

# 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)

**Stefan Tong Wai Mun/  
Felicidad V. Razon**

Contact Person

**892 1816**

Company Telephone Number

1	2
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*Month*

3	1
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*Day*

## SEC FORM 17-C

**Result of BOD Meeting May 8, 2017**

FORM TYPE

0	6
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*Month*

1	7
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*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

<b>428 as of 30 April 2017</b>
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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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LCU

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Document I.D.

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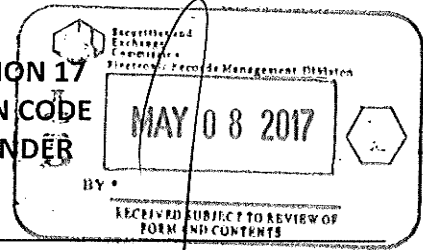
Cashier

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. 08 May 2017  
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 6.  (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) 8921816  
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
Class 'A' Common	36,166,970
Class 'B' Common	<u>21,636,449</u>
Total	57,803,419(Net of Treasury Shares of 15,370,081)

11. Indicate the item numbers reported herein: Item nos. 3, 4 & 9

Please be advised that the Board of Directors of **Keppel Philippines Holdings, Inc. (KPHI)**, in its regular meeting held on 08 May 2017, had approved/adopted/considered the following:

**Item 3. Appointment of External Auditor**

Pursuant to the recommendation of the Audit Committee, approved the appointment of **Isla Lipana & Co. (PWC)** as KPHI's external auditor for the year 2017; the same to be submitted to the stockholders for approval at the forthcoming annual stockholders meeting.

**Item 4. Resignation/Election of Director/s**

- **Acceptance of the Resignation of Mr. Noel M. Mirasol**

Further to our disclosure of 12 March 2017, the Board accepted the resignation of Mr. Noel Mirasol as member of the Board of Directors as well as member of the Audit Committee and Nomination Committee of KPH and had expressed its appreciation for Mr. Mirasol's invaluable service to the Company.

- **Election of Mr. Mayo B. Ongsingco and Atty. Ma. Melva E. Valdez as Members of the Board of Directors**

Upon having been properly nominated and qualified, Mr. Mayo B. Ongsingco (as independent director) and Atty. Ma. Melva E. Valdez (as regular director) were elected as members of the Board of Directors replacing Messrs. Enrico D. Cordoba (*see 25 January 2017 disclosure*) and Noel M. Mirasol, respectively.

Mr. Ongsingco and Atty. Valdez have one (1) KPH Class 'B' and KPH Class 'A' shares each, respectively, to be registered under their names.

Please see attached Curriculum Vitae of Mr. Ongsingco and Atty. Valdez.

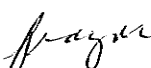
**Item 9. Other Events**

- **Setting of the Annual Meeting of Stockholders and Record Date**

Setting of the annual meeting of stockholders on **16 June 2017, Friday**, in accordance with the by-laws and the record date for the stockholders entitled to notice of and vote at said meeting on **23 May 2017**. The Commission shall be furnished with a copy of the agenda together with the information statement as soon as the same are available.

**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

**08 May 2017**

## **Mayo Jose B. Ongsingco MNSA**

Adviser to the Board of Directors – First Metro Investment Corporation  
Independent Director – Mapfre Insular Insurance Corp. & Omnipay, Inc.  
Trustee – De La Salle College of St. Benilde and Foundation for Carmelite Scholastics

### **RECENT WORK EXPERIENCE (2004-2015)**

The Insular Life Assurance Co., Ltd. - President and Chief Operating Officer

### **Concurrent Positions (2002-2015)**

Union Bank of the Philippines  
Director & Vice Chairman of the Executive Committee and the Risk Management Committee,  
Member of the Market Risk, Operations Risk Management, Audit and Trust Committees

Vice Chairman and/or Director of various Insular Life subsidiaries and affiliates: Pilipinas Shell Petroleum Corporation, Mapfre Insular Insurance Corporation (non-life), Insular Healthcare Inc. (HMO), Insular Investment Corporation, Keppel Philippines Holdings and others.

### **PAST AFFILIATIONS (1974-2002)**

Head of Investment Banking (Philippines) - Deutsche Morgan Grenfell (Deutsche Bank AG); Vice Chairman & CEO - Insular Savings Bank, President – Insular Healthcare Inc. and Insular Investment & Trust Corporation. Director – Asian Hospital, Keppel Philippines Marine and Subic Shipyard & Engineering; Senior Vice President – Union Bank Capital, General Manager – Ayala International (Malaysia) Sdn. Bhd., Assistant Director – Ayala Finance (Hong Kong) Ltd. and Assistant Vice President – Ayala Investment & Development Corp., Professorial Lecturer in Finance – De La Salle University

### **EDUCATION**

#### **DE LA SALLE UNIVERSITY**

AB Economics & BS Commerce Accounting; Magna Cum Laude  
Jose Rizal Honors Society Member and St. La Salle Scholar

#### **UNIVERSITY OF THE PHILIPPINES**

Master of Business Administration  
University Scholar, Entrance Scholar and Pi Gamma Mu Honor Society Member

#### **NATIONAL DEFENSE COLLEGE OF THE PHILIPPINES**

Master of National Security Administration (MNSA Regular Class Number 33)  
Class Valedictorian, Gold Medal for Academic Excellence and Silver Medal for Best Thesis

EUROPEAN INSTITUTE OF BUSINESS ADMINISTRATION (INSEAD Fontainebleau Campus)  
Investment Banking Course

### **AWARDS**

University of the Philippines College of Business Administration – Outstanding Alumnus  
National Defense College of the Philippines – Outstanding Alumnus  
University of St. La Salle – Outstanding Alumnus  
De La Salle University – Achievement Award for Banking & Finance  
(as at 2 May 2017)



**MA. MELVA E. VALDEZ**

Senior Partner

**BELLO VALDEZ CALUYA & FERNANDEZ (JGLaw)**

6<sup>th</sup> to 7<sup>th</sup> Floor, Sol Building, 112 Amorsolo Street

Legaspi Village, 1229 Makati City, Philippines

Tel. No.: +637 815 9071 to 78

Fax No.: +637 817 3251

Email: [mevaldez@jglawph.com](mailto:mevaldez@jglawph.com)

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**LAW PRACTICE**

<b>BELLO VALDEZ CALUYA &amp; FERNANDEZ (JGLaw)</b>	Chairman	January 2008-2010
	Management Committee	1999-2001; 2002-2004;
	Member	January 2013- present
	Senior Partner	1998-present
	Partner	1996-1997
	Senior Associate	1994-1995
	Associate	1986-1993

**POSITION IN LISTED COMPANIES**

Corporate Secretary/Director of the following listed companies and prestigious educational institutions at the Philippine Stock Exchange:

1. Keppel Philippines Holdings, Inc. – Corporate Secretary & Director
2. Keppel Philippines Properties, Inc. (formerly Cebu Shipyard & Engineering Works, Inc.) – Corporate Secretary & Director (2008-2009)
3. Keppel Philippines Marine, Inc. (formerly Kepphil Shipyard, Inc.)
4. Mabuhay Vinyl Corporation
5. Asian Institute of Management – Corporate Secretary

## FIELDS OF SPECIALIZATION

Mergers and Acquisitions, Securities and Company Law, Company Formation and Reorganization, Investments, Joint Ventures, Securitization, Initial Securities and Public Offerings, Corporate Rehabilitation, Privatization, Financing Companies, Immigration Law, Government Projects - bidding.

Listed in "An International Who's Who of Corporate Immigration Lawyers," Law Business Research, London, U.K.

## SIGNIFICANT DEALS

1. Acted as counsel for a government-owned corporation in a multi-million loan restructuring.
2. Acted twice as counsel for a Singaporean company in the acquisition of shipyards in the Philippines via public bidding.
3. Acted as counsel for a foreign client in the due diligence aspect and intended acquisition of telecommunication company. The deal didn't push through after the due diligence.
4. Acted as counsel for a foreign client in the public bidding for installation of power barges in the Philippines.
5. Acted as counsel for a French pharmaceutical company in a merger arrangement with another company.
6. Acted as counsel for a Singaporean company in conducting in depth due diligence preliminary to acquisition of an engineering and construction company in the Philippines.
7. Acted as counsel for the acquiring company in an acquisition deal for a computer company.
8. Acted as counsel for a Singaporean company in a syndicated loan arrangement to finance an acquisition of a local company.
9. Acted as counsel for a Japanese company in setting up a huge plant to manufacture resins in the Philippines.
10. Acted as counsel for a Japanese company in a joint venture arrangement with a Filipino company for the manufacture of automotive parts.

## ACCOMPLISHMENTS

Speaker, Women Business Lawyers' Session, Inter-Pacific Bar Association Conference, Sydney, Australia, April 28 to May 3, 2006

Jurisdictional Council Member for the Philippines, Inter-Pacific Bar Association - 2005 to 2008

Moderator, Legal Development and Training Committee Session, Inter-Pacific Bar Association Conference, Hong Kong, Philippines, October 30 to November 2, 2009

Former Chairman, Legal Development & Training Committee, Inter-Pacific Bar Association – 2009 to 2011

Chairman, Women Business Lawyers' Committee, Inter-Pacific Bar Association, May 2015 to present

Lecturer at the University of the Philippines Paralegal Program, February 18, 2017.

#### **MEMBERSHIP IN PROFESSIONAL ORGANIZATIONS**

Integrated Bar of the Philippines (IBP)

UP Women Lawyers' Circle (WILOCI)

Philippine Bar Association (PBA)

Philippine-Singapore Business Council (PSBC)

International Bar Association (IBA)

Inter-Pacific Bar Association (IPBA)

Makati Business Club

Canadian Chamber of Commerce

Singapore Philippines Association

Philippine-Japan Economic Society

#### **EDUCATION AND TRAINING**

Bachelor of Arts (major in Political Science)	University of the Philippines Diliman, Quezon City	1979
Bachelor of Laws	University of the Philippines Diliman, Quezon City	1985
Admitted to the Philippine Bar		1986