



109142017005506



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

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Company Name KEPPEL PHILS. HOLDINGS INC.
Industry Classification
Company Type Stock Corporation

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COVER SHEET

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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)

Stefan Tong Wai Mun/ Felicidad V. Razon
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Contact Person

892 1816

Company Telephone Number

1 2

Month

3 1

Day

SEC FORM 17-C

FORM TYPE

0 6

Month

1 6

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

425 as of 31 August 2017

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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Document I.D.

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<p style="font-size: 24px; font-weight: bold;">STAMPS</p>

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. 14 September 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. 4 and 9

The Board of Directors of **Keppel Philippines Holdings, Inc.** ("Corporation"), in its special meeting today, **14 September 2017**, had approved/considered the following:

Item 4.

- (a) Resignation of Ma. Melva E. Valdez and Edmund Mah Soot Kiang as Regular Directors and Election of Successors, Alan I. Claveria (Regular Director) and Ramon J. Abejuela (Independent Director)**

Mr. Alan I. Claveria is currently the President and Director of Kepwealth, Inc., a major shareholder of the Corporation and is President/Director and Treasurer/Director of various Keppel companies in the Philippines. He has been with the Keppel since 1997. His curriculum vitae is attached for reference.

Mr. Ramon J. Abejuela has been the Independent Director of Keppel Philippines Properties, Inc., a listed company, since 1999, and is currently the Chairman of its Audit Committee. He is also a Director of Philippines Nutrifoods Corporation and NCP Publishing Corp. His curriculum vitae is attached for reference.

- (b) Resignation of Stefan Tong Wai Mun as President and Election of Successor, Alan I. Claveria, for the year 2017-2018**

Item 9: Other Matters

- **Appointment of New Chairmen of Executive Committee and Compensation Committee**

- a. Alan I. Claveria replaced Stefan Tong Wai Mun as Chairman of the Executive Committee.
- b. Ramon J. Abejuela, Independent Director, replaced Edmund Mah Soot Kiang as Chairman of the Compensation Committee.

- **Appointment of New Members of Various Committees**

- a. **Executive Committee**

Chairman: Alan I. Claveria **(new)**

Members: Ma. Melva E. Valdez

Felicidad V. Razon

Stefan Tong Wai Mun

- b. **Nominations Committee**

Chairman: Mayo Jose B. Ongsingco- Independent Director

Members: Celso P. Vivas – Lead Independent Director

Ramon J. Abejuela – Independent Director **(new)**

Stefan Tong Wai Mun **(new)**

c. Compensation Committee

Chairman: Ramon J. Abejuela – Independent Director **(new)**

Members: Celso P. Vivas – Lead Independent Director

Mayo Jose B. Ongsingco- Independent Director

Stefan Tong Wai Mun

d. Audit and Governance Committee

Chairman: Celso P. Vivas – Lead Independent Director

Members: Mayo Jose B. Ongsingco- Independent Director

Ramon J. Abejuela – Independent Director **(new)**

Stefan Tong Wai Mun **(new)**

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

14 September 2017

14 September 017

THE BOARD OF DIRECTORS
KEPPEL PHILIPPINES HOLDINGS, INC.
Unit 3-B Country Space I Building
133 Sen. Gil Puyat Avenue, Salcedo Village,
Barangay Bel-Air, Makati City

Gentlemen:

I hereby tender my resignation as regular director of **Keppel Philippines Holdings, Inc.** effective immediately.

Thank you for the opportunity given me to serve the company.

Very truly yours,


MA. MELVA E. VALDEZ

Date: 11 September 2017

THE BOARD OF DIRECTORS
Keppel Philippines Holdings, Inc.
Unit 3-B Country Space I Building,
Sen. Gil J. Puyat Avenue, Makati City

Gentlemen:

Please accept my resignation as member of the Board of Directors of Keppel Philippines Holdings, Inc. with effect from 14 September 2017.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'MSK', written over a horizontal line.

EDMUND MAH SOOT KHIANG

ALAN INFANTE CLAVERIA

Unit 3-B Country Space 1 Building
133 Senator Gil Puyat Avenue
Salcedo Village, Brgy. Bel-Air
1200 Makati City, Philippines
Tel : (+63 2) 892 1816
E-mail: alan.claveria@keppelpm.com



Professional Background

Mar 2016 – Present: Senior Manager, Administration and Corporate Affairs (ACA)
Keppel Philippines Marine, Inc. (KPMI)

- Provides oversight function and overall direction to the ACA Department in providing support services to other sections and departments of Keppel Batangas Shipyard (KBS) in the areas of Administration, Medical Services, Security and Corporate Affairs
- Plans and coordinates the Corporate Social Responsibility (CSR) activities of Keppel Volunteers in the Philippines covering both KBS and Keppel Subic Shipyard, Inc. (KSSI)
- Contributes write-ups to Group Corporate Communication (GCC) for the Keppelite and OffshoreMarine newsletter. Committee Member of the OffshoreMarine Editorial Board
- Liaise with government offices (PEZA, BOI, MARINA, PPA, LGUs), third parties and other stakeholders

Other Concurrent Positions:

President / Director: Consort Capital, Inc., Goodstart Properties, Inc., Keppel FELS Energy Manila, Inc., Keppel FELS Energy, Inc., Keppel FELS Consultancy, Inc., Keppel IVI Capital, Inc., Kepventure, Inc., Kepwealth, Inc., and KS Ventures, Inc.

Treasurer / Director: Consort Land, Inc., Goodwealth Realty Development Corp., Goodsoil Marine Realty, Inc., and KPSI Property

Jan 2014 - Feb 2016	Corporate Affairs Manager, KPMI Outstanding Keppelite Awardee, April 2013
Feb 2013 - July 2013	HR Manager, Keppel Subic Shipyard, Inc.
Apr 2012 - Dec 2014	Manager, Business Development & Corporate Affairs, KPMI
Apr 2010 - Apr 2012	Manager, HR & Admin. Department, KPMI / KBS
2002 - 2010	Manager, Corporate Affairs / Business Development, KPMI Participant, Keppel Global Young Managers Program, Sep 2007
1999 - 2002	Finance and Administrative Manager, Keppel Smit Transpacific, Inc.
1997 - 1999	Senior Business Development Exec., Keppel Philippines Holdings, Inc. Assistant Treasurer, SM Keppel Land, Inc.

Educational Background

Graduate School	Master in Business Administration, Regular Program Ateneo Graduate School of Business, 1997 (Dean's List)
College	BS in Management, Major in Legal Management Ateneo de Manila University, 1991 (Dept. Award Candidate, Dean's List)
High School	Ateneo de Naga, 1987 Holy Rosary Minor Seminary (Naga City), 1984
Elementary	Saint Joseph School (Naga City), 1983

Other Personal Information

Filipino, 46 years old, married with two children

RAMON J. ABEJUELA
Resume

Birth date : 6 March 1949
Status : Married (3 children)
Nationality : Filipino

EDUCATIONAL ATTAINMENT

- * ***ASIAN INSTITUTE OF MANAGEMENT - 1972***
Masters in Business Management
General Management Curriculum

- * ***DE LA SALLE UNIVERSITY - 1970***
Bachelor of Science in Chemical Engineering (Cum Laude)

PROFESSIONAL EXPERIENCE

Oct '07 to Present **FINANCIAL CONSULTANT**

Jan '05 to Sept '07 **E. ZOBEL INC.**
Executive Vice President & CFO

Primary duty was to oversee the operations of its subsidiaries and affiliates. Have instituted a formal budgeting and monitoring system for the Group. Have successfully disposed unprofitable investments and non-performing assets to fully pay all outstanding loans and provide seed capital for new investments.

Sept '02 to Jan '03 **ASIAN HOSPITAL & MEDICAL CENTER**
Chief Executive Officer

Immediately started preparations for a Strategic Planning exercise in order to review the hospital's mission/vision, to set short and medium term corporate goals and to develop the corresponding strategies.

Jul. '02 to Jul. '03

THE INSULAR LIFE ASSCE CO.

Consultant

With a specific mandate relating to two of the company's subsidiaries.

Jul. '98 to Jul. '02

THE INSULAR LIFE ASSCE CO.

Executive Vice President and Chief Operating Officer

Reporting directly to me were the SVP for Insurance Administration (which includes Actuarial, Policyholders Services, Branch Administration and Underwriting) and the SVP for Corporate Operations (Finance, Information Services, Real Property and Methods & Procedures). Also under my direct supervision was the Investment Management Staff, which handles the investment portfolio of the Company.

Oct. '96 to June '98

THE INSULAR LIFE ASSCE CO.

Executive Vice President and Chief Financial Officer

Regained the credibility of the Information Services Division by attaining timeliness and accuracy in certain reports earlier causing distress to the agency force.

Nov. '94 to Sept. '96

THE INSULAR LIFE ASSCE CO.

Consultant for Finance & Investments

In charge of sourcing and/or evaluating new business opportunities and investments for Insular Life with the end in view of improving the company's financial stability and achieving optimum profitability.

Aug. '86 to June '93

PAN ASIAN MANAGERS LTD.

Managing Director (Hong Kong Based)

AYALA INT'L (HK) CO. LTD.

Managing Director (Hong Kong Based) ('til Oct. '92)

Took part in a very successful management buy-out of the operating companies of Ayala International. The Group subsequently provided management and advisory services to various clients, including Ayala International Corp., Pan Asian Holdings Ltd. and the PT Mantrust Group of Indonesia.

Sept '81 to Jul '86

AYALA INT'L (HK) CO. LTD.

*Executive Director-Group Controller
and Chief Financial Officer (Hong Kong Based)*

Installed an effective Management Information and Internal Control System for the Ayala International Group, which included Real Estate, Hotels, Insurance, Investment Banking and Trading.

Also instituted a centralized financial control system to assure accurate information flow to top management and a built-in control and early warning system for the various subsidiaries/ operating units.

July '74 to Aug '81

AYALA CORPORATION

Control & Analysis Division

- rising from Financial Analyst to Asst. Group Controller

The Unit is in charge of setting performance standards, reviewing budgets and monitoring performance of more than 20 companies in the Group operating in the following industries: Real Estate, Hotels, Insurance, Banking & Finance, Manufacturing and Marketing & Distribution

Jun '72 to Jun '74

FILIPINAS LIFE ASSURANCE CO.

(now AYALA LIFE)

Asst. Manager - Corporate Planning

Assisted in the preparation of Forward Plans and Budgets for the Company.

BOARD MEMBER

Pilipinas Shell Petroleum Corp. (1997 – 2002)

Asian Hospital, Inc. (1998 – 2003)

Keppel Phils. Marine, Inc. (1997 – 2002)

Keppel Phils. Properties, Inc. (1999 – Present)

Keppel Bank, Philippines (2004-2005)

Vice-Chairman of the Board, NCP Publishing Inc. (2004 - Present)

Vice-Chairman of the Board, Phil. Nutri Foods Corp. (2004 - Present)

E. Zobel Inc. (2005 – 2007)

PROFESSIONAL/CIVIC ORGANIZATIONS

Philippine Life Insurance Association (PLIA) 2001 President

COMMUNITY INVOLVEMENT

Board Member & Treasurer, Purple Centers Foundation

Board Member, St. James COPA Foundation, Inc.

Former Asst. Treasurer, Philippines Foundation, Inc.

Former Board Member, Goodwill Industries of Cebu, Inc