

# COVER SHEET

C S 2 0 0 5 1 6 3 6 1  
S.E.C. Registration Number

K E P W E A L T H P R O P E R T Y P H I L S . , I N C  
.  
(Company's Full Name)

U N I T I J 0 1 - 2 3 B U R G U N D Y C O R P O R A T  
E T O W E R 2 5 2 S E N . G I L P U Y A T A V E  
. , M A K A T I C I T Y  
(Business address: No. Street City / Town / Province)

AUGUSTO PABLO CORPUS, JR  
Contact Person

(02) 7978-5080  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

1 7 - C  
Form Type

Second Wednesday of July  
Month Day  
Annual Meeting

—  
Secondary License Type, If Applicable

M S R D  
Dept. Requiring this Doc.

—  
Amended Articles Number/Section

—  
Total No. of Stockholders

Total Amount of Borrowings  
— —  
Domestic Foreign

To be accomplished by SEC Personnel Concerned

—

—  
LCU

—

—  
CASHIER

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. Date of Report (Date of earliest event reported)  
April 05, 2024
2. SEC Identification Number  
CS200516361
3. BIR Tax Identification No.  
242-186-710-000
4. Exact name of issuer as specified in its charter  
Kepwealth Property Phils., Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code (SEC Use Only)  
.....
7. Address of principal office  
Unit 1101-23 Burgundy Corporate Tower 252 Sen. Gil Puyat Ave., Makati City  
Postal Code  
1230
8. Issuer's telephone number, including area code  
(02) 7978-5080
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding</u>
COMMON	201,057,609

11. Indicate the item numbers reported herein

**Item 9. Other Events**

In connection with the initial public offering (IPO) of Kepwealth Property Phils., Inc. (the Company) on August 19, 2019, as of and for the quarter ended March 31, 2024, the proceeds were applied to the following:



## Actual Application

Use of Proceeds	Planned Application	Balance as of December 31, 2023	For the Quarter	Balance as of March 31, 2024
<b>Gross Proceeds</b>	384,767,164	384,767,164		384,767,164
<b>Offer Expenses:</b>				
Professional, Stock Transfer and Receiving Agent Fees	5,267,857	7,857,512		7,857,512
IPO tax	3,847,672	3,847,672		3,847,672
Underwriting and selling commission fees	10,125,452	10,731,525		10,731,525
Documentary stamp tax	670,326	670,326		670,326
SEC registration and listing fees	519,235	519,235		519,235
PSE filing fee	430,939	430,939		430,939
Estimated costs of printing and marketing	878,000	724,358		724,358
	21,739,481	24,781,567		24,781,567
<b>Net Proceeds</b>	<b>363,027,683</b>	<b>359,985,597</b>		<b>359,985,597</b>
Acquisition of office space in:				
Metro Manila	245,000,000	189,533,348		189,533,348
Davao City	120,000,000	0		0
	365,000,000	189,533,348		189,533,348
<b>Unapplied (Deficiency in)</b>				
<b>Net Proceeds</b>	<b>-1,972,317</b>	<b>170,452,249</b>		<b>170,452,249</b>

[1] As at March 31, 2024, net overpayment in offer expenses amounted to ₱3,042,086 which resulted from additional professional fees, out-of-pocket and other costs which were not included in the original estimate. On February 28, 2020, the Board of Directors of the Company approved the application of the overpayment against the allocated amount of net proceeds for acquisition of office space in Metro Manila. Planned applications were adjusted as follows:

Use of Proceeds	Planned Application based on Prospectus	Adjustment	Adjusted Planned Application
<b>Offer Expenses:</b>			
Estimated professional and accounting fees	5,267,857	2,589,655	7,857,512
Estimated fee of Stock Transfer Agent and Receiving Agent			
IPO tax	3,847,672	0	3,847,672
Underwriting and selling commission fees	10,125,452	606,073	10,731,525
Documentary stamp tax	670,326	0	670,326
SEC registration and listing fees	519,235	0	519,235
PSE filing fee	430,939	0	430,939
Estimated costs of printing and marketing	878,000	-153,642	724,358
	21,739,481	3,042,086	24,781,567
Acquisition of office space in:			
Metro Manila	245,000,000	-3,042,086	241,957,914

Please see attached letter of the Company's treasurer and certification of the external auditor.

**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.

\_\_\_\_\_  
KEPWEALTH PROPERTY PHILS., INC.

Issuer

\_\_\_\_\_  
April 05, 2024

Date

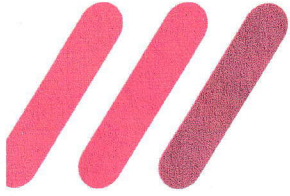


\_\_\_\_\_  
Augusto Pablo A Corpus, JR President

Signature and Title\*

\* Print name and title of the signing officer under the signature.





April 05, 2024

**The Philippine Stock Exchange, Inc.**

6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street  
Bonifacio Global City, Taguig City 1634

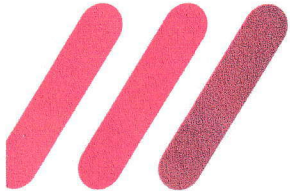
Attention : **Ms. Alexandra D. Tom Wong**  
Officer-in-Charge, Disclosure Department

Subject : **Quarterly Progress Report - Use of Proceeds from Initial Public Offering**

Dear Ms. Tom Wong:

We refer to the initial public offering (IPO) of 67,032,607 common shares of Kepwealth Property Phils., Inc. (the Company) on August 19, 2019. The details of disbursements and application of the IPO proceeds as at and for the quarter ended March 31, 2024 are presented below:

Use of Proceeds	Planned Application	Actual Application		
		Balance as of December 31, 2023	For the Quarter	Balance as of March 31, 2024
<b>Gross Proceeds</b>	384,767,164	384,767,164		384,767,164
<b>Offer Expenses:</b>				
Professional, Stock Transfer and Receiving Agent Fees	5,267,857	7,857,512		7,857,512
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Metro Manila	245,000,000	189,533,348		189,533,348
Davao City	120,000,000	0		0
	365,000,000	189,533,348		189,533,348
<b>Unapplied (Deficiency in)</b>				
<b>Net Proceeds</b>	<b>-1,972,317</b>	<b>170,452,249</b>		<b>170,452,249</b>

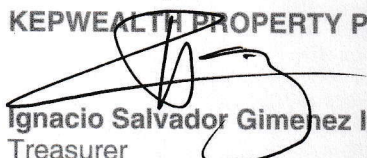


<sup>[1]</sup> As at March 31, 2024, net overpayment in offer expenses amounted to P3,042,086 which resulted from additional professional fees, out-of-pocket and other costs which were not included in the original estimate. On February 28, 2020, the Board of Directors of the Company approved the application of the overpayment against the allocated amount of net proceeds for acquisition of office space in Metro Manila. Planned application were adjusted as follows:

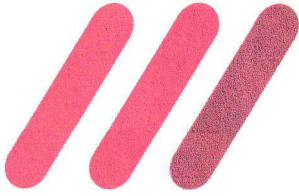
<b>Use of Proceeds</b>	<b>Planned Application based on Prospectus</b>	<b>Adjustment</b>	<b>Adjusted Planned Application</b>
<b>Offer Expenses:</b>			
Estimated professional and accounting fees	5,267,857	2,589,655	7,857,512
Estimated fee of Stock Transfer Agent and Receiving Agent			
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Estimated costs of printing and marketing	878,000	-153,642	724,358
	21,739,481	3,042,086	24,781,567
<b>Acquisition of office space in:</b>			
Metro Manila	245,000,000	-3,042,086	241,957,914

There were no disbursement made during the quarter. Enclosed is the certification of the external auditor.

**KEPWEALTH PROPERTY PHILS., INC.**

  
**Ignacio Salvador Gimenez III**  
Treasurer





April 05, 2024

**Securities and Exchange Commission**

G/F Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City 1307

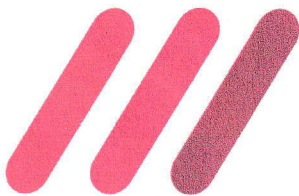
Attention : **Director Vicente Graciano P. Felizmenio, Jr.**  
Markets and Securities Regulation Department

Subject : **Quarterly Progress Report - Use of Proceeds from  
Initial Public Offering**

Dear Director Felizmenio:

We refer to the initial public offering (IPO) of 67,032,607 common shares of Kepwealth Property Phils., Inc. (the Company) on August 19, 2019. The details of disbursements and application of the IPO proceeds as at and for the quarter ended March 31, 2024 are presented below:

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		Balance as of December 31, 2023	Balance as of March 31, 2024
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<b>Offer Expenses:</b>			
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IPO tax	3,847,672	3,847,672	3,847,672
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	21,739,481	24,781,567	24,781,567
<b>Net Proceeds</b>	<b>363,027,683</b>	<b>359,985,597</b>	<b>359,985,597</b>
Acquisition of office space in:			
Metro Manila	245,000,000	189,533,348	189,533,348
Davao City	120,000,000	0	0
	365,000,000	189,533,348	189,533,348
<b>Unapplied (Deficiency in)</b>			
<b>Net Proceeds</b>	<b>-1,972,317</b>	<b>170,452,249</b>	<b>170,452,249</b>




[1] As at March 31, 2024, net overpayment in offer expenses amounted to P3,042,086 which resulted from additional professional fees, out-of-pocket and other costs which were not included in the original estimate. On February 28, 2020, the Board of Directors of the Company approved the application of the overpayment against the allocated amount of net proceeds for acquisition of office space in Metro Manila. Planned applications were adjusted as follows:

<b>Use of Proceeds</b>	<b>Planned Application based on Prospectus</b>	<b>Adjustment</b>	<b>Adjusted Planned Application</b>
<b>Offer Expenses:</b>			
Estimated professional and accounting fees	5,267,857	2,589,655	7,857,512
Estimated fee of Stock Transfer Agent and Receiving Agent			
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Estimated costs of printing and marketing	878,000	-153,642	724,358
	21,739,481	3,042,086	24,781,567
<b>Acquisition of office space in:</b>			
Metro Manila	245,000,000	-3,042,086	241,957,914

There were no disbursements and applications made during the quarter. Enclosed is the certification of the external auditor.

**KEPWEALTH PROPERTY PHILS., INC.**

  
**Ignacio Salvador Gimenez III**  
Treasurer



April 8, 2024

## The Stockholders and the Board of Directors

Kepwealth Property Phils., Inc.  
Unit IJ01-23 Burgundy Corporate Tower 252 Sen. Gil Puyat Avenue  
Makati City

## Report of Factual Findings

We have performed the procedures agreed to by management of **Kepwealth Property Phils., Inc.** (the Company) with respect to the Progress Report of the Company as at and for the quarter ended March 31, 2024 on the application or use of the proceeds from the Initial Public Offering (the Offering) of the Company's common shares in connection with its compliance with the reportorial requirements of the Philippine Stock Exchange (PSE). Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, Engagements to Perform Agreed-upon Procedures Regarding Financial Information, applicable to agreed-upon procedures engagements.

### Background

On January 30, 2019, the stockholders and the Board of Directors authorized the Company's Offering of its common shares with the PSE. This was approved by the Philippine Securities and Exchange Commission (SEC) and the PSE on July 23, 2019 and July 24, 2019, respectively. On August 19, 2019, the Company's common shares were officially listed with the PSE. The Company offered 67,032,607 new common shares to the public at an offer price of up to ₱5.74 per share.

The proceeds (net of estimated Offering expenses) from the Offering will be used by the Company to acquire properties for leasing, as indicated in the Company prospectus.

### Procedures Performed and Results

The agreed-upon procedures and results thereof are summarized as follows:

1. We obtained the Progress Report on the Application of the Proceeds from the Offering as at and for the quarter ended March 31, 2024. Details are as follows:

	Actual				
	Balance as of December 31, 2023	Movements during the quarter	Balance as of March 31, 2024	Planned Application	Difference
Gross Proceeds	₱ 384,767,164	₱ -	₱ 384,767,164	₱ 384,767,164	₱ -
Offer Expenses:	(24,781,567)	-	(24,781,567)	(24,781,567)	-
Net Proceeds	359,985,597	-	359,985,597	359,985,597	-
Acquisition of office space in:		-			
Metro Manila	(189,533,348)	-	(189,533,348)	(241,957,914)	(52,424,566)
Davao City	-	-	-	(120,000,000)	(120,000,000)
Unapplied (Deficiency in) Net Proceeds	₱ 170,452,249	₱ -	₱ 170,452,249	₱ (1,972,317)	₱ (172,424,566)

BOA /PRC No. 0300 • BIR Accredited • SEC Group A Accredited • BSP Group B Accredited • CDA CEA Accredited • IC Accredited  
18/F Cityland Condominium 10 Tower 1, 156 H.V. dela Costa Street, Ayala North, Makati City, Philippines 1226

Tel: +632 8812-1718 to 22 Fax: +632 8813-6539 Email: [rsbassoc@pkfrsberaldo.com](mailto:rsbassoc@pkfrsberaldo.com) [www.pkfrsberaldo.com](http://www.pkfrsberaldo.com)

R.S. Bernaldo & Associates is a member firm of the PKF International Limited family of legally independent firms and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm or firms.

Details of actual Offering expenses are as follows:

Underwriting and selling commission fees	₱	10,731,525
Professional, stock transfer and receiving agent fees		7,857,512
Initial public offering tax		3,847,672
Costs of printing and marketing		724,358
Documentary stamp tax		670,326
SEC registration and listing fees		519,235
PSE filing fee		430,939
<b>Actual Offering expenses</b>	<b>₱</b>	<b>24,781,567</b>

There were no disbursements and applications made during the quarter.

2. As at March 31, 2024, the unapplied proceeds amounted to ₱170,452,249. Details are as follows:

Cash in a designated bank account for Offering proceeds	₱	-
Cash in a savings bank account earning higher interest		14,969,778
Cash invested in Unit Investment Trust Fund (UITF)		170,000,000
Cash from Offering proceeds		184,969,778
Cash drawn from the Company's operating bank accounts		(14,517,529)
<b>Unapplied proceeds</b>	<b>₱</b>	<b>170,452,249</b>

We traced the outstanding balance from the Offering proceeds to the bank statements and subscription advice. No exceptions were noted.

As at March 31, 2024, the disbursements aggregating ₱14,517,529 were made from the Company's operating bank accounts. The Company has to reimburse these bank accounts subsequently.

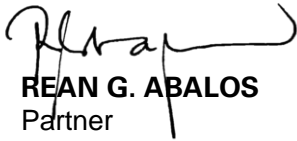
The sufficiency of the foregoing procedures is solely the responsibility of the Company. Consequently, we make no representation regarding the sufficiency of the procedures either for the purpose for which this report has been requested or for any other purpose.

Because the foregoing procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, we do not express any assurance on any of the financial statement accounts of the Company.

Had we performed additional procedures or performed an audit or a review of the financial statements in accordance with Philippines Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.



Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to items specified above and does not extend to any financial statements of the Company taken as a whole.



**REAN G. ABALOS**

Partner

CPA Certificate No. 126203

BSP Group C Accredited

Accreditation No. 126203-BSP

Valid until 2025 audit period

BIR Accreditation No. 08-007679-002-2023

Valid from October 20, 2023 until October 19, 2026

Tax Identification No. 271-226-260

PTR No. 10081197

Issued on January 9, 2024 at Makati City

April 8, 2024