

COVER SHEET

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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	,		
I	N	C	.																										

(Company's Full Name)

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

8892 1816
8815-9071

Company Telephone Number

1	2
Month	

3	1
Day	

SEC FORM 17-C Extension of the Tender Offer Period

FORM TYPE

0	4
Month	

2	5
Day	

Annual Meeting

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Secondary License Type, if Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

405 as of 30 April 2025

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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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. **May 27, 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** (SEC Use Only)
Province, country, or other jurisdiction of incorporation Industry Classification Code:
7. **Unit 3-B, Country Space I Building, 133 Sen. Gil Puyat Avenue, Salcedo Village**
Brgy. Bel-Air, Makati City **1200**
Address of principal office 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 30 April 2025
Class 'A' Common	<u>35,756,070</u>
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**

**Extension of the Tender Offer Period and New Cross Date and Settlement Date
for Kepwealth, Inc.'s Tender Offer for all Outstanding Common Shares of
Keppel Philippines Holdings, Inc.**

On May 27, 2025, Keppel Philippines Holdings, Inc. ("KPHI") was advised by Kepwealth, Inc. ("Kepwealth" or the "Bidder") of the approval by the Securities and Exchange Commission - Markets and Securities Regulation Department, through a letter dated May 26, 2025 and received by Kepwealth on May 27, 2025 (the "SEC Approval"), of Kepwealth's request for extension of the tender offer period (the "Tender Offer Period") for its ongoing tender offer for all the outstanding common shares of KPHI (the "Tender Offer") for the purpose of the voluntary delisting of KPHI from The Philippine Stock Exchange, Inc. ("PSE").

Kepwealth also advised that, considering that it has received the SEC Approval, the ongoing Tender Offer will be extended to **June 11, 2025**. Accordingly, the ongoing Tender Offer will remain open from May 28, 2025 and will close at **3:00 P.M. on June 11, 2025**. In light of the extension of the Tender Offer Period, the new Cross Date of the Tendered Shares will be **June 18, 2025**, and the new Settlement Date will be **June 20, 2025**.

The Bidder decided to extend the Tender Offer Period to provide minority shareholders additional time to consider tendering their shares, to participate in the tender offer, and to prepare the necessary documentary requirements. Further, this extension will provide the minority shareholders an extended opportunity to exit from KPHI in view of the intended delisting of KPHI, subject to the relevant regulatory approvals.

Please see attached (i) Notice to Holders of Common Shares of KPHI regarding the extension of the Tender Offer Period, which will be published by the Bidder in two newspapers of general circulation and (ii) the SEC Approval.

An amended Tender Offer Report, which reflects the new timetable, will be filed by the Bidder in due course.

SIGNATURE

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

MAY 27, 2025

May 28, 2025

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

This notice relates to the tender offer to shareholders of Keppel Philippines Holdings, Inc. (“**KPHI**”) which is being undertaken by Kepwealth, Inc. (“**Kepwealth**” or the “**Bidder**”) for the voluntary delisting of KPHI from The Philippine Stock Exchange, Inc. (“**PSE**”) (the “**Tender Offer**”).

Based on the report of the Tender Offer Agent, as of May 26, 2025, a total of 2,110,838 common shares of KPHI, which is equivalent to 3.69% of KPHI’s total issued and outstanding listed shares, have been tendered.

The Tender Offer period commenced at 9:30 A.M. on April 28, 2025 and was originally set to end at 3:00 P.M. on May 27, 2025, but is deemed extended to May 28, 2025 in light of Proclamation No. 878 issued by the President of the Philippines on May 6, 2025, declaring May 12, 2025 a special (non-working) holiday in the Philippines due to the national and local elections.

The Bidder has decided to extend the Tender Offer Period to **June 11, 2025** to provide minority shareholders additional time to consider tendering their shares, to participate in the tender offer, and to prepare the necessary documentary requirements. Further, this extension will provide the minority shareholders an extended opportunity to exit from KPHI in view of the intended delisting of KPHI, subject to the relevant regulatory approvals. The Securities and Exchange Commission - Markets and Securities Regulation Department approved the request to extend the Tender Offer Period through a letter dated May 26, 2025.

In view of the foregoing, **the ongoing Tender Offer will remain open from May 28, 2025 and will close at 3:00 P.M. on June 11, 2025.**

Moreover, in light of the extended Tender Offer Period, the new **Cross Date of the Tendered Shares will be June 18, 2025 and the new Settlement Date will be June 20, 2025.**

Yours truly,

KEPWEALTH, INC.



MARKETS & SECURITIES REGULATION DEPARTMENT

26 May 2025

KEPWEALTH, INC.

Unit 3-B Country Space I Building
133 Sen. Gil Puyat Avenue, Salcedo Village
Makati City 1200

Attention: **ATTY. ALAN I. CLAVERIA**
President

MR. STEFAN TONG WAI MUN
Director

Subject: KEPPEL PHILIPPINES HOLDINGS, INC.
Request for Extension of Tender Offer Period for Kepwealth, Inc.'s Tender Offer

Gentlemen:

This is with regard to the letter filed by Kepwealth, Inc. (the "Bidder" or Kepwealth), received by our Department on 21 May 2025, in connection with the tender offer for all the outstanding common stocks held by minority shareholders of Keppel Holdings, Inc. (KPHI), and requesting for the extension of the tender offer period from the original end date of 28 May 2025¹ to 11 June 2025. The tender offer is conducted for purposes of the planned voluntary delisting of KPHI from the Philippine Stock Exchange, Inc. (PSE).

Per review of the letter and the documents before the Department, we are convinced that the justifications cited by the Bidder are reasonable and amply supports the requested extension of the tender offer period. It is our view that the extension is consistent with the protection of the minority investors of KPHI and the investing public in general.

In addition, and as noted by the Bidder in their request for extension, the proposed extension until 11 June 2025 complies with the guidance under Rule 19.1.1² of the 2015 Implementing Rules and Regulation to the Securities Regulation Code, as the same is the sixtieth business day from the date of publication of the intention to conduct the tender offer. The intent to conduct the tender offer is first published on 11 March 2025.

¹ The end date of the tender offer period, which was originally set at 27 May 2025, is deemed extended to 28 May 2025 due to the declared special non-working holiday on 12 May 2025, in accordance with the disclosure in the Tender Offer Report that: "*Should **any business day during the Tender Offer Period be officially declared as non-working day, the Tender Offer Period shall be extended** by such number of business days corresponding to those which were declared as non-working day.*"

² **19.9. Period and Manner of Making Tender Offers**

19.9.1. A tender offer shall, unless withdrawn, remain **open until the expiration** of:

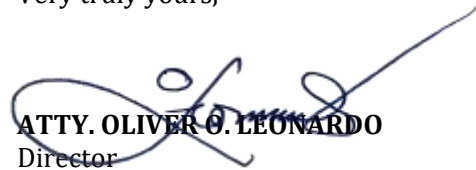
19.9.1.1. At least twenty (20) business days from its commencement; *Provided*, that an offer should **as much as possible be completed within sixty (60) business days from the date the intention to make such offer is publicly announced**; xxx



Hence, the request to extend the tender offer period from 28 May 2025 to 11 June 2025 is hereby GRANTED, *Provided* that Kepwealth, Inc. disseminates promptly the extension of the tender offer period in accordance with Rule 19.8.2³ of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

For your compliance.

Very truly yours,



ATTY. OLIVER O. LEONARDO
Director

³ **19.8. Dissemination Requirements – xxx**

19.8.2. If a **material change occurs in the information** published, sent or given to security holders, the Offeror shall **disseminate promptly a disclosure of such change in a manner reasonably calculated to inform security holders** of such change.

□ The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-air, Makati City
□ (+63 2) 5322 7696
□ www.sec.gov.ph | imessagemo@sec.gov.ph
<https://linktr.ee/secphilippines>

**INVESTORS
IN PEOPLE**
We invest in people

