

COVER SHEET

6 2 5 9 6

S.E.C Registration Number

K E P P E L P H I L I P P I N E S H O L D I N G S

(Company's Full Name)

U N I T 3 B C O U N T R Y S P A C E I B L D G .
1 3 3 S E N G I L P U Y A T A V E S A L C E D O
V I L L A G E , B R G Y . B E L - A I R , M A K A T I
C I T Y

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

Alan I. Claveria/Felicidad V. Razon/
Maria Melva E. Valdez

Contact Person

8892-1816
8815-9071

Company Telephone Number

1 2
Month

3 1
Day

SEC FORM 17-C

06 14
Month Day

FORM TYPE

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **11 March 2025**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **62596**
3. BIR Tax Identification No. **000-163-715-000**
4. **KEPPEL PHILIPPINES HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Makati City, Philippines** Province, country, or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **Unit 3-B, Country Space I Building, 133 Sen. Gil Puyat Avenue, Salcedo Village, Brgy.
Bel-Air, Makati City** Address of principal office
1200 Postal Code
8. **(02) 8892-1816**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, 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 and Amount of Debt Outstanding As of 28 February 2025
Class 'A' Common	35,756,070
Class 'B' Common	<u>21,476,949</u>
Total	<u>57,233,019 (Net of Treasury Shares of 15,940,481)</u>

11. Indicate the item numbers reported herein: **Item No. 9**

Item No. 9. Other Items

Keppel Philippines Holdings, Inc. (the "Corporation") received notice today, 11 March 2025, from Kepwealth, Inc. of the publication of the announcement to conduct a tender offer to acquire all the outstanding common shares of the Corporation with stock symbols KPH and KPHB.

Pursuant to Rule 19.5 of the 2015 the Implementing Rules and Regulations of the Securities Regulation Code that a copy of the notice shall be submitted to the Securities and Exchange Commission (SEC) on the date of publication, please find attached the letter notice dated 11 March 2025, with annex as proof of publication in the Philippine Daily Inquirer.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.



FELICIDAD V. RAZON
Corporate Information Officer

11 MARCH 2025

March 11, 2025

SECURITIES AND EXCHANGE COMMISSION

Markets And Securities Registration Department
17/F SEC Headquarters,
7907 Makati Avenue, Bel-Air
Makati City 1209

Attn: Atty. Oliver O. Leonardo

Re: Announcement of Intention to Conduct a Tender Offer for Shares of Keppel
Philippines Holdings, Inc.

Ladies and Gentlemen:

On behalf of Kepwealth, Inc. (“**Kepwealth**”), we hereby notify the Securities and Exchange Commission (“**SEC**”) of the publication of the announcement by Kepwealth of its intention to conduct a tender offer to acquire all the outstanding common shares of Keppel Philippines Holdings, Inc. (“**KPHI**”) with stock symbols KPH and KPHB, owned by the other shareholders of KPHI (save for those owned by the members of the KPHI Board of Directors with respect to their qualifying common shares).

The tender offer will be conducted for the purpose of pursuing a voluntary delisting of KPHI shares or of KPHI from The Philippine Stock Exchange, Inc., subject to the terms and conditions to be set out in the tender offer report.

Attached as **Annex A** is the said publication in the Philippine Daily Inquirer.

This notice is being sent to the SEC in compliance with Rule 19.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

Yours truly,
Keppel Philippines Holdings, Inc.
By:



Felicidad V. Razon
Compliance Officer

CLASSIFIEDS**A5**TUESDAY / MARCH 11, 2025
WWW.INQUIRER.NET

March 11, 2025

**TO THE HOLDERS OF COMMON SHARES
OF KEPPEL PHILIPPINES HOLDINGS, INC.**

This is to advise you that, subject to the satisfaction of certain conditions, Kepwealth, Inc. ("**Kepwealth**") intends to acquire through a public tender offer (the "**Tender Offer**") all the outstanding common shares of Keppel Philippines Holdings, Inc. ("**KPHI**"), with stock symbols KPH and KPHB, owned by the other shareholders of KPHI (save for those owned by the members of the KPHI Board of Directors with respect to their qualifying common shares). The Tender Offer price for the Tender Offer shares shall be ₱27.40 per common share.

The Tender Offer will be conducted for the purpose of pursuing a voluntary delisting of KPHI shares or of KPHI from The Philippine Stock Exchange, Inc. (the "**PSE**"), subject to the conditions referred to in the next paragraph. The Tender Offer will be launched as soon as stockholders' approval on the voluntary delisting of KPHI is obtained in a special stockholders' meeting of KPHI to be held on April 24, 2025.

The completion of the Tender Offer will be subject to the condition that Kepwealth will own, upon such completion, and together with its then existing stockholdings, a total of at least 95% of the total issued and outstanding common shares of KPHI or such percentage as the PSE may allow to effect the voluntary delisting of KPHI ("**Voluntary Delisting Threshold**"), among other conditions standard for transactions of this nature. However, 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 KPHI shares not exceeding such percentage as will ensure that KPHI remains compliant with the minimum public ownership requirement of 10%.

A Tender Offer Report (in the form of SEC Form 19-1, including its annexes, exhibits and schedules), which contains, among other matters, the terms and conditions of the Tender Offer, will be filed with the Securities and Exchange Commission and the PSE and delivered to KPHI, and copies thereof, together with relevant tender offer materials, will be disseminated to the common shareholders of record, in accordance with applicable laws, rules and regulations.

As of March 10, 2025, Kepwealth owns approximately 60.34% of KPHI's total issued and outstanding capital stock. Kepwealth also intends to acquire, prior to the launch of the Tender Offer, Keppel Ltd.'s stockholdings in KPHI, at the same price as the Tender Offer price.

Yours truly,

KEPWEALTH, INC.

(PDI - March 11, 2025)