-	10,539,665
Total comprehensive income (loss) for the year	-	-	-	12,000,000	(1,460,335)	42,776,058	53,315,723
Transactions with owners							
Cash dividends declared (Note 11)	-	-	-	-	-	(5,723,302)	(5,723,302)
Balances at December 31, 2023	73,173,500	65,581,036	(26,004,530)	69,683,996	1,349,030	532,583,450	716,366,482
Comprehensive income (loss)							
Net income for the year	-	-	-	-	-	692,099,420	692,099,420
Other comprehensive income (loss)	-	-	-	2,297,401	(512,085)	-	1,785,316
Total comprehensive income (loss) for the year	-	-	-	2,297,401	(512,085)	692,099,420	693,884,736
Transactions with owners							
Cash dividends declared (Note 11)	-	-	-	-	-	(11,446,604)	(11,446,604)
Balances at December 31, 2024	73,173,500	65,581,036	(26,004,530)	71,981,397	836,945	1,213,236,266	1,398,804,614

(The notes on pages 1 to 31 are integral part of these separate financial statements)

Keppel Philippines Holdings, Inc.

Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Cash flows from operating activities			
Income before income tax		702,899,925	48,620,114
Adjustments for:			
Depreciation and amortization	13	423,514	429,142
Retirement benefit expense	10	291,389	426,588
Provision for impairment losses	13	1,393,723	173,138
Interest income	2	(52,580,014)	(29,043,968)
Dividend income	9	(654,562,468)	(31,003,600)
Unrealize foreign exchange gain		(214,776)	-
Operating loss before changes in assets and liabilities		(2,348,707)	(10,398,586)
Other current assets		(2,553,571)	(91,443)
Accrued expenses and other current liabilities		118,279	(152,900)
Net cash absorbed by operations		(4,783,999)	(10,642,929)
Interest received from cash and cash equivalents		50,625,826	27,894,963
Contributions to the retirement fund	10	(837,483)	-
Income taxes paid		(10,746,811)	(5,844,056)
Net cash from operating activities		34,257,533	11,407,978
Cash flows from investing activities			
Cash dividends received	5,9	654,562,468	31,003,600
Purchase of property and equipment	6	(128,992)	-
Net cash from investing activities		654,433,476	31,003,600
Cash flows from financing activities			
Cash dividends paid	11	(11,446,604)	(5,723,302)
Net increase in cash and cash equivalents		677,244,405	36,688,276
Cash and cash equivalents			
At January 1		536,150,655	499,462,379
Effect of exchange rate changes on cash and cash equivalents		214,776	-
At December 31	2	1,213,609,836	536,150,655

(The notes on pages 1 to 31 are integral part of these separate financial statements)

(All amounts are shown in Philippine Peso unless otherwise stated)

1 General information

Keppel Philippines Holdings, Inc. (the "Company") was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on July 24, 1975 to engage primarily in investment holding.

In 1987, the Company became a publicly-listed entity through initial public offering (IPO) of its shares. There were no subsequent offerings after the IPO. The Company's shares are publicly traded in the Philippine Stock Exchange (PSE).

The Company's registered office address is Unit 3-B, Country Space I Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City. The Company has five (5) regular employees as at December 31, 2024 (2023 - 4).

The Company is 53.4%-owned by Kepwealth, Inc., 29.5%-owned by Keppel Corporation Limited (KCL), and 17.1%-owned by the public. Kepwealth, Inc. is incorporated in the Philippines. The ultimate parent company of the Company is KCL, a company incorporated and domiciled in Singapore and listed in the Singapore Exchange. KCL changed its company name to Keppel Ltd. (KL) effective January 1, 2024.

At December 31, 2024 and 2023, the Company's percentage of ownership in its subsidiaries, which all belong to the real estate industry:

	Percentage of ownership
KPSI Property, Inc. (KPSI)	100.0%
Goodwealth Realty Development Corp. (GRDC)	51.0%
Goodsoil Marine Realty, Inc. (GMRI)	51.0%

GRDC is 44%-owned by Keppel Philippines Marine, Inc. Retirement Plan (KPMI Retirement Plan) and 5%-owned by Seatrium Philippines Marine, Inc. (SPMI), formerly known as Keppel Philippines Marine, Inc. (KPMI) in 2024 and 2023. GRDC owns 93.8% of GMRI, thus, including the Company's 3.2% separate interest in GMRI, the Company has 51% effective ownership on GMRI.

All of the Company's subsidiaries were incorporated and domiciled in the Philippines and with principal place of business at Unit 3-B, Country Space 1 Building, 133 Sen. Gil J. Puyat Avenue, Salcedo Village, Barangay Bel-Air, Makati City.

As at December 31, 2024, the Company has 233 (2023 - 237) shareholders, owning at least 100 or more shares each.

At a special meeting held by the Board of Directors (BOD) of the Company on February 20, 2025, the Board of Directors approved the filing of an application by the Company for its Voluntary Delisting from the PSE in accordance with the Amended Voluntary Delisting Rules of the PSE, the Securities Regulation Code and its Implementing Rules and Regulations (as amended), and any or all applicable rules related thereto, subject to (1) the approval of the stockholders of the Company of the Voluntary Delisting, (2) the completion of the Tender Offer by Kepwealth, Inc. (Kepwealth), the Company's majority shareholders; and (3) Kepwealth owning, upon completion of the Tender Offer, and together with its then existing shareholdings, a total of at least 95% of the issued and outstanding common shares of the Company or such percentage as the PSE may allow to affect the Voluntary Delisting of the Company.

As stated in the Letter of Intent (Letter) dated February 20, 2025, which the Company received from Kepwealth of even date, the latter intends to do a Tender Offer at a price of P27.40 per share which is higher than: (i) the highest valuation of the Company's shares based on the fairness opinion and valuation report (Report), dated February 13, 2025, prepared by an independent valuation provider in accordance with applicable Philippine regulations and (ii) the Volume Weighted Average Price (VWAP) of the Company's shares for one year immediately preceding and including the date of the board meeting (which is also the trading day immediately prior to the expected date of posting of the disclosure of the approval by the Company's BOD of the Voluntary Delisting on PSE EDGE. The Letter also states that in the event that the tendered shares are not sufficient to reach the Voluntary Delisting Threshold, the Tender Offer shall nevertheless be completed with the acquisition by Kepwealth from the public of the Company's shares not exceeding approximately 7.13% or such percentage as will ensure that the Company remains compliant with the minimum public ownership requirement of 10%. Kepwealth will launch the Tender Offer as soon as the relevant corporate approvals on the Voluntary Delisting are obtained by the Company.

The accompanying separate financial statements of the Company have been approved and authorized for issuance by the BOD on February 26, 2025.

2 Cash and cash equivalents

The account as at December 31 consists of:

	2024	2023
Cash in banks	4,780,595	2,527,408
Cash equivalents	1,208,829,241	533,623,247
	1,213,609,836	536,150,655

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are short-term investments, which are placed in financial institutions for varying periods with maturities of up to three (3) months, and earned interest at annual rates that ranged from 5.75% to 6.125% in 2024 (2023 - 4.375% to 6.0%).

Interest income earned amounted to P52,580,014 in 2024 (2023 - P29,043,968). Interest receivable amounted to P4,499,580 as at December 31, 2024 (2023 - P2,545,392) (Note 3).

Unrealized foreign exchange gain amounted to P214,776 in 2024 (2023 - nil) presented as part of "Other income" in the statement of total comprehensive income.

3 Receivables

The account as at December 31, 2024 pertains to interest receivable amounting to P4,499,580 (2023 - P2,545,392) (Note 2).

Based on the results of management assessment, the Company believes no loss allowance is required as at December 31, 2024 and 2023.

4 Financial asset at fair value through other comprehensive income (FVOCI)

This account pertains to proprietary golf club share that provides the Company with opportunities for long-term return of capital gains. This share does not have fixed maturity or coupon rate and the movement is based on quoted market prices or executable dealer quotes for identical or similar instruments in inactive markets. There were no dividends earned in 2024 and 2023.

Details of and movements in the account as at and for the years ended December 31 are as follows:

	2024	2023
Original cost	316,004	316,004
Cumulative unrealized fair value gain		
At January 1	69,683,996	57,683,996
Unrealized fair value gain	15,000,000	12,000,000
At December 31	84,683,996	69,683,996
	85,000,000	70,000,000

Movement in revaluation reserve for the years ended December 31 are as follows:

	2024	2023
At January 1	69,683,996	57,683,996
Unrealized fair value gain, net of tax	2,297,401	12,000,000
At December 31	71,981,397	69,683,996

5 Investments in subsidiaries

The account as at December 31, 2024 and 2023 consists of:

	Cost
GMRI	93,257,000
KPSI	16,000,000
GRDC	908,069
	110,165,069

(a) KPSI

The Company has 100% ownership interest in KPSI. KPSI is primarily engaged in the real estate business, particularly in the lease of its investment properties to entities under common control and third parties.

(b) GRDC

The Company has 51% ownership in GRDC. GRDC is engaged primarily in the real estate business, particularly in the lease of its investment properties to entities under common control. There is no difference on the voting rights of non-controlling interests in GRDC as compared to majority shareholders.

(c) GMRI

Including its separate interest of 3.2% in GMRI, the Company has 51% effective indirect ownership in GMRI. GMRI is a subsidiary of GRDC (Note 1). GMRI is primarily engaged in the real estate business particularly in the lease of its properties to entities under common control. There is no difference on the voting rights of non-controlling interests in GMRI as compared to majority shareholders.

No financial guarantee contracts exist between the Company and its subsidiaries as at December 31, 2024 and 2023. There are no significant restrictions on the Company and its subsidiaries' ability to use assets or settle liabilities within the Company.

Total dividends earned and received from subsidiaries for the years ended December 31 follow:

	2024	2023
GMRI	643,127,468	30,146,600
GRDC	9,435,000	357,000
KPSI	2,000,000	500,000
	654,562,468	31,003,600

Summarized audited financial information of the subsidiaries as at and for the years ended December 31 are as follows:

	KPSI	GRDC	GMRI
2024			
Current assets	17,374,096	2,147,091	35,116,242
Non-current assets	321,718	3,237,716	338,084,976
Current liabilities	438,653	126,922	506,550
Non-current liabilities	660,237	-	-
Net assets	16,596,924	5,257,885	372,694,668
Revenues and income	3,155,073	19,790,506	1,294,078,542
Income before income tax	1,965,946	19,634,304	1,261,143,366
Net income and total comprehensive income	1,639,191	19,500,684	1,065,770,033
2023			
Current assets	17,612,783	1,137,832	22,396,926
Non-current assets	403,916	3,242,043	566,648,891
Current liabilities	430,168	122,674	767,638
Non-current liabilities	628,797	-	1,353,544
Net assets	16,957,734	4,257,201	586,924,635
Revenues and income	2,985,856	1,201,423	18,195,341
Income before income tax	1,625,053	1,056,397	13,619,489
Net income and total comprehensive income	1,318,071	1,022,633	12,669,658

As at December 31, 2024 and 2023, management assessed that there is no indicator that the investments in subsidiaries are impaired.

6 Property and equipment, net

Details of and movements in the account as at and for the years ended December 31 are as follows:

	Note	Condominium units	Office machine, furniture and fixtures	Transportation equipment	Total
2024					
Cost					
January 1		867,309	621,329	715,025	2,203,663
Acquisition		-	128,992	-	128,992
December 31		867,309	750,321	715,025	2,332,655
Accumulated depreciation					
January 1		867,309	441,887	715,025	2,024,221
Depreciation	13	-	69,870	-	69,870
December 31		867,309	511,757	715,025	2,094,091
Net book values		-	238,564	-	238,564
2023					
Cost					
January 1		867,309	624,489	715,025	2,206,823
Disposal		-	(3,160)	-	(3,160)
December 31		867,309	621,329	715,025	2,203,663
Accumulated depreciation					
January 1		867,309	369,550	715,025	1,951,884
Depreciation		-	75,497	-	75,497
Disposal	13	-	(3,160)	-	(3,160)
December 31		867,309	441,887	715,025	2,024,221
Net book values		-	179,442	-	179,442

Based on the results of management assessment, the Company believes that there was no objective evidence that indicators of impairment exist as at December 31, 2024 and 2023.

7 Intangible assets, net

Details of and movements in the account, which pertain to computer software programs, as at and for the years ended December 31 are as follows:

	Notes	2024	2023
Cost			
January 1 and December 31		2,475,510	2,475,510
Accumulated amortization			
January 1		1,473,519	1,119,874
Amortization expense	13	353,644	353,645
December 31		1,827,163	1,473,519
Net book value at December 31		648,347	1,001,991

Based on the results of management assessment, the Company believes that there was no objective evidence and indicators of impairment exist as at December 31, 2024 and 2023.

8 Accrued expenses and other current liabilities

The account as at December 31 consist of:

	Note	2024	2023
Accrued expenses		2,151,070	2,127,145
Payables to government agencies		239,810	231,560
Unclaimed dividends	9	851,818	765,714
		3,242,698	3,124,419

Accrued expenses pertain to accrual of benefits, sundry creditors, membership dues, professional fees other expenses.

Payable to government agencies include output VAT, withholding taxes and Social Security System (SSS), Home Development Mutual Fund (HDMF) and Philippine Health Insurance Corporation (PHIC) contribution payables.

9 Related party transactions and balances

In the normal course of business, the Company transacts with companies which are considered related parties. The significant related party transactions and balances as at and for the years ended December 31 are as follows:

		2024		2023		
Related party	Notes	Transactions	Outstanding receivable (payable)	Transactions	Outstanding payable	Terms and conditions
Entities under common control						
Reimbursable expenses (a)						
Keppel Enterprise Service Pte. Ltd.		-	-	37,274	-	Outstanding balance is collectible in cash at gross amount on demand, non-interest bearing and unsecured, unguaranteed and unsecured.
		-	-	37,274	-	
Entities under common control						
Management fees (b)			-			
Bay Philippines Holdings, Inc.		605,000	-	660,000	-	
Keppel Energy Consultancy Inc.(KECI)		240,000	-	240,000	-	
KIVI		180,000	-	180,000	-	
Kepventure, Inc.		60,000	-	60,000	-	
		1,085,000	-	1,140,000	-	
Shareholders						
Cash dividends declared and paid						Outstanding balance is payable in cash at gross amount on pay-out date as approved by the Company's BOD, non-interest bearing, unguaranteed and unsecured
Kepwealth, Inc.		6,106,586	-	3,053,293	-	
KL		3,378,818	-	1,689,409	-	
Unclaimed dividends		1,961,200	(851,818)	980,600	(765,714)	
	8	11,446,604	(851,818)	5,723,302	(765,714)	
Shareholders						
Various expenses and charges (c)						
KL		237,978	-	85,276	-	Outstanding balance is collectible in cash at gross amount on demand, non-interest bearing, unguaranteed and unsecured.
Kepwealth, Inc.		168,885	-	9,843	-	
Management fees (b)						
Kepwealth, Inc.		276,000	-	276,000	-	
Subsidiaries						
Management fees (b)						Outstanding balance is payable in cash at gross amount on demand, non-interest bearing, unguaranteed and unsecured.
GMRI		780,000	-	780,000	-	
Reimbursable expenses (a)						
GMRI		85,670	-	44,182	-	
KPSI		9,314	-	5,698	-	
GRDC		1,392	-	459	-	
Subsidiaries						
Dividend income						Outstanding balance is collectible in cash at gross amount on pay-out date as approved by the related party's BOD, non-interest bearing, unguaranteed and unsecured.
GMRI	5	643,127,468	-	30,146,600	-	
GRDC	5	9,435,000	-	357,000	-	
KPSI	5	2,000,000	-	500,000	-	
Commission income - GMRI (d)		7,500,000	-			
		662,062,468	-	31,003,600	-	
Key management personnel						
Salaries and other short-term employee benefits (e)		2,153,000	-	2,142,000	-	Outstanding balance is payable at gross amount every designated period per employee contracts, non-interest bearing and unsecured.

The Company shall, at all times, observe and adhere with the related party transactions policy and all other relevant laws, rules and regulations, as may be applicable, in the review, approval and disclosure of related party transactions. The members of the Audit, Risk and Compliance Committee and management disclose to the BOD all material facts related to the material related party transactions, whether potential or actual conflict of interest, including their direct and indirect interest in any transaction or matter that may affect or is affecting the Company. Materiality threshold is 10% of the Company's total consolidated assets based on the latest audited financial statements. The material related party transactions are approved by two-thirds vote of the BOD with at least majority of the independent directors voting to approve. In the case that the majority of the independent directors' vote is not secured, the material related party transactions may be ratified by the vote of the shareholders representing at least two-thirds of the outstanding share capital of the Company.

(a) Reimbursable expenses

The Company paid for various reimbursable expenses which are utilized in the normal operations of the related parties. These are recharged at cost.

(b) Management fees

Since 2013, the Company had management agreements with related parties with monthly management fees which are subject to change depending upon the extent and volume of services provided by the Company to related parties. The services cover regular consultancy, handling of financial reporting, personnel and administration services including payroll and other government documentary requirements. These agreements are considered renewed every year thereafter, unless one (1) party gives the other a written notice of termination at least three (3) months prior to the expiration date at an agreed fixed monthly fee, which is subject to increase depending upon the extent and volume of services.

In April 2021, the Company signed an accounting services agreement with Bay Philippines Holdings Corp., an entity under common control, for monthly fee of P55,000 excluding out-of-pocket expenses. The services cover handling of financial reporting and government documentary requirements. The agreement is subject to automatic renewal until terminated by either party at any time by giving not less than 90 days written notice to the other party. The agreement was terminated in December 6, 2024.

(c) Various expenses and charges

The Company paid for various reimbursable expenses which are utilized in the normal operations of KL and Kepwealth, Inc.

(d) Commission income

In 2024, the Company entered into a one-time agreement with GMRI to assist the latter in the sale of its land situated at Bauan, Batangas with the Company earning a 3% commission amounting to P7.5 million. Further, the Company entered into a one-time agreement with CLI, an associate of GMRI, to assist the latter in the sale of its land situated at Subic, Zambales with the Group earning a 3% commission amounting to P2.1 million.

(e) Compensation of key management personnel

There were no share-based compensation, other long-term and termination benefits provided to key management personnel in 2024 and 2023.

10 Retirement benefit obligation

The Company has a funded, non-contributory defined benefit plan covering the retirement and disability benefits to its qualified employees and is being administered by a trustee bank. The normal retirement age is 60 years with at least five (5) years of service and optional retirement date is at age 50 and completion of at least ten (10) years of service. The retirement obligation is determined using the Projected Unit Credit (PUC) method. Under the PUC method, the annual normal cost for the portion of the retirement is determined using the amount necessary to provide for the portion of the retirement benefit accruing in 2024 and 2023.

Details of retirement benefit obligation, net, in the statement of financial position as at December 31 are as follows:

	2024	2023
Fair value of plan assets	4,230,794	3,188,989
Present value of retirement benefit obligation	(5,034,268)	(4,026,472)
	(803,474)	(837,483)

Movements in the retirement benefit obligation, net, as at December 31 are as follows:

	2024	2023
January 1	837,483	(1,049,440)
Retirement benefit expense recognized in profit or loss	291,389	426,588
Contribution paid	(837,483)	-
Remeasurement gain in other comprehensive income	512,085	1,460,335
December 31	803,474	837,483

Movements in the present value of retirement benefit obligation for the years ended December 31 are as follows:

	2024	2023
January 1	4,026,472	7,781,483
Current service cost	233,066	507,310
Interest cost	280,410	598,542
Benefits paid	-	(5,672,500)
Remeasurement loss (gain) from:		
Experience adjustments	135,187	577,185
Change in financial assumptions	359,133	234,452
December 31	5,034,268	4,026,472

Movements in the fair value of plan assets for the years ended December 31 are as follows:

	2024	2023
January 1	3,188,989	8,830,923
Interest income	222,087	679,264
Contributions paid	837,483	-
Benefits paid	-	(5,672,500)
Remeasurement loss on plan assets	(17,765)	(648,698)
December 31	4,230,794	3,188,989

These plan assets are composed mainly of government securities and unit investment trust funds under Level 1 fair value category.

There is no expected contribution to the plan assets for the year ending December 31, 2025.

Details of retirement benefit expense recognized as part of salaries, wages, and employee benefits under operating expenses in profit or loss for the years ended December 31 are as follows:

	2024	2023
Current service cost	233,066	507,310
Net interest cost	58,323	(80,722)
	291,389	426,588

Movements in remeasurement on retirement benefits as at and for the years ended December 31 are as follows:

	2024	2023
January 1	1,349,030	2,809,365
Remeasurement loss	(512,085)	(1,460,335)
December 31	836,945	1,349,030

The principal actuarial assumptions used are as follows:

	2024	2023
Discount rate	5.96%	6.96%
Salary increase rate	5.00%	5.00%
Average remaining working life	10.43	14.39
Weighted average duration of the defined benefit obligation	14	9

The discount rate assumption is based on the theoretical spot yield curve calculated from the Bankers Association of the Philippines PHP BVAL Reference Rates benchmark reference curve for the government securities market by stripping the coupons from government bonds to create virtual zero-coupon bonds as of the valuation date, and considering the average years of remaining working life of the employees as the estimated term of the benefit obligation.

Assumptions regarding future mortality are set based on actuarial report as at December 31, 2024 and 2023 in accordance with published statistical data and historical mortality experience in the Philippines.
The sensitivities of the retirement benefit obligation to changes in the principal assumptions as at December 31 are as follows:

	Impact on retirement benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
2024			
Discount rate	1%	(359,133)	389,841
Salary increase rate	1%	389,568	(370,650)
2023			
Discount rate	1%	(318,736)	347,991
Salary increase rate	1%	351,372	(327,561)

The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the PUC method at the end of the reporting period) has been applied as when calculating the retirement benefit obligation recognized in the statements of financial position. The methods and types of assumptions used in the preparing the sensitivity analysis did not change compared to previous period.

The maturity analysis of undiscounted future retirement payments as at December 31 are as follows:

	2024	2023
Less than a year	61,539	44,968
Between one (1) to five (5) years	529,756	250,650
Over five (5) years but not more than ten (10) years	8,317,601	6,326,787
Over ten (10) years	12,941,015	11,740,888
	21,849,911	18,363,293

11 Equity

(a) Share capital and share premium

Details of share capital and share premium as at December 31, 2024 and 2023 are as follows:

	Amount
Authorized at P1 par value per share	
Class “A”	90,000,000
Class “B”	200,000,000
	290,000,000
Issued at P1 par value per share	
Class “A”	39,840,970
Class “B”	33,332,530
Share capital	73,173,500
Share premium	65,581,036

The Class "A" and Class "B" shares of stock are identical in all respects and have P1 par value per share, except that Class "A" shares are restricted to ownership of Philippine nationals. Class "B" shares are18% and 82% owned by Philippine nationals and foreign nationals, respectively, as at December 31, 2024 (2023 - 18% and 82%, respectively). Each share has a right to one (1) vote.

Movements in the number of outstanding shares (or issued less treasury shares) as at December 31, 2024 and 2023 are as follows:

	Amount
Class “A”	
January 1 and December 31	35,756,070
Class “B”	
January 1 and December 31	21,476,949
Total outstanding shares	57,233,019

In 2024 and 2023, there was no purchase of treasury shares.

Details of the Company’s weighted average number of shares as at December 31, 2024 and 2023 are as follows:

	Amount
Class “A”	35,756,070
Class “B”	21,476,949
	57,233,019

In accordance with Securities Regulation Code Rule 68, as Amended (2019), Annex 68-K, below is a summary of the Company's track record of registration of securities as at December 31:

Common shares	Number of shares registered	Issue/offer price	Date of approval	Number of holders of securities
2024				
Class “A”	35,756,070	1.00	June 30, 2000	367
Class “B”	21,476,949	1.00	June 30, 2000	54
	57,233,019	1.00	June 30, 2000	
2023				
Class “A”	35,756,070	1.00	June 30, 2000	370
Class “B”	21,476,949	1.00	June 30, 2000	54
	57,233,019	1.00	June 30, 2000	

(b) Retained earnings and treasury shares

Retained earnings are restricted to the extent of treasury shares with the following details as at December 31 2024 and 2023:

	2024		2023	
	Shares	Cost	Shares	Cost
Class “A”	4,084,900	15,840,946	4,084,900	15,840,946
Class “B”	11,855,581	10,163,584	11,855,581	10,163,584
	15,940,481	26,004,530	15,940,481	26,004,530

The Company’s BOD declared cash dividends of P0.20 per share or P11,446,604 in June 2024 and P0.10 per share or P5,723,302 in June 2023. The unclaimed dividends amounted to P851,818 as at December 31, 2024 (2023 - P765,714) (Notes 8 and 9).

As at December 31, 2024, the Company has unappropriated retained earnings of P1,187,231,736 (2023 - P506,578,920). The amount of unrestricted retained earnings is in excess of 100% of its paid-in capital amounted to P1,048,477,200 as at December 31, 2024 (2023 - P367,824,384). The Company declares and pays cash dividends on a regular basis. The Company plans to declare dividends in 2025 based upon the favorable result of operations and the availability of unappropriated retained earnings. The Company is also pursuing potential projects in the coming years for which the excess retained earnings will be utilized.

12 Earnings per share

Basic earnings per share is calculated by dividing the net income attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period, excluding ordinary shares purchased by the Company and held as treasury shares, if any.

Earnings per share for the years ended December 31 is calculated as follows:

	Note	2024	2023
Net income for the year		692,099,420	42,776,058
Divided by: Weighted average common shares	11(a)	57,233,019	57,233,019
Basic earnings per share		12.09	0.75

The Company has no potential shares that will have a dilutive effect on earnings per share.

13 Operating expenses

The account as at December 31 consists of:

	Notes	2024	2023
Salaries, wages, and employee benefits		7,675,626	6,281,969
Professional fees		4,480,508	4,216,200
Provision for impairment losses		1,393,723	173,138
Repairs and maintenance		138,466	825,946
Depreciation and amortization	6,7	423,514	429,142
Taxes and licenses		402,832	381,874
Membership and dues		362,329	318,728
Utilities		282,454	269,612
Transportation and travel		201,191	148,758
Fringe benefit tax		172,909	112,601
Advertising		52,490	58,725
Office supplies		94,115	40,656
Postages		28,951	26,871
Insurance		17,308	8,657
Others		451,457	485,351
		16,177,873	13,778,228

Others include bank charges, business development expenses, and various items that are individually immaterial.

As at December 31, 2024, creditable withholding taxes (CWT) under other current assets were fully provided with allowance for impairment. Movements in provision for impairment related to CWT for the years ended December 31 are as follows:

	2024	2023
January 1	3,195,091	3,021,953
Provision	1,393,723	173,138
December 31	4,588,814	3,195,091

14 Income taxes

As of December 31, 2024, deferred income income tax liability relates to fair value on investment in FVOCI and unrealized foreign exchange gains.

Details of unrecognized deferred income tax assets as at December 31 because management believes that future taxable profit will not be available against which the deductible temporary difference and carry-forward benefits of the following:

	2024		2023	
	Tax base	Tax effect	Tax base	Tax effect
Net operating loss carry over (NOLCO)	20,548,643	5,137,161	17,488,631	4,372,157
Accrued expenses	806,094	201,524	816,390	204,098
Retirement benefit obligation	803,474	200,869	837,483	209,371
	22,158,211	5,539,554	19,142,504	4,785,626
Minimum corporate income tax (MCIT)	-	416,827	-	182,450
Unrecognized deferred income tax asset		5,956,381		4,968,076

Under the National Internal Revenue Code of 1997, NOLCO and MCIT can be applied as deductions from taxable income and tax due, respectively, over the next three (3) years immediately following the year of such loss.

For financial reporting purposes, the Company is subject to 25% RCIT and 1% MCIT as at December 31, 2024 and 2023.

Details of unrecognized NOLCO as at December 31 are as follows:

Year incurred	Expiry year	2024	2023
2024	2027	3,060,012	-
2023	2026	11,438,546	11,438,546
2022	2025	6,050,085	6,050,085
		20,548,643	17,488,631
Tax rate		25%	25%
Unrecognized NOLCO		5,137,161	4,372,157

Details of unrecognized MCIT as at December 31 are as follows:

Year incurred	Expiry year	2024	2023
2024	2027	234,377	-
2023	2026	35,262	35,262
2022	2025	147,188	147,188
2020	2023	-	757,077
		416,827	939,527
Expired		-	(757,077)
Unrecognized MCIT		416,827	182,450

Details of income tax expense for the years ended December 31 are as follows:

	2024	2023
Current	234,377	35,262
Final tax on interest income	10,512,434	5,808,794
Deferred	53,694	-
	10,800,505	5,844,056

Reconciliations of income tax computed at the statutory tax rates to the income tax expense as shown in the statements of total comprehensive income for the years ended December 31 are as follows:

	2024	2023
Income tax computed at 25%	175,724,981	12,155,029
Adjustments resulting from tax effects of:		
Final tax on interest income	10,512,434	5,808,794
Changes in unrecognized deferred income tax assets	1,000,280	2,722,763
Non-deductible expense	348,431	44,362
Interest income subjected to final tax	(13,145,004)	(7,260,992)
Non-taxable income	(163,640,617)	(7,625,900)
Effective income tax expense	10,800,505	5,844,056

15 Operating segments

For management reporting purposes, the Company’s businesses are classified into the following business segments: (1) investment holdings, and (2) real estate, with SPMI and a third party as key customers. There are no real estate transactions in 2024 and 2023.

Details of the Company’s business segments as at and for the years ended December 31 are as follows:

	2024	2023
Revenues and income		
SPMI	-	
Other related parties	666,261,468	33,199,600
Interest income from banks and other income	52,816,330	29,198,742
Total revenues and income	719,077,798	62,398,342
Income before income tax	702,899,925	48,620,114
Income tax expense	(10,800,505)	(5,844,056)
Net income	692,099,420	42,776,058
Other comprehensive income	1,785,316	10,539,665
Total comprehensive income	693,884,736	53,315,723
Other information		
Segment assets	1,415,607,079	720,328,384
Segment liabilities	16,802,463	3,961,903
Depreciation and amortization	423,514	429,141

Effective March 1, 2023, SPMI is no longer considered as a related party due to KL’s sale of SPMI shares to an external party.

Segment assets and segment liabilities are measured in the same way as in the separate financial statements. These assets and liabilities are allocated based on operations of each segment. Segment revenues, segment expenses and segment results include transfers between business segments, if any.

The Company’s revenues are derived mainly from operations within Luzon, an island of the Philippines.

There were no revenues from external customers in 2024 and 2023.

16 Other matters

The Company has land rights over a 10.4-hectare property located in Bauan, Batangas which is subject to a legal case against PNOC. On June 2, 2021, the Company sold such land rights to a third party for a gross price of P358,600,000 and the sale was on an “as is where is” basis. The Company's cash deposit of P4,090,000 within other non-current assets in the statement of financial position as at December 31, 2020, and related legal expense of P1,778,813 and commission expense of P7,172,000 incurred and paid in 2021, were applied against the gross price resulting in a net gain of P345,559,187 on the sale of interest in land rights in 2021. As part of the condition of the sale, the necessary motions for substitution was made in court to replace the Company with the buyer as the new plaintiff. On March 10, 2022, the court granted the Company’s motion for substitution resulting in the extinguishment of any possible liabilities. Thereafter, PNOC filed a Petition for Certiorari with the Court of Appeals (CA) with the latter rendering judgement in favor of PNOC on October 25, 2023. The Company then filed their Motion for Reconsideration of the CA ruling. Motions for reconsideration were filed by the Company on November 24, 2023. In an Amended Decision dated July 18, 2024, the Court of Appeals granted the respondents’ Motion for Reconsideration, vacated the October 25, 2023 Decision, and dismissed the Petition for Certiorari. The Petitioners assailed the CA Amended Decision before the Supreme Court through a Petition for Review on Certiorari under Rule 45 dated September 20, 2024, and prayed for the Court to reinstate the Court of Appeals’ October 24, 2023 Decision. The case is still pending as of February 26, 2025.

17 Financial risk and capital management

17.1 Financial risk management

The Company’s activities expose it to a variety of financial risks: credit risk, market risks (equity price risk and interest rate risk) and liquidity risk that could affect its financial position and results of operations. The Company’s overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company’s financial performance. The BOD reviews and approves the policies for managing each of these risks.

(a) Credit risk

Credit risk pertains to the risk that a party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss.

The Company transacts mostly with related parties, thus, there is no requirement for collateral. There are no significant concentrations of credit risk within the Company.

Receivables are monitored on an ongoing basis with the result that the Company's exposure to bad debts being not significant. Significant concentration of credit risk pertains to interest receivable from bank time deposits.

The Company's maximum exposure to credit risk as at December 31 are as follows:

	Notes	High performing	Under-performing	Credit-impaired	Total
2024					
Cash and cash equivalents	2	1,213,609,836	-	-	1,213,609,836
Receivables	3	4,499,580	-	-	4,499,580
		1,218,109,416	-	-	1,218,109,416
2023					
Cash and cash equivalents	2	536,150,655	-	-	536,150,655
Receivables	3	2,545,392	-	-	2,545,392
		538,696,047	-	-	538,696,047

The Company's financial assets are categorized based on the Company's collection experience with the counterparties as follows:

a. High performing - settlements are obtained from counterparty following the terms of the contracts without history of default.
b. Underperforming - some reminder follow-ups are performed to collect accounts from counterparty.
c. Credit impaired - evidence that a financial asset is credit-impaired includes the following observable data: significant financial difficulty of the counterparty, a breach of contract such as a default or being more than 120 days past due; or it is probable that the borrower will enter bankruptcy or other financial reorganization.

The credit quality of financial assets is discussed below:

(i) Cash and cash equivalents and related interest receivable

There is low credit risk exposure and immaterial expected credit losses (ECL) as these are deposited/placed in accredited universal banks as defined by the Philippine Banking System that have high credit standing in the financial services industry.

(b) Market risks

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no significant exposure to interest rate risk on cash and cash equivalents, as these are subject to fixed interest rates and short term. Accordingly, the Company is not significantly exposed to cash flow and fair value interest rate risk on these financial instruments.

The Company has no hedging policy in relation to managing its interest rate.

(ii) Equity price risk

Equity price risk is the risk that the fair value of equities will decline resulting from changes in the levels of equity indices and the value of individual stocks.

The Company's price risk exposure relates to its quoted financial asset at FVOCI where values will fluctuate as a result of changes in market prices.

Such quoted equity investment is subject to price risk due to changes in market values arising from factors specific to the instruments or its issuer or factors affecting all instruments traded in the market.

The effect on other comprehensive income, net of tax, as a result of a change in equity price due to a reasonably possible change in equity indices, with all other variables held constant, is as follows:

	Change in equity price (%)	Effect on other comprehensive income
December 31, 2024	+/- 10	+/- 7,225,000
December 31, 2023	+/- 10	+/- 5,950,000

The Company determined the reasonably possible change based on equity pricing percentage changes in the fair value for the past three (3) years.

(c) Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding.

The Company aims to maintain flexibility in funding by monitoring and ensuring that there are available funds to operate its day-to-day activities through the use of cash and cash equivalents.

The maturity profile and contractual undiscounted cash flows from the Company's financial liabilities which are subject to liquidity risk as at December 31 are as follows:

	Note	On demand	Within 3 months	More than 12 month	Total
2024					
Accrued expenses and other current liabilities*	8	851,818	2,151,070	-	3,002,888
2023					
Accrued expenses and other current liabilities*	8	765,714	2,127,145	-	2,892,859

**Excluding payables to government agencies and unearned interest income.*

17.2 Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The Company monitors capital using a debt-to-equity ratio, which is total liabilities divided by total equity. Total liabilities include current and noncurrent liabilities. Equity comprises all components of equity.

The Company's objective is to ensure that there are no known events that may trigger direct or contingent financial obligation that is material to the Company, including default or acceleration of an obligation that will require increased capitalization.

There were no changes made in the capital management policies for the years ended December 31, 2024 and 2023.

The debt-to-equity ratios as at December 31 are as follows:

	2024	2023
Total liabilities	16,802,465	3,961,902
Total equity	1,398,804,614	716,366,482
Debt-to-equity ratio	0.012:1	0.006:1

As part of the reforms of the PSE to expand the capital market and improve transparency among listed firms, the PSE requires listed entities to maintain a minimum of 10% of their issued and outstanding shares, exclusive of any treasury shares, held by the public (Note 1). The Company has fully complied with this requirement.

17.3 Fair value hierarchy

Due to the short-term nature of cash and cash equivalents, receivables, accrued expenses and other current liabilities, their carrying values approximate fair values as at December 31, 2024 and 2023.

The fair value of quoted equity investment is determined by reference to quoted market bid price at the close of business at the end of the reporting dates since this is actively traded in organized financial markets. As at December 31, 2024 and 2023, the Company classifies its financial asset at FVOCI under Level 2 of the fair value hierarchy. For the years ended December 31, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

The fair value of the plan assets, which are mainly composed of government securities and UITFs are classified under Level 1 fair value hierarchy.

18 Critical accounting estimates, assumptions, and judgments

The preparation of the separate financial statements requires management to make judgments, estimates, and assumptions that affect the amounts reported in the separate financial statements and the related notes. The estimates, assumptions, and judgments used in the separate financial statements are based upon management’s evaluation of the relevant facts and circumstances as at the date of the separate financial statements. These are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from such estimates. The estimates, assumptions, and judgments that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

18.1 Critical accounting estimates and assumptions

(a) Impairment of CWT (Note 14)

Management believes that the Company's CWT may not be recoverable because of the expected future minimal transactions where the Company's CWT will be utilized. The amount and timing of recorded expenses for any period would therefore differ based on the judgment or estimates made.

(b) Estimated useful lives of property and equipment, and intangible assets (Note 6 and 7)

The Company’s management determines the estimated useful lives and related depreciation and amortization charges for its property and equipment, and intangible assets. This estimate is based on the expected future economic benefit to the Company. Management adjusts the depreciation and amortization charge where useful lives are less than previously estimated lives, or write-offs or write-downs technically obsolete assets that have been abandoned or sold.

Management believes that the current estimated useful lives of said assets approximate their actual economic benefits to the Company. Further, management does not foresee any changes in terms of business operations that would warrant reassessment of estimated useful lives. The carrying values of the property and equipment, and intangible assets are disclosed in Note 6 and 7, respectively.

The estimated useful lives of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the asset. A reduction in the estimated useful lives of any property and equipment, and intangible assets would increase the recorded operating expenses and decrease non-current assets. Conversely, an increase in the estimated useful lives of any property and equipment, and intangible assets would decrease the recorded operating expenses and increase non-current assets. There were no changes in the estimated useful lives of property and equipment as at December 31, 2024 and 2023.

(c) Retirement benefits (Note 10)

The Company maintains a qualified defined benefit retirement plan. The calculations of retirement benefit costs of the Company are dependent upon the use of assumptions, including discount rates, expected return on plan assets, interest cost, future salary increases, benefits earned, mortality rates, the number of employee retirements, the number of employees electing to take lump-sum payments and other factors.

The Company determines the appropriate discount rate at year-end dates. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement benefit obligation. In determining the appropriate discount rate, the Company considers the interest rates of high-quality government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related retirement benefit obligation. Other key assumptions for retirement benefit obligation are based in part on current market conditions. The sensitivity analyses for the significant actuarial assumptions are disclosed in Note 10.

18.2 Critical judgments in applying the Company’s accounting policies

(a) Impairment of other non-financial assets (Notes 5, 6 and 7)

The Company assesses impairment on investment in subsidiaries, property and equipment and intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Determining the recoverable amount of investment in subsidiaries, property and equipment and intangible assets requires the determination of fair value less cost of disposal and future cash flows expected to be generated from such assets whichever is higher, this includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, or physical damage of an asset, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends.

The Company recognizes an impairment loss if such indications are present and whenever the carrying amount of an asset exceeds its recoverable amount. Any resulting additional impairment loss could have a material adverse impact on the Company's financial condition and results of operations. The Company considers each asset separately in making its judgment.

(b) Recognition of deferred income tax assets (Note 14)

Significant judgment is required in determining the income tax expense. There are many transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Company recognizes liabilities for tax audit issues when it is probable.

The Company’s assessment on the recognition of deferred income tax assets on non-deductible temporary differences is based on the forecasted taxable income of the following reporting periods. This forecast is based on the Company’s future expectations on revenues and expenses. At reporting date, deferred income tax assets were not recognized because management believes that future taxable profit will not be available against which the deferred income tax assets can be applied.

19 Summary of material accounting policy information

The principal accounting policies applied in the preparation of these separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

19.1 Basis of preparation

The separate financial statements of the Company have been prepared in accordance with Philippines Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

- PFRS Accounting Standards,
- PAS Standards, and

- Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC), and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy, and adopted by the Securities and Exchange Commission (SEC).

The Company also prepares consolidated financial statements, which include the Company and its subsidiaries, namely KPSI, GRDC, and GMRI (herein collectively referred to as the "Group") (Note 1). Users of these separate financial statements should read them together with the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three (3) years in the period ended December 31, 2024 in order to obtain full information on the financial position, results of operations and changes in equity of the Parent Company and its subsidiaries as a whole. The consolidated financial statements of the Group can be obtained from the SEC or from the Company's website at www.keppelph.com.

The financial statements of the Company have been prepared on historical cost basis, except for:

- financial assets at FVOCI; and
- fair value of plan assets within retirement benefits

The preparation of these separate financial statements in conformity with PFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the separate financial statements are disclosed in Note 19.

Changes in accounting policies and disclosures

(a) New standards, and amendments and interpretations to existing standards effective January 1, 2024

The following amendments to existing standards were relevant and adopted by the Company for the first time from January 1, 2024:

- Amendments to PAS 1, 'Presentation of Financial Statements'

  Amendments made to PAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (for example, the receipt of a waiver or a breach of covenant that an entity is required to comply with only after the reporting period).

  Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

  The amendments require disclosures if an entity classifies a liability as noncurrent and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

  - the carrying amount of the liability
  - information about the covenants (including the nature of the covenants and when the entity is required to comply with them); and
  - facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

  The amendments must be applied retrospectively in accordance with the requirements in PAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.

- Amendment to PFRS 16, *'Lease liability in sale and leaseback'*

  In September 2022, the IASB finalized narrow-scope amendments to the requirements for sale and leaseback transactions in IFRS 16 Leases which explain how an entity accounts for a sale and leaseback after the date of the transaction.

  The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.

- Amendments to PAS 7 and PFRS 7, *'Supplier Finance Arrangement'*

  On May 25, 2023, the IASB issued amendments to IAS 7 and IFRS 7 to require specific disclosures about supplier finance arrangements (SFAs). The amendments respond to the investors' need for more information about SFAs to be able to assess how these arrangements affect an entity's liabilities, cash flows and liquidity risk.

  The new disclosures will provide information about:

  1. The terms and conditions of SFAs.
  2. The carrying amount of financial liabilities that are part of SFAs, and the line items in which those liabilities are presented.
  3. The carrying amount of the financial liabilities in (2), for which the suppliers have already received payment from the finance providers.
  4. The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements.
  5. Non-cash changes in the carrying amounts of financial liabilities in no. 2.
  6. Access to SFA facilities and concentration of liquidity risk with the finance providers.

  Entities will be required to aggregate the information that they provide about SFAs. However, entities should disaggregate information about terms and conditions that are dissimilar, disclose explanatory information where the range of payment due dates is wide, and disclose the type and effect of non-cash changes that are needed for comparability between periods.

  The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 31, 2024 year end, unless an entity has a financial year of less than 12 months.

The amendments to existing standards are not expected to have a material impact on the separate financial statements of the Company.

There are no other new standards, interpretations and amendments to existing standards effective January 1, 2024 that are considered to be relevant or expected to have a material impact on the Company's financial statements.

(b) New standards, and amendments and interpretations to existing standards issued but not yet effective as at December 31, 2024

Certain new standards, and amendments and interpretations to existing standards have been published that are not mandatory for December 31, 2024 reporting periods and have not been early adopted by the Company. None of these are expected to be relevant and have a significant effect on the financial reporting of the Company, while the most relevant ones are set out as follows:

- Amendments to PAS 21, '*Lack of Exchangeability*'

  In August 2023, the IASB amended IAS 21 to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, IAS 21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

  These new requirements will apply for annual reporting periods beginning on or after 1 January 2025. Early application is permitted (subject to any endorsement process). Refer to Filling the gap in currency accounting: new IFRS requirements for lack of exchangeability for further details.

- Amendments to PFRS 9 and PFRS 7, *'Classification and Measurement of Financial Instruments'*

  On May 25, 2024, the IASB issued targeted amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

  a. clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
  b. clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
  c. add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
  d. update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

  The amendments in (b) are most relevant to financial institutions, but the amendments in (a), (c) and (d) are relevant to all entities.

  The amendments to IFRS 9 and IFRS 7 will be effective for annual reporting periods beginning on or after January 1, 2026, with early application permitted subject to any endorsement process.

- PFRS 18, *'Presentation and Disclosure in Financial Statements'*

  This is the new standard on presentation and disclosure in financial statements, which replaces IAS 1, with a focus on updates to the statement of profit or loss.

  The key new concepts introduced in IFRS 18 relate to:

  - the structure of the statement of profit or loss with defined subtotals;
  - requirement to determine the most useful structure summary for presenting expenses in the statement of profit or loss
  - required disclosures in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
  - enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general

  The Company is still evaluating the impact of the new standard.

- PFRS 19, *‘Subsidiaries without Public Accountability: Disclosures’*

  This new standard works alongside other IFRS Accounting Standards. An eligible subsidiary applies the requirements in other IFRS Accounting Standards except for the disclosure requirements; and it applies instead the reduced disclosure requirements in IFRS 19. IFRS 19’s reduced disclosure requirements balance the information needs of the users of eligible subsidiaries’ financial statements with cost savings for preparers. IFRS 19 is a voluntary standard for eligible subsidiaries

  A subsidiary is eligible if

  - it does not have public accountability; and
  - it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

The new standards and amendments are effective for annual reporting periods beginning on or after January 1, 2025, and must be applied retrospectively. The Company does not expect the amendment to have a significant impact to the Company’s separate financial statements, except for PFRS 18.

19.2 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three (3) months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These are carried in the statements of financial position at amortized cost. Other relevant policies are disclosed in Note 19.3.

19.3 Financial instruments

The Company recognizes a financial instrument in the statements of financial position, when and only when, the Company becomes a party to the contractual provisions of the instrument.

(a) Financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

The Company has financial assets at FVOCI and at amortized cost as at December 31, 2024 and 2023. Financial assets at amortized cost include cash and cash equivalents and receivables. Financial assets at FVOCI include equity instruments.

As at the reporting date, the Company does not hold financial assets at FVTPL.

(ii) Measurement

Subsequent to initial recognition, measurement depends on the Company's business model for managing the asset and cash flow characteristic of the asset. For financial assets at amortized cost, interest income, if any, from these financial assets is included within other income in the statements of total comprehensive income using the effective interest rate method. Impairment losses are presented as separate line item in profit or loss when material.

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains or losses on investments in other comprehensive income, there is no subsequent reclassification of fair value gains or losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss when the Company's right to receive payments is established.

(iii) Impairment

The Company assesses on a forward-looking basis the ECL associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The general approach is applied. Under this approach, credit loss allowance is based on 12-month expected credit loss if there is no significant increase in credit risk since initial recognition of the assets.
If there is a significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognized.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held).

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the counterparty;
- a breach of contract such as a default; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized as a separate line item, when material, in the statements of total comprehensive income. When an asset remains uncollectible after the Company has exerted all legal remedies, it is written-off against the allowance account. Subsequent recoveries of amounts previously written-off are credited against impairment losses in the statements of total comprehensive income.

(b) Financial liabilities

(i) Classification

The Company classifies its financial liabilities at initial recognition in the following categories: at fair value through profit or loss (including financial liabilities held for trading and those designated at fair value) and financial liabilities at amortized cost. The Company only has financial liabilities at amortized cost; accrued expenses and other current liabilities (excluding payables to government agencies) as at reporting date.

Issued financial instruments or their components, which are not designated at fair value through profit or loss, are classified as other financial liabilities, where the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder. Other financial liabilities include accrued expenses. These are included in current liabilities except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

(ii) Measurement

Financial liabilities are initially recognized at fair value of the consideration received plus directly attributable transaction costs.

Financial liabilities at amortized cost are subsequently measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

19.4 Prepayments and other assets

Prepayments are expenses paid in cash and recorded as assets before they are used or consumed, as the service or benefit will be received in the future. Prepayments expire and are recognized as expense either with the passage of time or through use or consumption.

CWT is recognized as asset in the period such excess income tax payments become available as tax credits to the Company and carried over to the extent that it is probable that the benefit will flow to the Company. These are derecognized when there is a legally enforceable right, as prescribed by the applicable laws, to apply the recognized amounts against the related income tax due.

CWT is derecognized when there is a legally enforceable right, as prescribed by the applicable laws, to apply the recognized amounts against the related income tax due.

These are classified as current when it is expected to be realized within 12 months after reporting date.

19.5 Investments in subsidiaries

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Company's investments in subsidiaries are carried at cost less impairment in value, if any. Under this method, the Company recognizes dividend income from investments in profit or loss when its right to receive dividends has been established. The investments in subsidiaries are accounted for at cost due to the following:

- The Company's debt or equity instruments are not traded in a public market;
- The Company did not file, nor is it in the process of filing, its separate financial statements with a securities commission or other regulatory organization, for the purpose of issuing any class of instruments in a public market; and
- The Company produces consolidated financial statements available for public use that comply with the PFRS.

Investment in a subsidiary is derecognized upon disposal or loss of control. When an investment is sold or otherwise disposed of, the cost and the related accumulated loss, if any, are removed from the accounts and any resulting gain or loss is generally reflected in profit or loss.

The Company determines at each reporting date whether there is any objective evidence that investments in subsidiaries are impaired (Note 19.8).

19.6 Property and equipment, net

Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and any accumulated impairment in value. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met. Depreciation is calculated on a straight-line basis over the useful lives of the assets.

When a major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied.

Depreciation of property and equipment is computed using the straight-line method over the following estimated useful lives in years:

Asset class	Useful life
Condominium units	15 to 25
Office machine, furniture and fixtures	1 to 7
Transportation equipment	5

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated property and equipment are still carried in the books until these are no longer in use or are retired.

The Company determines at each reporting date whether there is any objective evidence that property and equipment are impaired (Note 19.8).

19.7 Intangible assets

Costs associated with maintaining computer software programs are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

Amortization of computer software is calculated using the straight-line method over their estimated useful lives of seven (7) years.

Intangible assets are derecognized when sold, disposed or when contractual agreements expire and are no longer renewed.

The Company determines at each reporting date whether there is any objective evidence that intangible are impaired (Note 19.8).

19.8 Impairment of non-financial assets

The Company assesses at the reporting date whether there is an indication that its non-financial assets comprise of CWT, Input Vat, investment properties, property and equipment, intangible assets and investment in subsidiaries may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses, if any, are recognized in the statements of total comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at the reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statements of total comprehensive income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining estimated useful life.

19.9 Employee benefits

(a) Short-term employee benefits

Short-term employee benefits include items such as salaries and wages, social security contributions and non-monetary benefits, if expected to be settled wholly within 12 months after the end of the reporting period in which the employees rendered the related services. Short-term employee benefits are recognized as expense as incurred. When an employee has rendered service to the Company during the reporting period, the Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value, if material.

Liabilities for employee benefits are derecognized when the obligation is settled or cancelled or has expired.

(b) Retirement benefits

The Company maintains a non-contributory defined benefit retirement plan which is a retirement plan that defines an amount of pension benefit that an employee will receive upon retirement, dependent on certain factors such as age, years of credited service, and compensation.

The liability recognized in the statements of financial position in respect of defined benefit retirement plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. In cases when the fair value of plan assets exceeds the present value of the defined benefit obligation at the end of the reporting period, the asset recognized is adjusted to the effect of asset ceiling which is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The defined benefit obligation is calculated annually by an independent actuary using the PUC method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity which approximate the terms of the related retirement liability.

Remeasurement gains or losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income during the period in which these arise.

Past-service costs are recognized immediately in profit or loss.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of PAS 37, Provisions, Contingent Liabilities and Contingent Assets, and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the reporting date are discounted to their present value.

Liabilities for employee benefits are derecognized when the obligation is settled or cancelled or has expired.

19.10 Income taxes

Current income tax charges are calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (excess MCIT) to the extent that it is probable that future taxable profit will be available against which the temporary differences, unused tax losses and unused tax credits can be utilized.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized. The Company reassesses at each reporting date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred income tax liability arises from the initial recognition of goodwill. Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are derecognized when related bases are realized/settled or when it is no longer realizable/due.

19.11 Treasury shares

Treasury shares are recorded at cost and presented as a deduction from equity. When the shares are retired, the share capital account is reduced by the par value and the excess of cost over par value upon retirement is debited to share premium to the extent of the specific or average share premium when the shares were issued and to retained earnings for the remaining balance.

19.12 Earnings per share

(a) *Basic*

Basic earnings per share is calculated by dividing profit attributable to equity holders of the Company by the weighted average number of common shares in issue during the year, excluding common shares purchased by the Company and held as treasury shares.

(b) *Diluted*

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. As at report date, the Company has no dilutive potential common shares.

19.13 Operating segments

The Company's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

19.14 Revenues and income

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of revenue can be reliably measured. Revenue is measured at the fair value of consideration received or receivable, excluding discounts.

The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or as an agent. The Company has concluded that it is acting as the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude and is also exposed to credit risks.

The following specific criteria must also be met before recognition:

(a) *Management fees and payroll service fees*

These are recognized over time as the services are rendered based on the fixed terms and fixed price of the contracts.

(b) *Interest income*

Interest income is recognized on a time-proportion basis using the effective interest method (Note 19.2).

Unearned interest income are received in advance from maturity date and recognized as liabilities until earned.

(c) *Dividend income*

Dividend income is recognized at point in time when the shareholders' right to receive the payment is established.

19.15 Fair value measurement

The fair value of a non-financial asset is measured based on its highest and best use. The asset’s current use is presumed to be its highest and best use.

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in Level 1.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3.

The fair value of financial assets at FVOCI are measured under Level 2 fair value category. The Company has no other assets and liabilities that are measured or disclosed at fair value.

19.16 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprise and its key management personnel, directors, or its shareholder. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party regardless of whether a price is charged.

19.17 Events after the reporting period

Post year-end events that provide additional information about the Company's position at reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the financial statements.

20 Supplementary information required by the Bureau of Internal Revenue (BIR)

The following supplementary information required by Revenue Regulation No. 15-2010 is presented for purposes of filing with the BIR and is not required part of the basic separate financial statements.

(a) Output VAT

Net sales/receipts and output VAT declared for the year ended December 31, 2024 are as follows:

	Gross amount of revenue	Output VAT
Sales of services		
Subject to 12% VAT	11,699,000	1,403,880
Zero-rated	-	-
	11,699,000	1,403,880

Sales subject to VAT are based on gross receipts, less actual discounts, if any, while revenues in the statement of total comprehensive income.

(b) Input VAT

Movements in input VAT for the year ended December 31, 2024 are as follows:

	Amount
January 1, 2024	-
Additions from current year transactions:	
Purchases of capital goods not exceeding P1,000,000	-
Domestic purchases of goods other than capital goods	32,772
Domestic purchase of services	242,776
Services rendered by non-residents	-
Input VAT applied to output VAT and other adjustments	(275,548)
December 31, 2024	-

(c) Importations

The Company had no importations subject to tax for the year ended December 31, 2024.

(d) Excise tax and documentary stamp tax

The Company had no transactions subject to excise tax and documentary stamp tax for the year ended December 31, 2024.

(e) *All other local and national taxes*

All other local and national taxes paid for the year ended December 31, 2024 consist of:

	Amount
PSE annual listing fees	250,000
Business tax	93,029
Real property tax	35,236
Community tax	10,500
BIR annual registration	500
Others	13,567
	402,832

The above local and national taxes are recognized as part of taxes and licenses account under operating expenses in the statement of total comprehensive income.

(f) Withholding taxes

Withholding taxes paid and accrued and/or withheld for the year ended December 31, 2024 consist of:

	Paid	Accrued	Total
Withholding taxes on compensation and benefits	476,879	44,425	521,304
Expanded withholding taxes	348,028	-	348,028
Final withholding taxes	773,324	-	773,324
Fringe benefit tax	-	153,100	153,100
	1,598,231	197,525	1,795,756

(g) Tax assessments and cases

For the year taxable year 2021, the Company received Preliminary Assessment (PAN) on December 6, 2024 and Final Assessment Notice (FAN) on January 3, 2025. The Company already requested a reinvestigation of the assessment.

For the year 2022, the Company received PAN on July 15, 2024 and responded to the PAN on August 2, 2024 but the BIR has yet to responded as of this date.

Keppel Philippines Holdings, Inc.
Unit 3-B, Country Space 1 Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Barangay Bel-Air, Makati City

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2024
(All amounts in Philippine Peso)

Unappropriated Retained Earnings, beginning of the year/period		**506,578,920**
Add: Category A: Items that are directly credited to Unappropriated retained earnings		
Reversal of Retained earnings appropriation/s		
Effect of restatements or prior-period adjustments		
Others (describe nature)		
Less: Category B: Items that are directly debited to Unappropriated retained earnings		
Dividend declaration during the reporting period	11,446,604	
Retained earnings appropriated during the reporting period		
Effect of restatements or prior-period adjustments		
Others (describe nature)		(11,446,604)
Unappropriated Retained Earnings, as adjusted		**495,132,316**
Add/Less: Net Income (loss) for the current year/period		692,099,420
Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared		
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents		
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)		
Unrealized fair value gain of investment property		
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)		

(continued)

Keppel Philippines Holdings, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration
For the year ended December 31, 2024
(All amounts in Philippine Peso)

Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to Cash and cash equivalents		
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)		
Realized fair value gain of Investment property		
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)		
Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents		
Reversal of previously recorded fair value adjustment (mark-to- market gains) of financial instruments at fair value through profit or loss (FVTPL)		
Reversal of previously recorded fair value gain of investment property		
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)		
Adjusted net income/loss		**692,099,420**
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)		
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief		
Total amount of reporting relief granted during the year		
Others (describe nature)		

(continued)

Keppel Philippines Holdings, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration
For the year ended December 31, 2024
(All amounts in Philippine Peso)

Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)		
Net movement of deferred tax asset not considered in the reconciling items under the previous categories		
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable		
Adjustment due to deviation from PFRS/GAAP - gain (loss)		
Others (describe nature)		
Total Retained Earnings, end of the year/period available for dividend declaration		**1,187,231,736**