

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF**

KEPWEALTH PROPERTY PHILS., INC.

Held via Remote Meeting
on 09 September 2020 at 8:00 a.m.

I. ATTENDANCE

No. of Shares Present and Represented	:	166,456,977
Total No. of Shares Issued & Outstanding	:	201,057,609

II. PRESIDING OFFICER AND SECRETARY

The President, **MR. AUGUSTO PABLO A. CORPUS, JR.**, acted as Chairman and presided over the meeting, while the Corporate Secretary, **MS. ROSA MICHELE C. BAGTAS**, recorded the minutes thereof.

III. QUORUM AND CALL TO ORDER

At the request of the Chairman, the Secretary certified that: (a) the stockholders of record of the Corporation as of 14 August 2020 had been notified of the Annual Stockholders' Meeting; (b) the stockholders owning at least a majority of the outstanding capital stock of the Corporation were present or represented at the meeting; (c) there was full compliance with the requirements of Securities and Exchange Commission Memorandum Circular No. 06, Series of 2020. Thereupon, the Chairman declared the presence of a quorum and called the meeting to order.

IV. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 10 JULY 2019

The reading of the minutes of the Annual Stockholders' Meeting held on 10 July 2019 was dispensed with and, upon motion made and duly seconded, the same was unanimously approved by the stockholders.

V. REPORT ON OPERATIONS

The President delivered the first annual report to stockholders after the Corporation's successful initial public offering and listing of its common shares with the Philippine Stock Exchange. A copy of the President's Report is attached as **Annex "A"**.

VI. APPROVAL OF FINANCIAL STATEMENTS

After discussion, and upon motion made and duly seconded, the stockholders unanimously approved and adopted the Financial Statements of the Corporation for the year ending 31 December 2019.

VII. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT

The Chairman submitted for the approval and ratification of the stockholders all acts and resolutions of the Board of Directors, Board Committees and Management which were duly adopted in the ordinary course of business from 10 July 2019 until 08 September 2020.

Upon motion made and duly seconded, the stockholders unanimously approved and adopted the following resolution:

“**RESOLVED**, That all acts and resolutions of the Board of Directors, Board Committees and Management adopted in the ordinary course of business since the last Annual Stockholders’ Meeting held on 10 July 2019 until 08 September 2020 be approved.”

VIII. APPOINTMENT OF EXTERNAL AUDITOR FOR THE FISCAL YEAR ENDING 31 DECEMBER 2020

Upon motion made and duly seconded, the stockholders unanimously approved and adopted the following resolution:

“**RESOLVED**, That the appointment of R.S. Bernaldo & Associates as external auditors of the Corporation’s financial statements for the year ending December 31, 2020 be approved.”

IX. ELECTION OF DIRECTORS

The Corporate Secretary explained that on behalf of the Corporate Governance Committee and in accordance with the Corporation’s By-Laws of the Corporation and Corporate Governance Manual, the final list of nominees for the members of the Board of Directors are as follows:

RESTITUTO T. LOPEZ (Independent Director)
MARK ANTHONY C. MIGALLOS (Independent Director)
ROBERT IVAN F. OLANDAY
AUGUSTO PABLO A. CORPUS, JR.
IGNACIO SALVADOR GIMENEZ, III
EDMUNDO G. LAS
JOHN F. CATINDIG

The Corporate Secretary reported that each nominee received votes equivalent to at least 82% of the shares present/represented in the meeting. Thereafter, the Chairman declared the foregoing nominees as duly elected Directors who shall serve as such until their successors shall have been duly elected and qualified.

X. OTHER MATTERS

A. QUERY FROM A STOCKHOLDER

The Corporate Secretary explained that the Corporation received a query from a stockholder on “[h]ow has COVID19 Pandemic affected the leasing operations of the Company?”

The Chairman explained that “[w]hile the ongoing pandemic has had a profound negative effect on the economy and the real estate leasing market in general, we assure everyone your company is doing its best to maintain and preserve a strong relationship with its tenants. As of the end of the 2nd quarter of 2020, there has only been a less than 2% reduction of our Kepwealth Center occupancy compared to pre-quarantine 1st quarter 2020. Your company will continue to exert all its efforts to remain profitable and grow as we face the challenges ahead”.

XI. ADJOURNMENT

There being no further business to transact, and upon motion made and duly seconded, the meeting was adjourned.

CERTIFIED CORRECT:


ROSA MICHELE C. BAGTAS
Corporate Secretary

ATTESTED BY:


AUGUSTO PABLO A. CORPUS, JR.
Chairman of the Meeting

Annex A

2020 Management Report for Annual Stockholders Meeting

On behalf of your Board of Directors and the Management Team, I am pleased to deliver the first annual report to our stockholders after your Company's successful initial public offering and listing of its common shares with the Philippine Stock Exchange last August 19, 2019.

In 2019, your Company continued its strong performance as total revenues amounted to 101 Million Pesos, representing a 19% increase, while net income reached 37 Million Pesos, representing a 8% increase. This increase was brought about by the increase in leasing revenue from third parties by about 3 Million Pesos and asset management revenue of about 16 Million Pesos.

Your Company's investments consist mainly of condominium units and parking slots at Kepwealth Center (previously Keppel Center) located in the Cebu Business Park in Cebu City. These units are being leased to third parties with lease periods ranging from one to six years. The revenue from asset management services pertain to the management of various properties located across Metro Manila and commission on every unit in these properties which were leased out by your Company.

However, our growth momentum was interrupted by the COVID-19 pandemic in 2020, which has claimed thousands of lives, restricted domestic economic activity, and confined millions of people at home, all of which triggered the deepest global economic recession in decades.

In the first semester of 2020, your Company's total revenues amounted to 50 Million Pesos, representing an increase of 2 Million Pesos or 4% versus the same period last year.

As we foresee the continuation of significant widespread economic effects of the pandemic on the real estate market for the next 6 to 12 months, your Management Team has been actively working with our existing tenants and partners to preserve our lease contracts. For the 2nd quarter of 2020, we were able to contain the decrease in occupancy in our Kepwealth Tower to less than 2%, despite the reduced business operations of our tenants due to the prolonged quarantines.

We are also pleased to report that the excess IPO proceeds currently amounting to approximately 173 Million will place us in a favorable position to look for opportunities during the downturn in the real estate market.

Your Board is currently monitoring the situation as it develops and once we see that the rate of decline in the business environment begins to slow down, we are

prepared to take advantage of more attractively-priced acquisitions to maximize the return on your investment. Despite these obstacles, your Board of Directors are confident that our experience and your company's ideal fiscal position will allow us to successfully navigate through all these challenges.

On behalf of your Board of Directors, we also wish to give thanks.

To our business partners and tenants, we express our gratitude for continuing with us during these difficult times and look forward to strengthening our relationships.

To our employees, we appreciate the effort and dedication despite the current limitations, and aim for your future growth with us.

And most of all, to our shareholders, we remain thankful for your confidence as we strive to improve our performance in order to reward your continued trust and investment in KPPI.

Thank you very much.