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S.E.C Registration Number

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(Company's Full Name)

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

Alan I. Claveria/ Felicidad V. Razon

Contact Person

8892 1816

Company Telephone Number

1	2
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Month

3	1
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Day

SEC Form 17Q-September 2025

FORM TYPE

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Secondary License Type, if Applicable

0	4
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Month

2	4
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Day

Annual Meeting

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Dept. Requiring this Doc.

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Amended Articles Number/Section

372 as of September 2025

Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE
SECURITIES REGULATION CODE AND SRC RULE 17 (2) (b) THEREUNDER

1. For the quarterly period ended 30 September 2025
2. Commission identification number 62596
3. BIR Tax Identification No. 000-163-715-000
4. Exact name of issuer as specified in its charter
KEPPEL PHILIPPINES HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization
Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Postal Code
Unit 3B, Country Space I Bldg., Sen. Gil Puyat Avenue 1200
Salcedo Village, Barangay Bel-Air, Makati City
8. Issuer's telephone number, including area code
(632) 8892-18-16
9. Former name, former address and former fiscal year, if changed since last report
N.A.
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA:

Title of each Class	As of September 30, 2025 Number of shares of common stock outstanding
Common 'A'	35,756,070
Common 'B'	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 the Philippine Stock Exchange?
Yes [/] No []
If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange	Common Shares
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12. Indicate by check mark whether the registrant:
 - (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 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 ninety (90) days.
Yes [/] No []

DOCUMENTS INCORPORATED BY REFERENCE

PART 1 FINANCIAL INFORMATION

- 1) Financial Statements (see EXHIBIT 1)**
- 2) Management's Discussion and Analysis of Financial Condition and Results of Operations (see EXHIBIT II)**

PART II OTHER INFORMATION

Information not previously reported and made in this report in lieu of a report on SEC Form 17-C.

NONE

EXHIBIT I

SEPTEMBER 2025 QUARTERLY REPORT

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2025 & DECEMBER 31, 2024

(IN PHILIPPINE PESOS)

	Unaudited September 30 2025	Audited December 31 2024
A S S E T S		
Current assets		
Cash and cash equivalents (Notes 6 and 22)	298,892,976	1,267,990,092
Receivables – net (Notes 7, 15 and 22)	910,755	4,649,630
Other current assets - net (Note 8)	1,389,401	1,552,807
Total current assets	301,193,132	1,274,192,529
Non-current assets		
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	80,000,000	85,000,000
Investment in an associate (Note 10)	431,887,295	430,469,847
Investment properties – net (Note 11)	2,979,782	2,979,782
Property and equipment - net (Note 12)	404,685	507,210
Intangible assets, net (Note 13)	707,631	1,197,528
Total non-current assets	515,979,393	520,154,367
Total assets	817,172,525	1,794,346,896
 <u>LIABILITIES AND EQUITY</u>		
Current liabilities		
Accrued expenses and other current liabilities (Note 14)	8,536,663	3,149,306
Income tax payable	3,957	1,585
Advance rentals and deposits (Note 11)	267,589	267,589
Total current liabilities	8,808,209	3,418,480
Noncurrent liabilities		
Retirement liability (Note 16)	1,100,474	803,474
Advance rental and deposits – net of current portion (Note 11)	660,236	660,236
Deferred tax liability	12,006,293	12,756,293
Total noncurrent liabilities	13,767,003	14,220,003
Total liabilities	22,575,212	17,638,483
Equity		
Share capital (Note 17)	73,173,500	73,173,500
Share premium	73,203,734	73,203,734
Treasury shares (Note 18)	(26,004,530)	(26,004,530)
Investment revaluation reserve (Note 9)	67,469,458	71,719,458
Remeasurements on retirement benefits (Note 16)	836,945	836,945
Retained earnings (Note 18)	372,994,969	1,351,560,170
Attributable to equity holders of the Parent	561,674,076	1,544,489,277
Non-controlling interests	232,923,237	232,219,136
Total equity	794,597,313	1,776,708,413
Total liabilities and equity	817,172,525	1,794,346,896

See accompanying Notes to Consolidated Financial Statements

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF INCOME
FOR THE PERIODS ENDED SEPTEMBER 30, 2025 AND 2024
(IN PHILIPPINE PESOS)
(UNAUDITED)**

	Third Quarter		To – Date	
	July to September		January to September	
	2025	2024	2025	2024
Revenue and other income				
Interest income (Notes 6 and 7)	12,592,265	19,050,815	48,776,269	62,156,464
Rental income (Notes 11 and 15)	604,289	618,568	1,812,865	3,987,642
Equity in net earnings of associates (Note 10)	631,469	565,170	1,417,448	12,061,386
Management fees (Note 15)	129,000	354,000	387,000	1,062,000
Gain on sale of investment property	-	-	-	1,272,083,759
Others (Note 15)	43,838	5,651	(63,618)	2,071,300
	14,000,861	20,594,204	52,329,964	1,353,422,551
Operating expenses (Note 19)	(8,650,835)	(5,464,652)	(20,292,174)	(21,469,470)
Income before income tax expense	5,350,026	15,129,552	32,037,790	1,331,953,081
Income tax expense	(2,561,996)	(3,427,761)	(9,898,888)	(202,646,742)
Net income for the period	2,788,030	11,701,791	22,138,902	1,129,306,339
Attributable to:				
Equity holders of the parent	2,578,936	11,366,744	21,434,801	588,320,247
Noncontrolling interests	209,094	335,047	704,101	540,986,092
	2,788,030	11,701,791	22,138,902	1,129,306,339
Earnings Per Share Attributable to Equity Holders of the Parent *	P0.05	P0.20	P0.38	P10.28
<i>*Equity holders of the parent divided by the Number of shares outstanding as of end of the period</i>	P2,578,936/ 57,233,019	<i>P11,366,744/ 57,233,019</i>	P21,434,801/ 57,233,109	<i>P588,320,247/ 57,233,019</i>

See accompanying Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF TOTAL COMPREHENSIVE INCOME
FOR THE PERIODS ENDED SEPTEMBER 30, 2025 AND 2024
(IN PHILIPPINE PESOS)
(UNAUDITED)

	Third Quarter July to September		To - Date January to September	
	2025	2024	2025	2024
NET INCOME	2,788,030	11,701,791	22,138,902	1,129,306,339
OTHER COMPREHENSIVE INCOME				
Item that may be reclassified to profit and loss:				
Unrealized fair value gain on available- for-sale financial assets (Note 9)	(4,250,000)	-	(4,250,000)	10,000,000
TOTAL COMPREHENSIVE INCOME	(1,461,970)	11,701,791	17,888,902	1,139,306,339
ATTRIBUTABLE TO:				
Equity holders of the parent	(1,671,064)	11,366,744	17,184,801	598,320,247
Noncontrolling interest	209,094	335,047	704,101	540,986,092
	(1,461,970)	11,701,791	17,888,902	1,139,306,339

See accompanying Notes to Consolidated Financial Statements

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED SEPTEMBER 30, 2025 AND 2024
(UNAUDITED)
IN PHILIPPINE PESOS**

	Attributable to equity holders of the Parent								
	Share capital (Note 17)	Share premium	Treasury shares (Note 18)	Investment revaluation reserve (Note 9)	Remeasurements on retirement benefit asset (Note 16)	Retained earnings (Note 18)	Total	Non-controlling interests (Note 2)	Total equity
Balance as of January 1, 2025	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
Comprehensive income									
Net income for the period	-	-	-	-	-	21,434,801	21,434,801	704,101	22,138,902
Effect of change in accounting for leases	-	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	(4,250,000)	-	-	(4,250,000)	-	(4,250,000)
Total comprehensive income	-	-	-	(4,250,000)	-	21,434,801	17,184,801	704,101	17,888,902
Transaction with the owners									
Cash dividend declared	-	-	-	-	-	(1,000,000,002)	(1,000,000,002)	-	(1,000,000,002)
Balance as of Sept. 30, 2025	73,173,500	73,203,734	(26,004,530)	67,469,458	836,945	372,994,969	561,674,076	232,923,237	794,597,313
Balance as of January 1, 2024	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									
Net income for the period	-	-	-	-	-	588,320,247	588,320,247	540,986,092	1,129,306,339
Effect of change in accounting for leases	-	-	-	-	-	(13,115,837)	(13,115,837)	(12,601,491)	(25,717,328)
Other comprehensive income	-	-	-	10,000,000	-	-	10,000,000	-	10,000,000
Total comprehensive income	-	-	-	10,000,000	-	575,204,410	585,204,410	528,384,601	1,113,589,011
Transaction with the owners									
Cash dividend declared	-	-	-	-	-	(11,446,604)	(11,446,604)	(618,397,730)	(629,844,344)
Balance as of Sept. 30, 2024	73,173,500	73,203,734	(26,004,530)	79,422,057	1,349,030	1,337,214,934	1,538,358,725	240,388,508	1,778,747,233

See accompanying Notes to Consolidated Financial Statements

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED SEPTEMBER 30, 2025 AND 2024
(IN PHILIPPINE PESOS)
(UNAUDITED)

	September 30 2025	September 30 2024
Cash flows from operating activities		
Income before income tax expense	32,037,790	1,331,953,081
Adjustments for:		
Depreciation and amortization (Notes 11, 12, 13 and 19)	592,422	578,841
Retirement benefit expense	297,000	330,000
Provision for (reversal of) impairment losses – net (Note 8)	211,194	4,310,060
Equity in net earnings of associates (Note 10)	(1,417,448)	(12,061,386)
Interest income (Notes 6, 7 and 15)	(48,776,269)	(62,156,464)
Gain on sale of investment property (Note 11)	-	(1,272,083,759)
Operating loss before changes in assets and liabilities	(17,055,311)	(9,129,627)
Changes in operating assets and liabilities		
Decrease (increase) in:		
Receivables (Notes 7, 15, and 21)	(71,237)	(200,730)
Other current assets (Note 8)	(47,788)	(4,256,233)
Increase (decrease) in		
Accrued expenses and other current liabilities	5,387,357	4,848,891
Advance rentals and deposits	-	(138,000)
Net cash provided (absorbed) by operations	(11,786,979)	(8,875,699)
Interest received from cash and cash equivalent	52,586,381	61,912,872
Income tax paid	(9,896,516)	(202,683,220)
Net cash from operating activities	30,902,886	(149,646,047)
Cash flows from investing activities		
Proceeds from sale of investment property	-	1,474,392,416
Purchase of property and equipment	-	(128,992)
Net cash provided by investing activities	-	1,474,263,424
Cash flows from financing activities		
Cash dividend declared and paid	(1,000,000,002)	(629,844,334)
Net cash used in financing activities	(1,000,000,002)	(629,844,334)
Net increase in cash and cash equivalents	(969,097,116)	694,773,043
Cash and cash equivalents at the beginning of the period	1,267,990,092	575,523,245
Cash and cash equivalents at the end of the period (Note 6)	298,892,976	1,270,296,288

See accompanying Notes to Consolidated Financial Statements

KEPPEL PHILIPPINES HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in Philippine Pesos)

1. General Information

Keppel Philippines Holdings, Inc. (KPHI or the Parent Company) and its subsidiaries, KPSI Property, Inc. (KPSI) and Goodwealth Realty Development Corporation (GRDC), including GRDC's subsidiary, Goodsoil Marine Realty, Inc. (GMRI) (collectively referred to as "the Group"), are 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 is 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 while the subsidiaries are 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 was no follow on offering after the IPO. The Parent Company's shares were publicly traded in the Philippine Stock Exchange (PSE/Exchange) until July 7, 2025. On February 14, 2025, KPHI's Board of Directors approved the filing of Petition for Voluntary Delisting with the PSE. At least two-thirds of the KPHI stockholders approved the voluntary delisting from PSE during its special stockholders' meeting on April 24, 2025.

On September 25, 2025, the Board of Directors of PSE approved the Petition for Voluntary Delisting and the removal of KPHI's shares from the Exchange's registry effective July 8, 2025. Henceforth, KPHI is considered a non-listed public company.

As of September 30, 2025 and December 31, 2024, the shareholders are the following:

	Percentage of Ownership	
	September 30, 2025	December 31, 2024
Kepwealth, Inc.	99.34%	53.35%
Keppel Ltd. (KL)	-	29.52%
Public	0.66%	17.13%

The significant change in the shareholdings of Kepwealth Inc. came after it notified the Company of its intention to make a tender offer to all public shareholders in support of the voluntary delisting of the Company from the Philippine Stock Exchange, Inc. (PSE) at a tender offer price of P27.40 per share and of its intention to acquire the shareholdings of Keppel Ltd and other interested shareholders prior to the tender offer period at the same tender offer price. The tender offer commenced on April 8, 2025 and ended June 11, 2025.

As of September 30, 2025, Kepwealth, Inc. owns 56,852,840 shares out of the 57,233,019 common shares of KPHI or 99.34% as compared to December 31, 2024 or 30,532,930 shares or 53.35%. Kepwealth Inc. is 60% owned by Kepventure Inc. and 40% owned by Keppel Ltd.

As at September 30, 2025 and December 31, 2024, the following are the Parent Company's subsidiaries are as follows:

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

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

GMRI has 25% shareholdings with Consort Land, Inc. (CLI), providing KPHI with 13% indirect ownership in CLI.

The ultimate parent company of the Group is KL, a company incorporated in Singapore and listed in Singapore Exchange.

The Parent Company has six (6) and five (5) regular employees as at September 30, 2025 and December 31, 2024. The administrative functions of the subsidiaries are handled by the Parent Company's management.

As of September 30, 2025, the Parent Company has 197 shareholders owning at least 100 shares (Dec. 2024 – 233).

2. Basis of Preparation and Statement of Compliance

Basis of Preparation

The unaudited consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards (PAS), and interpretation of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Financial Reporting Standards Council (FRSC) and adopted by the SEC.

The unaudited consolidated financial statements have been prepared on a historical cost basis, except for financial assets at FVOCI and fair value of plan assets within retirement benefits.

The preparation of the unaudited consolidated financial statements in conformity with PFRS 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 judgement and complexity, or areas where estimates and assumptions are significant to the consolidated financial statements are disclosed in Note 5.

Basis of Consolidation

The unaudited consolidated financial statements comprise the separate financial statements of the Parent Company and its subsidiaries. The Group uses uniform accounting policies; any difference between 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 assessing from other contractual arrangements
- The Group's voting rights and potential voting rights.

The Parent Company re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Non-controlling interests (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 statement of comprehensive income and within equity in the consolidated statement of financial position and consolidated statement of changes in equity.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the NCI, even if it 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 acquisition. 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 and loss
- Reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, an appropriate as would be required if the Group had directly disposed of the related assets and liabilities

As of September 30, 2025 and December 31, 2024, NCI pertains to 44% and 5% ownership in GRDC of KPMIRP and SPMI, respectively.

The financial information (before the intercompany eliminations) of GRDC and its wholly owned subsidiary, GMRI, and NCI (after intercompany eliminations) as at September 30, 2025 and for the year ended December 31, 2024 are as follows:

	September 30, 2025 (Unaudited)			December 31, 2024 (Audited)		
	GRDC	GMRI	Total	GRDC	GMRI	Total
Current assets	2,293,727	35,464,196	37,709,957	2,147,091	35,116,242	37,263,333
Noncurrent assets	3,234,470	337,885,268	341,119,738	3,237,716	338,084,976	341,322,692
Total assets	5,528,197	373,349,464	378,877,661	5,384,807	373,201,218	378,586,025
Current liabilities	106,482	799,134	905,616	126,922	506,550	633,472
Noncurrent liabilities	-	-	-	-	-	-
Total liabilities	106,482	799,134	905,616	126,922	506,550	633,472
Revenue and income	301,007	1,432,293	1,733,300	19,790,506	1,294,078,542	1,313,869,048
Income before income tax	204,787	142,121	346,908	19,634,304	1,261,143,366	1,280,777,670
Net income and total comprehensive income	163,830	(144,338)	19,492	19,500,684	1,065,770,033	1,085,270,717
Cash flows from:						
Operating activities	114,790	328,385	443,175	539,057	(172,781,731)	(172,242,674)
Investing activities	-	-	-	18,964,802	1,466,892,416	1,485,857,218
Financing activities	-	-	-	(18,500,000)	(1,280,000,000)	(1,298,500,000)
Net increase (decrease) in cash and cash equivalents	114,790	328,385	443,175	1,003,859	14,110,685	15,114,544
Accumulated balance of material NCI	(7,216,909)	240,140,146	232,923,237	(7,297,186)	239,516,322	232,219,136
Net income and total comprehensive income attributable to material NCI	80,277	623,824	704,101	262,582	528,527,647	528,790,229

Accumulated balance of material NCI, and net income and total comprehensive income attributable to material NCI as at September 30, 2024 are P240.4 million and P541.0 million, respectively. There are no significant restrictions on the Group's ability to use assets or settle liabilities within the Group. There is no difference in the voting rights of non-controlling interests as compared to the majority stockholders.

3. Summary of Changes in Significant Accounting Policies and Disclosures

There are no new standards, amendments to existing standards, and interpretations that are effective for the annual periods, at January 1, 2025, which would have a significant impact or are considered relevant to the Group's consolidated financial statements

4. Significant Accounting Policies

The Group's disclosures on significant accounting principles and policies and practices are substantially the same as the disclosures made on December 31, 2024 audited financial statements and for the period ended September 30, 2025. Any additional disclosures on the significant changes of accounts and subsequent events are disclosed in the succeeding notes and presented in the Management Discussion and Analysis.

5. Significant Accounting Judgment, Estimates and Assumptions

The Group's unaudited consolidated financial statements prepared under PFRS require management to make judgments and estimates that affect amounts reported in the consolidated financial statements and related notes. Future events may occur which will cause the judgment and assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments and estimates 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.

As of September 30, 2025, there were no judgment, seasonal or cyclical aspects that materially affect the operation of the Group, no substantial nature and amount of changes in estimates of amounts reported in prior interim periods of the current financial year or changes in the estimates of amounts reported in December 31, 2024 audited financial statements, and no unusual items that materially affect the Group's assets, liabilities, equity, net income or cash flows.

6. Cash and Cash Equivalents

This account consists of:

	Unaudited September 30 2025	Audited December 31 2024
Cash in banks	13,274,542	8,330,073
Cash equivalents	285,618,434	1,259,660,019
	298,892,976	1,267,990,092

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 of up to six (6) months depending on the immediate cash requirements of the Group and earned interest at annual interest that ranged from 5.4% to 6.0% during the nine-month period of 2025 and 5.875% to 6.0% in 2024 for Philippine Peso Fixed Deposit. For US Dollar Fixed Deposit, interest ranges from 3.875% to 4.75% in 2025 (2024 – None).

Interest income earned from cash and cash equivalents amounted to P48.8 million for the period ended September 30, 2025 compared to P62.2 million during the same period last year. Accrued interest receivable from cash and cash equivalents amounted to P0.8 million on September 30, 2025 compared to P4.6 million as of December 31, 2024.

7. Receivables - Net

This account consists of:

	Unaudited September 30 2025	Audited December 31 2024
Interest receivable (Note 6)	839,518	4,649,630
Lease receivables (Note 15)	71,237	-
	910,755	4,649,630
Less non-current portion of lease receivables (Note 11)	-	-
	910,755	4,649,630

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

The current portion of lease receivables and due from related parties are non-interest bearing and are generally 30 to 60-day terms. The noncurrent 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. As of March 31, 2024, the non-current lease receivables were terminated due to the sale of the land area which is subject to the long-term lease last March 7, 2024. (Note 11)

There is no allowance for impairment related to lease receivables from third parties, non-trade and other receivables as of September 30, 2025 and December 31, 2024.

8. Other Current Assets – Net

This account consists of:

	Unaudited September 30 2025	Audited December 31 2024
Creditable withholding taxes (CWT)	4,734,713	4,630,406
Input value-added tax (VAT)	3,551,212	2,990,046
Prepaid expenses	332,440	1,136,498
Deposits	192,340	192,340
Advances to employees	65,512	122,684
Others	303,239	59,694
	9,179,456	9,131,668
Less allowance for impairment loss	(7,790,055)	(7,578,861)
	1,389,401	1,552,807

Movements in the provision for impairment related to Input VAT and CWT as follows:

Unaudited September 30, 2025	Input VAT	CWT	Total
Balance at the beginning of the period	2,990,046	4,588,815	7,578,861
Provision for the period	84,944	126,250	211,194
Recovery of provision	-	-	-
Net provision (recovery)	84,944	126,250	211,194
Balance at the end of the period	3,074,990	4,715,065	7,790,055

Audited December 31, 2024	Input VAT	CWT	Total
Balance at the beginning of the period	-	3,195,092	3,195,092
Provision for the year	2,990,046	1,393,723	4,383,769
Recovery of provision	-	-	-
Net provision (recovery)	2,990,046	1,393,723	4,383,769
Balance at the end of the period	2,990,046	4,588,815	7,578,861

9. Financial Assets through Other Comprehensive Income

Details and movement of financial assets at FVOCI as at and for the end of the period:

	Unaudited September 30 2025	Audited December 31 2024
Original cost	316,004	316,004
Accumulated revaluation		
Beginning	84,683,996	69,683,996
Unrealized fair value gain	(5,000,000)	15,000,000
End	79,683,996	84,683,996
Balance at the end of the period	80,000,000	85,000,000

The movement of investment revaluation reserve for the period is as follows:

	Unaudited September 30 2025	Audited December 31 2024
Balance at the beginning of the period	71,719,458	69,422,057
Unrealized fair value gain	(4,250,000)	2,297,401
Balance at the end of the period	67,469,458	71,719,458

This account pertains to proprietary golf club share that provides the Group with opportunities for return of capital gains. This share does not have a 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.

10. Investment in Associates – at Equity

This account consists of:

	Unaudited September 30 2025	Audited December 31 2024
Investment in associate - CLI	337,596,800	337,596,800
Accumulated share in net income:		
Balance at beginning of the period	92,873,047	80,015,230
Equity in net earnings of associate	1,417,448	12,857,817
Cash dividend received	-	-
Balance at end of the period	94,290,495	92,873,047
	431,887,295	430,469,847

This account consists of GMRI's 25% investment or 17,466,196 shares out of 70,000,000 shares in CLI, a company incorporated in the Philippines. CLI is involved in property leasing and power distribution located at Cabangaan Point, Brgy. Cawag, Subic, Zambales.

CLI's financial information for the periods ended September 30, 2025 and December 31, 2024 follows:

	Unaudited September 30 2025	Audited December 31 2024
Current assets	134,678,705	137,052,906
Noncurrent assets	247,453,230	249,392,902
Current liabilities	26,737,632	36,732,659
Non-current liabilities	2,011,610	2,011,610
Net assets	353,382,693	347,701,539
Revenue	75,107,095	139,321,688
Income before income tax	6,877,516	52,726,235
Net income and total comprehensive income	5,681,156	51,534,338

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 share in the net assets of CLI amounted to P88.2 million as at September 30, 2025 (December 31, 2024 –P86.8 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 property is P3.05 billion as at December 31, 2024 (2023 – P2.7 billion) based on the latest valuation report of a third-party appraiser.

In March 2024, CLI sold to a non-related third party its 600 sqm residential land situated at Subic, Zambales for P6.6 million with book value of P2.3 million. In June 2024, CLI also sold 20,000 sqm vacant land at Brgy. Asinan Proper, Subic, Zambales for P62.0 million with book value of P7.0 million.

As at September 30, 2025 and December 31, 2024, 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 September 30, 2025 and December 31, 2024.

11. Investment Properties - Net

This account consists of:

Unaudited September 30, 2025			
	Land	Condominium Units	Total
Cost	2,979,782	3,689,178	6,668,960
Accumulated depreciation	-	(3,689,178)	(3,689,178)
Net book values	2,979,782	-	2,979,782
Audited December 31, 2025			
	Land	Condominium Units	Total
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

Investment properties represent the parcels of land situated in Batangas City and condominium units in Makati City, which are held for lease. The land is held by GRDC. Condominiums 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. In June 2024, GMRI declared and paid P1.28 billion to all its shareholders.

Based on an appraisal made by an accredited independent appraiser and after the sale of 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 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 at Level 3 which uses 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, neighborhood, size and development

The fair value of the investment properties is higher than its net book values as at September 30, 2025 and December 31, 2024. Further, based on management assessment, no changes indicating impairment with respect to asset conditions, intended utilization and performance, industry and economic trends. The management believes that the fair value as at September 30, 2025 has not significantly changed from the last valuation date.

Group as a lessor

The Group 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 in 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 the 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) year to three (3) years with the option to renew for another one (1) year to three (3) years 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 period ended September 30, 2025 and 2024 consists of the following:

	Unaudited September 30 2025	Unaudited September 30 2024
Third parties	1,587,865	3,672,642
Related parties	225,000	315,000
	1,812,865	3,987,642

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

The operating expenses directly attributable to the investment properties pertaining to real estate taxes amounted to P0.06 million as of September 30, 2025 (2024 – P0.7 million).

Advance rentals as at September 30, 2025 and December 31, 2024 are as follows:

	Unaudited September 30 2025	Audited December 31 2024
Third parties	396,508	396,508
Related parties	35,000	35,000
	431,508	431,508
Less: Current portion	101,390	101,390
Non-current portion	330,118	330,118

Refundable deposits as at September 30, 2025 and December 31, 2024 are as follows:

	Unaudited September 30 2025	Audited December 31 2024
Third parties	496,317	496,317
Less: Current portion	166,199	166,199
Non-current portion	330,118	330,118

12. Property and Equipment - Net

This account consists of:

Unaudited September 30, 2025				
	Commercial Building	Office machine, furniture and fixtures	Transportation Equipment	Total
Cost:				
January 1	5,397,020	1,417,818	776,186	7,591,024
Addition	-	-	-	-
September 30	5,397,020	1,417,818	776,186	7,591,024
Accumulated depreciation:				
January 1	5,397,020	910,608	776,186	7,083,814
Depreciation	-	102,525	-	102,525
September 30	5,397,020	1,013,133	776,186	7,186,339
Net Book Value	-	404,685	-	404,685

Audited December 31, 2024				
	Commercial Building	Office machine, furniture and fixtures	Transportation Equipment	Total
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	6,937,932
Depreciation	-	123,120	-	123,120
Disposal	-	(108,000)	-	(108,000)
December 31	5,397,020	910,608	776,186	7,083,814
Net Book Value	-	507,210	-	507,210

The Group purchased computer equipment worth P128,992 as of December 2024 and none as of September 2025.

Based on the results of management assessment, the Group believes that there was no objective evidence that indicators of impairment exist as at September 30, 2025 and December 31, 2024.

13. Intangible Assets – Net

This account pertains to computer software programs.

	Unaudited September 30 2025	Audited December 31 2024
Cost:		
January 1 and September 30	4,572,381	4,572,381
Accumulated depreciation:		
January 1 and September 30	3,374,853	2,721,656
Depreciation	489,897	653,197
	3,864,750	3,374,853
Net Book Value	707,631	1,197,528

Based on the results of management assessment, the Group believes that there was no objective evidence that indicators of impairment exist as at September 30, 2025 and December 31, 2024.

14. Accrued Expenses and Other Current Liabilities

This account consists of:

	Unaudited September 30 2025	Audited December 31 2024
Accrued expenses	2,627,496	2,021,171
Payable to government agencies	268,171	276,317
Others	5,640,996	851,818
	8,536,663	3,149,306

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, Social Security System, Home Development Mutual Fund, and Philippine Health Insurance Corporation contribution payables.

Others pertain to unclaimed monies or dividends by shareholders (Note 15).

15. Related Party Transactions

In the normal course of business, the Group transacts with companies which are considered related parties. Significant related transactions and balances as of September 30, 2025 and December 31, 2024 are as follows:

		As of September 30, 2025		As of December 31, 2024			
Related Party	Notes	Transaction (3rd quarter)	Outstanding receivable (payable)	Transactions (annual)	Outstanding receivable (payable)	Terms and conditions	
Entities under common control							
Leases (a)							
Rental Income							
Keppel IVI Investments, Inc. (KIVI)		225,000	-	300,000	-	The outstanding balance is collectible in cash, within first five (5) days of each month, non-interest bearing and unsecured.	
Keppel Energy and Consultancy Inc. (KECI)		-	-	120,000	-		
	7,11	225,000	-	420,000	-		
Advance rentals							
KIVI		-	(25,000)	-	(25,000)	The outstanding balance is collectible in cash, within first five (5) days of each month, non-interest bearing and unsecured.	
KECI		-	(10,000)	-	(10,000)		
	11	-	(35,000)	-	(35,000)		
Management & accounting services fees (b)							
KIVI		135,000	-	180,000	-	The outstanding balance is collectible in cash on demand,	
Kepventure, Inc.		45,000	-	60,000	-		
Bay Phils. Holdings Inc.		-	-	605,000	-	Non-interest bearing and Unsecured.	
KECI		-	-	240,000	-		
		180,000	-	1,085,000	-		
Associates							
Commission income received from CLI	11	-		2,058,000			
Shareholders of the Parent Company							
Cash dividend declared and paid							
Keppwealth Inc.		993,357,475	-	6,106,586		Outstanding balance is collectible in cash on pay-out date as approved by the Parent Company's BOD, non-interest bearing, unguaranteed, and unsecured.	
KL		-	-	3,378,818			
Others		6,642,527	(5,640,996)	1,961,200	(851,818)		
		1,000,000,002	(5,640,996)	11,446,604	(851,818)		
Management fees – Kepwealth Inc. (b)		207,000		276,000	-	Outstanding balance is collectible in cash at gross amount on demand, non-interest bearing, unguaranteed and unsecured.	
Various expenses and charges (c)							
KL		464,181	-	237,978	-		
Key management personnel (d)							
Salaries and other short-term benefits		2,576,000		2,153,000	-	The outstanding balance is payable every designated	

The Group always 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 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 Group. The materiality threshold of the Group is ten percent (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 the majority of the independent directors voting to approve. In case 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.

Outstanding balances of transactions with related parties are unsecured and settlements are made in cash. As of this period, the Group has not made any provision for doubtful accounts relating to amounts owed by related parties because of the strong financial condition of the entities concerned. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates and the market in which the related party operates.

The following are the Group's significant transactions with related parties:

a) *Leases*

The Group leases certain investments properties to related parties (Note 11).

b) *Management and accounting services fees*

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

In April 2021, the Parent Company signed an accounting services agreement with Bay Philippines Holdings Corp., an entity under common control, with 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. Management services to KECI also ended due to its dissolution on January 23, 2025.

c) *Advances for various expenses and charges*

The Group paid for various reimbursable expenses which are utilized in the normal operations of the related parties.

d) *Key management personnel*

There was no share-based compensation, other long-term and termination benefits provided to key management personnel.

e) *Elimination*

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

	Unaudited September 2025	Audited December 31 2024
Investment in subsidiaries	110,165,069	110,165,069
Dividend income of Parent Company from subsidiaries	-	654,562,468
Dividend income of GRDC from GMRI	-	18,964,802
Commission income of Parent Company from GMRI	-	7,500,000
Management fees of Parent Company from subsidiary	585,000	780,000

16. Retirement Benefit Plan

The Group 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,

and the optional retirement date is at age 50 and completion of at least fifteen (15) 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 retirement is determined by using the amount necessary to provide for the portion of the retirement benefit accrued during the year.

The fair value of plan assets of the Group as at December 31, 2024 amounts to P4.2 million (2023 – P3.2 million). Contribution to the plan in 2024 amounted to P0.8 million and none in 2023.

The Group recognized provision for retirement benefit amounting to P0.2 million for the period ending September 30, 2025 (2024 – P0.12 million). As of September 30, 2025, the Group recognize accrued retirement liability of P1.0 million (December 2024 – P0.8 million).

Details of retirement benefit liability, net in the consolidated statements of financial position as at September 30, 2025 and December 31, 2024 are as follows:

	2025	2024
Fair value of plan assets	(803,474)	4,230,794
Accrual during the period	(297,000)	-
Present value of defined benefit obligation	-	(5,034,268)
	(1,100,474)	(803,474)

Movements in the retirement benefits obligation (asset), net as at September 30, 2025 and December 31, 2024 are as follows:

	2025	2024
January 1	803,474	837,483
Retirement benefit expense recognized in profit and loss	297,000	291,389
Contributions paid	-	(837,483)
Remeasurement gain in other comprehensive income	-	512,085
	1,100,474	803,474

17. Share Capital

The Class “A” and Class “B” shares of stock are identical in all respects and have ₱1 par value, except that Class “A” shares are restricted in ownership to Philippine nationals. Class “B” shares are 99.8% and 0.2% owned by Philippine nationals and foreign nationals, respectively, as of September 30, 2025. Each share has right of one (1) vote. Authorized and issued shares as of September 30, 2025 and December 31, 2024 as follows:

Authorized – P1 par value	
Class “A”	90,000,000
Class “B”	200,000,000
	290,000,000
Issued	
Class “A”	39,840,970
Class “B”	33,332,530
Share capital	73,173,500
Share premium	73,203,734

Details of the Parent Company’s weighted average number of shares as follows:

	Unaudited September 30 2025	Audited December 31 2024
Class “A”	35,756,070	35,756,070
Class “B”	21,476,949	21,476,949
	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 September 30, 2025 and 2024:

Common Shares	Number of Shares Registered	Issue/Offer Price	Date of Approval	Number of Holders of Securities
September 2025				
Class "A"	35,756,070	1.00	June 30, 2000	339
Class "B"	21,476,949	1.00	June 30, 2000	44
	57,233,019			

Common Shares	Number of Shares Registered	Issue/Offer Price	Date of Approval	Number of Holders of Securities
September 2024				
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			

There are 372 and 408 total shareholders per record holding both Class "A" and "B" shares for the periods ending September 30, 2025 and 2024, respectively.

18. Retained Earnings; Treasury shares

Retained earnings amounted to P373.0 million as at September 30, 2025 (December 31, 2024 – P1,351.6 million). The amount of unrestricted retained earnings is in excess of 100% of its paid-in capital amounted to P207.0 million as of September 30, 2025 (December 31, 2024 – P1,187.2 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.

Retained earnings are further restricted to the extent of treasury shares with the following details as of September 30, 2025 and 2024.

	September 2025		September 2024	
	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

There are no treasury shares purchased from 2024 up to September 30, 2025. The Company declared P1.0 billion cash dividends last August 13, 2025 or P17.472 per share to all its stockholders per record as of August 13, 2025 and paid on or before August 31, 2025. (September 2024 - P629.8M).

19. Operating Expenses

This account consists of:

	Unaudited September 30, 2025	Unaudited September 30, 2024
Salaries and benefits	6,516,361	6,244,020
Professional fees	6,274,341	5,936,398
Taxes and licenses	1,724,633	1,274,471
Repairs and maintenance	1,386,035	901,011
Advertising	639,291	52,490
Utilities	622,980	576,400
Depreciation and amortization	592,422	578,841
Membership dues and subscriptions	401,774	433,844
Office supplies	277,045	116,804
Provision (recovery) for impairment losses-net	211,194	4,310,060
Transportation and travel	87,800	196,540
Others	1,558,298	848,591
	20,292,174	21,469,470

Other expenses consist of fringe tax expense, insurance, postage, business development expenses and various items that are individually immaterial.

20. Operating Segments

For management reporting purposes, the Group's businesses are classified into the following business segments - (1) investment holding and (2) real estate. Details of the Group's business segments are as follows:

Unaudited September 30, 2025

	Investment Holdings	Real Estate	Combined	Eliminations	Consolidated
Revenues and income					
External customers	-	1,587,865	1,587,865	-	1,587,865
Equity in net earnings of an associate	-	-	-	1,417,448	1,417,448
Other related parties	972,000	225,000	1,197,000	(585,000)	612,000
Gain on sale of investment property	-	-	-	-	-
Interest income from banks & others	46,538,679	2,173,972	48,712,651	-	48,712,651
Total revenues and income	47,510,679	3,986,837	51,497,516	832,448	52,329,964
Income before income tax	29,078,424	1,541,918	30,620,342	1,417,448	32,037,790
Income tax expense	(9,337,670)	(561,218)	(9,898,888)	-	(9,898,888)
Net Income	19,740,754	980,700	20,721,454	1,417,448	22,138,902
Other comprehensive income	(4,250,000)	-	(4,250,000)	-	(4,250,000)
Total comprehensive income	15,490,754	980,700	16,471,454	1,417,448	17,888,902
Segment assets	435,817,786	491,519,806	927,337,592	(110,165,067)	817,172,525
Segment liabilities	21,522,419	1,949,134	23,471,553	(896,341)	22,575,212
Depreciation & amortization	327,821	264,601	592,422	-	592,422

Audited December 31, 2024

	Investment Holdings	Real Estate	Combined	Eliminations	Consolidated
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 from banks & others	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 benefit (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
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 & amortization	423,514	352,803	776,317	-	776,317

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 the segment. Segment revenue, segment expenses and segment results include transfers between business segments. Those transfers are eliminated in consolidation.

All the Group's revenues are derived from operation within the Luzon, an island in the Philippines, hence, the Group did not present geographical information required by PFRS 8, *Operating Segments*.

Revenue from third party as of September 30, 2025 amounted to P1.6 million (September 2024 – P3.7 million). Rental from SPMI comprises about 38% and 80% of the Group's rental revenue for the periods ended September 30, 2025 and 2024. SPMI is no longer a related company effective March 1, 2023.

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 September 2025, total rental income accounted for 3% of the Group's consolidated revenues and income (September 2024 – 0.3%).

21. Other Matters

The Group has land rights over a 10.4-hectare property located in Bauan, Batangas which is subject to a legal case against PNOC. On September 2, 2021, the Group 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 Group'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. 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 reverse the Court of Appeals' October 25, 2023 Decision. The case is still pending as at this period.

22. Financial Risk Management Objectives and Capital Management

Financial Risk Management

The Group's activities expose it to a variety of financial risks: credit risk, interest rate risk, 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 is not significant. There are no significant concentration of credit risk pertaining to receivables.

The table below shows the maximum exposure to credit risk of the financial assets of the Group:

	Unaudited September 30 2025	Audited December 31 2024
<i>Cash and receivables</i>		
Cash and cash equivalents	298,892,976	1,267,990,092
Receivables, at gross	910,755	4,649,630
Advances to employees	65,512	122,684
	299,869,243	1,272,762,406

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

- High performing – settlements are obtained from counterparty following the terms of the contracts without history of default.
- Underperforming – some reminder follow-ups are performed to collect accounts from counterparty.
- 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*

There is low credit exposure and immaterial ECL on receivable as this represents accrued interest from cash and cash equivalents placed on accredited universal banks. 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 the future cash flows of a financial instrument will fluctuate because of the 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 pretermination 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 values of the equities will decrease resulting from changes in the levels of equity indices and the value of the individual stocks. The Group's price risk exposure relates to its quoted equity investments where values will fluctuate due to 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 instrument or its issuer or factors specific to the instruments traded in the market.

(c) Liquidity Risk

Liquidity 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 using cash and cash equivalents. The Group also monitors its risk of 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.

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 to support its business and maximize shareholder value. The Group manages its capital structure and adjusts it, considering the changes in economic conditions.

The Group monitors capital using a debt-to-equity ratio, which is the 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 of September 30, 2025 and December 31, 2024 are as follows:

	Unaudited September 30 2025	Audited December 31 2024
Total liabilities	22,575,212	17,638,483
Total equity	794,597,313	1,776,708,413
Debt to equity ratio	0.03:1	0.01:1

There were no changes in the Group's approach to capital management during the period.

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 September 30, 2025 and December 31, 2024. The carrying value of long-term advance rental and deposits approximate their fair values as the impact of discounting is immaterial.

The fair value of quoted equity instruments is determined by reference to the 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 September 30, 2025 and December 31, 2024, the Group classifies its financial asset as FVOCI under Level 2 of the fair value hierarchy and 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 the market approach. The Group does not have assets and liabilities measured at fair value on a non-recurring basis during these periods.

23. Financial Soundness - Key Performance Indicators

	Unaudited September 30 2025	Audited December 31 2024
A. Current and liquidity ratios		
1. Current ratio - (Current assets/Current liabilities)	34.19	372.74
2. Acid-test ratio or Quick ratio - (Monetary current assets/Current liabilities)	34.04	372.28
B. Solvency ratio		
1. Net income + depreciation/Total liabilities (annualized)	1.34	63.45
2. Total assets/Total liabilities	36.20	101.73
C. Debt to equity ratio – (Total liabilities/Total equity)	0.03	0.01
D. Asset to equity ratio (Total assets/Total equity)	1.03	1.01
E. Debt ratio (Total liabilities/Total assets)	0.03	0.01
F. Interest rate coverage ratio (EBIT/Interest expense)	Nil	Nil
G. Profitability % (annualized)		
1. Return on assets (Net income/Total assets)	3.61	62.33
2. Return on equity (Net income/Total equity)	3.71	62.94
3. Net profit margin (Net income/revenue)	42.31	81.35
H. Earnings per share attributable to equity holders of the Parent (Annualized) - (₱)	0.52	10.30
I. Book value per share attributable to equity holders of the Parent (₱)	9.81	26.99

24. Shares Market Price

	June 18, 2025	September 30, 2025		December 31, 2024	
Stock Symbol	Tender Offer Cross Date Price	Last Trading Date	Last Closing Price	Last Trading Date	Last Closing Price
KPH	27.40	May 19, 2025	25.85	Dec. 27 2024	16.46
KPHB	27.40	May 9, 2025	26.10	Dec. 27, 2024	18.84

25. Aging of Current Receivable as at September 30, 2025 in Philippine Pesos

	Total	Current	2-3 Mos	4 - 6 Mos	7 -12 Mos	More than 1 year
Interest receivable	839,518	839,518	-	-	-	-
Lease receivables - current	71,237	71,237	-	-	-	-
Nontrade - receivables	-	-	-	-	-	-
Total	910,755	910,755	-	-	-	-
Less Allowance for doubtful accounts	-	-	-	-	-	-
Net Receivables	910,755	910,755	-	-	-	-

EXHIBIT II

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Results of Operations

The Group recorded a net income of P22.14 million for the period ended September 30, 2025, P1.1 billion lower than P1.13 billion during the same period last year. The reasons for the changes in net income are discussed as follows:

The Group earned interest income from short-term time deposits of P48.8 million as of September 30, 2025, P13.4 million or 22% lower than the interest of P62.2 million earned during the same period last year. The decrease in interest earned from deposits was due to lower fixed deposits of P285.6 million as of September 30, 2025 as against same period last year of P1.26 billion. The reduction in fixed deposit was due mainly to the dividend payment of P1.0 billion to shareholders per record as of August 2025. Lower interest rates of 5.4% to 6% for the nine-month period of 2025 as compared to previous period of 5.875% to 6.125% also contributed to the decrease in interest income.

Rental revenue for the period ending September 30, 2025 amounted to P1.8 million compared to P4.0 million in September 2024. The P2.2 million decrease was due to the termination of the lease rental from SPMI because of the Batangas land sale in March 2024.

As of September 30, 2025, the Group recognized net earnings from its share in an associate of P1.4 million compared to P12.1 million during the same period last year. The decrease in equity share was due to higher CLI's net income last year of P48.4 million brought by the gain on sale of land at Subic amounting to P59.3 million as against this year's net income of P5.6 million.

Management fees charged to related parties amounted to P0.4 million as of September 30, 2025 as against P1.1 million of the same period last year. The decrease was due to the termination of service agreement with related parties in November 2024 and January 2025.

On March 7, 2024 the Company earned P1.3 billion net gain from the sale of investment property of its 51% subsidiary, GMRI, of its land with total area of 24.9 hectares located in Bauan, Batangas to a non-related third party for P1.5 billion. The sale was a result of a strategic review of investments and the opportunity to sell the land at valuation on at "as is where is" basis. The cost of the land, commission, and real property tax totaling P227.9 million were charged against the proceeds.

The operating expenses as of September 30, 2025 amounted to P20.3 million which is lower by P1.2 million as compared to same period last year's P21.5 million. The decrease was due to the recognition in 2024 of provision for doubtful accounts for CWT and VAT amounting to P4.3 million as against this period of P0.2 million. These were partially offset by the increase in salaries and benefits by P0.3 million, advertising expenses by P0.6 million and repairs and maintenance by P0.5 million, payment of 2022 tax discrepancy per BIR tax audit amounting to P0.9 million as against assessment of P14.0 million and other miscellaneous expenses relating to the tender offer in April to June 2025 and delisting in July 2025

Financial Condition

The cash position of the Group as of September 30, 2025 amounted to P298.9 million, P969.1 million or 76% lower than the P1.27 billion recorded as of December 31, 2024. The decrease was due to payment of dividend of P1.0 billion, cash absorbed by operation of P11.8 million and tax payments of P9.9 million which were partially offset by interest received from time deposits of P52.6 million.

Total current receivables as of September 30, 2025 amounted to P0.9 million as against last December 31, 2024 of P4.6 million. The decrease was due mainly to the lower accrued interest receivable.

Other current assets as of September 30, 2025 amounted to P1.4 million which is 11% lower than P1.6 million as of December 31, 2024. This account consists of creditable withholding tax and input tax but are net of provisions or allowances, prepaid expenses, deposits and advances.

Financial assets at fair value through other comprehensive income (FVOCI) decreased to 80.0 million as of September 30, 2025 as against P85.0 million on December 31, 2024.

Investments in associates as of September 30, 2025 and December 31, 2024 amounted to P431.9 million and P430.5 million, respectively. The P1.4 million increase was due mainly to the recognition of equity in net earnings of associate for the period.

Total fixed and intangible assets as of September 30, 2025 decreased from P4.7 million as of December 31, 2024 to P4.1 million this year, brought by depreciation for the period of P0.6 million.

Total liabilities as of September 30, 2025 and December 31, 2024 amounted to P22.6 million and P17.6 million, respectively. The increase of P4.9 million was due mainly to increase in unclaimed dividends payable of P4.8 million

The equity attributable to equity holders of the Parent Company as of September 30, 2025 amounted to P561.7 million as against last December 31, 2024 of P1.54 billion. The decrease of P982.8 million was due to payment of dividend of P1.0 billion partially offset by net income of P21.4 million of September 30, 2025. There was also fair value loss of P4.3 million on financial assets at FVOCI. As of September 2024, the Group also declared P629.8 million after the sale of GMRI's land in Bauan, Batangas.

Non-controlling interests as of September 30, 2025 amounted to P232.9 million as against last December 31, 2024 of P232.2 million. The increase was due to net income attributable to the noncontrolling interests of P0.7 million.

The book value per share attributable to equity holders of the parent (equity attributable to equity holders of the parent divided by common shares outstanding) dropped to P9.81 as of September 30, 2025 as against December 31, 2024 of P26.99 per share due to the cash distribution of P17.472 per share given in August 2025

Earnings per share attributable to the equity holders of the Parent (net earnings for the nine-month period by common shares outstanding) as shown in the consolidated statement of income is P0.38 and P10.28 as of periods ended September 30, 2025 and 2024.

Material Events and Uncertainties

A. During the Reporting Period

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, except for the significant event described below. 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. The significant event during the reporting period is the declaration and payment of dividends of P1.0 billion in August 2025 as approved during the Special Board of Directors Meeting held on August 13, 2025.

B. Prior to the Reporting Period

Significant events during the year prior to the reporting period, include (i) the Tender Offer (TO) of Kepwealth, Inc. ("Kepwealth") for all the outstanding common shares of KPHI owned by the other shareholders at the price of P27.40 per share during the TO period from April 28 to June 11, 2025 and (ii) the voluntary delisting of KPHI from the PSE on July 8, 2025.

A Special Stockholders' Meeting was held on April 24, 2025, whereby the stockholders owning at least two-thirds (2/3) of the total outstanding and listed shares of the Company approved the Voluntary Delisting of KPHI as required by and in compliance with the Amended Delisting Rules of the PSE.

The TO commenced on April 28, 2025 and was set to end on May 27, 2025, but was deemed extended to May 28, 2025 in light of Proclamation No. 878 issued by the President of the Philippines dated May 6, 2025 declaring May 12, 2025 as a special (non-working) holiday in the Philippines on account of the national and local elections.

On May 21, 2025, Kepwealth requested and was granted by SEC on May 26, 2025 to extend the TO Period for its TO for all outstanding common shares of KPHI from May 28, 2025 to June 11, 2025 (i) to provide minority shareholders additional time to consider tendering their shares, (ii) to participate in the tender offer, (iii) to prepare the necessary documentary requirements, and (iv) to provide the minority shareholders an extended opportunity to exit from KPHI in view of the intended delisting of KPHI.

The accepted TO shares were crossed through the facilities of the PSE on June 18, 2025. The settlement of the tendered shares, consisting of (i) payment of the TO price, net of applicable charges, to the tendering shareholders and (ii) crediting to the account of Kepwealth with the tendered shares acquired/purchased was done on June 20, 2025.

After the crossing and settlement of the tendered shares at the PSE on June 18, 2025 and June 20, 2025, respectively, Kepwealth's shareholding in KPHI has increased from 89.86% to 99.34%, well above the 95% threshold to enable KPHI to voluntarily delist from the PSE. The remaining shares held by the minority shareholders or by the public shareholders who did not participate in the TO is equivalent to 0.66%.


In its letter dated June 25, 2025, PSE informed KPHI that, on even date, its Board of Directors approved the Petition for Voluntary Delisting filed by KPHI and the removal of KPHI's shares from the PSE's registry effective July 8, 2025.


On July 8, 2025, KPHI was officially delisted and removed from PSE's registry. As a result, the Company's status has changed from a publicly listed company to a non-listed public company.

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 thereunto duly authorized.

Issuer : **KEPPEL PHILIPPINES HOLDINGS, INC.**

Signature and Title : 
ALAN M. CLAVERIA
President


FELICIDAD V. RAZON
VP/Treasurer

Date : November 6, 2025