

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. **15 April 2026**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **PW-305**
3. BIR Tax Identification No. **000-067-618**
4. **KEPPEL PHILIPPINES PROPERTIES, INC.**
Exact name of issuer as specified in its charter
5. Province, country or other jurisdiction of incorporation or organization
Mandaluyong City, Philippines
6. Industry Classification Code (SEC Use Only)
7. Address of issuer's principal office
26th Floor, The Podium West Tower, ADB Avenue, Wack Wack Greenhills East, Mandaluyong City
8. Issuer's telephone number, including area code
(02) 8539-0460 local 4990
9. Former name or former address, if change since last report
Not Applicable
10. Securities registered pursuant to Section 8 and 12 of the Securities Regulation Code (SRC):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	293,828,900 (exclusive of Treasury Shares)
Debt Outstanding	NIL
11. Indicate the item numbers reported herein: **9**

Subject of the Disclosure
Amendment of By-laws

Background/Description of the Disclosure
At a meeting of the Board of Directors of Keppel Philippines Properties, Inc. ("the Company") held on 15 April 2026, the board approved the following amendments to the Title, and Article II, Sections 1, 3, and 4, Article VI, Section 3, and Article XII of the By-Laws, on the new corporate name, mode of holding stockholders' meetings, mode of notice of stockholders' meetings, and composition of the Governance, Nomination and Compensation Committee.

Date of Approval by Board of Directors	15 April 2026
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Title	AMENDED BY-LAWS OF KEPPEL PHILIPPINES PROPERTIES, INC.	AMENDED BY-LAWS OF <u>FSG VENTURE HOLDINGS, INC.</u>
Article II, Section 1	Section 1. Regular Meetings - The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the second Thursday of June each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting. (As amended on 27 June 1996)	Section 1. Regular Meetings - The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the second Thursday of <u>July</u> each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting. (As amended by the Board of Directors on 15 April 2026)
Article II, Section 3	Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place	Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board

	<p>designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.</p> <p>Stockholders may participate by means of remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate, subject to the guidelines of the Securities and Exchange Commission on stockholder participation in absentia. (As amended on 04 May 2022 upon affirmative vote of majority of the members of the Board of Directors and on 10 June 2022 by the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation)</p>	<p>of Directors in the city or municipality where the principal office of the corporation is located.</p> <p><u>The Corporation may hold its annual/regular and special stockholders' meetings, either physically or virtually/via remote communication such as videoconferencing or teleconferencing, as may be determined by its Board of Directors, subject to the rules and regulations of the Securities and Exchange Commission.</u> (As amended by the Board of Directors on 15 April 2026)</p> <p>Stockholders may participate by means of remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate, subject to the guidelines of the Securities and Exchange Commission on stockholder participation in absentia.</p>
<p>Article II, Section 4</p>	<p>Section 4. Notice of Meeting - Written notices for regular or special meetings of stockholders may be sent by the Secretary, by personal delivery or by mailing the notice at least twenty-one (21) days prior to the date of the meeting to each stockholder of record at his/her last known post office address or through electronic mail, and by publishing the notice in a newspaper of national circulation and online format pursuant to prevailing notice requirements of the Securities and Exchange Commission (SEC) for Publicly Listed Companies (PLC). The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be subject of motions or deliberation</p>	<p>Section 4. Notice of Meeting - Written notices for regular or special meetings of stockholders may be sent by the Secretary, by personal delivery or by mailing the notice at least twenty-one (21) days <u>prior to the date designated for the holding of any annual/regular meeting of the stockholders, or at least seven (7) calendar days prior to the date designated for the holding of any special meeting of stockholders,</u> to each stockholder of record at his/her last known post office address or through electronic mail, <u>or any messaging service, or by publication in the business section of two (2) newspapers of general circulation in the Philippines in print and online format for two (2) consecutive days, and duly posted on the official website of the Corporation.</u> (As</p>

	such meeting. Notice of any meeting and may be waived expressly or impliedly by any stockholders in person or by proxy, before or after the meeting. at When the meeting of the stockholder is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. (As amended on 04 May 2022 upon affirmative vote of majority of the members of the Board of Directors and on 10 June 2022 by the Stockholders representing at least two-thirds (1/2) of the outstanding capital stock of the Corporation)	amended by the Board of Directors on 15 April 2026) The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be subject of motions or deliberation such meeting. Notice of any meeting may be waived expressly or impliedly by any stockholders in person or by proxy, before or after the meeting. When the meeting of the stockholder is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.
Article VI, Section 3	Section 3. Governance, Nomination and Compensation Committee - The Governance, Nomination and Compensation or Remuneration Committee (GNCC) shall be composed of at least three members, all of whom shall be independent directors, including the Chairman. xxx	Section 3. Governance, Nomination and Compensation Committee - The Governance, Nomination and Compensation Committee (GNCC) shall be composed of at least three (3) members, <u>majority of whom shall be independent directors</u> . (As amended by the Board of Directors on 15 April 2026) xxx
Article XII	Section 1. Form and Inscription - The corporate seal shall consist of two concentric circles within which shall be inscribed: KEPPEL PHILIPPINES PROPERTIES, INC.	Section 1. Form and Inscription - The corporate seal shall consist of two concentric circles within which shall be inscribed: <u>FSG VENTURE HOLDINGS, INC.</u> (As amended by the Board of Directors on 15 April 2026)

Rationale for the amendments(s)

The amendments are in relation to Forward Synergy Group, Inc.'s ("FSGI") purchase of 255,242,990 or 86.87% of the common shares of the Company and in line with FSGI's objective to create long-term value for shareholders through disciplined capital allocation, active ownership, and strategic growth.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	14 August 2026
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The amendments in the By-Laws are not expected to affect the business, operations, and/or capital structure of the company.

Other relevant information

None.

[signature page follows]

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.

KEPPEL PHILIPPINES PROPERTIES, INC.

15 April 2026

Issuer

Date



Vincent E. Tomaneng

Corporate Secretary

Jona Arrol V. Cabrera

Compliance Officer