

Kalahi Realty, Inc.

Suites 214-215, State Condominium IV
Ortigas Avenue, Greenhill's
San Juan City, Philippines
Telephone Nos. 8570-3639

**KALAH REALTY INC_SEC-DEFINITIVE INFORMATION
STATEMENT_05 NOVEMBER 2024**

**SECURITIES & EXCHANGE COMMISSION
SEC FORM 20-IS**

**Proxy Statement according to Section 20
of the Securities Regulation Code (SRC)**

1. Check the appropriate box:
- ☐ Preliminary Information Statement
- ☒ Definitive Information Statement
2. Name of registrant as specified in the charter **KALAHY REALTY, INC.**
3. Jurisdiction of Incorporation **SAN JUAN CITY**
4. SEC I.D. No. **0000161872**
5. BIR TIN **000-645-746**
6. Address & Zip Code **214 State Condominium IV, Ortigas Ave., Greenhills,
San Juan City 1502**
7. Telephone No. **(02)8570-3639**
8. Date, time, and place of the meeting of security holders:
- Date of Meeting: **December 9, 2024**
- Time of Meeting **2: 00 p.m.**
- Place of Meeting: **214 State Condominium IV, Ortigas Ave., Greenhills,
San Juan City 1502**
9. Approximate date on which the information Statement is first to be sent or given to the security holders: Nov. 18, 2024.
10. In Case of Proxy Solicitation: Not Applicable
11. Outstanding Shares:
- | Title of each Class | Number of Shares Outstanding
and Amount of Debt Outstanding |
|---------------------|--|
| COMMON SHARES | 78,006,687 |

12. All Shares are listed on the Philippine Stock Exchange?
Yes _____ No x

PART I
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

ITEM 1. Date, Time and Place of Meeting of Security Holders,

- a. Date of Meeting : December 09, 2024
Time of Meeting : 2: 00 p.m.
Place of Meeting : Suite 214 State Condominium IV
Principal Office : Ortigas Ave., Greenhills, San Juan City 1502:

b. The approximate date on which the Information Statement is first to be given to security holders on Nov. 18, 2024

***WE ARE NOT ASKING YOU FOR A PROXY AND YOU
ARE REQUESTED NOT TO SEND US A PROXY***

ITEM 2. Dissenter's Right of Appraisal

There are no corporate matters or actions that will entitle a stockholder to exercise a Right of Appraisal as provided in Title X of the Revised Corporation Code of the Philippines. Nevertheless, any stockholder of the Company shall have a right to dissent and demand payment of the fair value of their shares in the following instances, as provided in the Revised Corporation Code:

- 1) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares or authorizing preferences in any respect superior to those of outstanding shares of any class or extending/shortening the term of corporate existence.
- 2) In case of a sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all the corporate property and assets as provided in the Code; and
- 3) In case of merger or consolidation.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action to avail himself of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder upon surrender of his certificate(s)

of stock representing his shares, the fair value thereof as of the day before the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made, provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in the books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

ITEM 3. The interest of Certain Persons in or Opposition to Matters to be Acted Upon

a. No current director or officer, or nominee for the election as a director or any of his associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office.

b. No Director has informed the Company in writing of any intention of opposing any action intended to be taken at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. Voting Securities and principal holders thereof

a) Class of Voting Shares as of Sept. 30, 2024:

<u>Class Voting Shares</u>	<u>No. of shares Entitled to Vote</u>
Common Shares	78,006,687

Every stockholder shall be entitled to one vote for each share of stock as of the record date.

b) Only holders of the company's stock on record at the close of business on June 30, 2024, are entitled to notice of and vote at the Annual Stockholders' Meeting to be held on December 09, 2024.

c) Election of Directors and cumulative Voting Rights

The holders of common stock are entitled to one vote per share, but in connection with the cumulative voting feature applicable to the election of directors, each stockholder is entitled to vote as many votes as shall equal the number of shares held by such person at the close of business on the record date, multiplied by the number of directors to be elected. A stockholder may cast all such votes for a single nominee or may apportion such votes among any two or more nominees. For

example, when seven (7) directors are to be elected, the holder of 100 shares may cast 700 votes for a single nominee, apportion 350 votes each to two nominees, or apportion 700 votes to all nominees.

d) **No Proxy Solicitation is being made.**

We are not asking for a proxy so please do not send us any.

A. Securities Ownership of Certain Record and Beneficial Owners of more than five (5) percent of the company's stock as of September 30, 2024.

Title of Class	Name, Address of Record Owners, and Relationship with the issuer	Name of Beneficial Owners and Relationship w/ Record Owner	Citizenship	No. of Shares held Nature of Ownership (Record or Beneficial)	Percent
Common	Lordiz and Co., Inc. 14 Missouri St., Greenhills, San Juan City No relationship with the issuer	Frederick Matsuda President	Filipino	10,360,350 (record)	14.77%
Common	Diz Marc Fortunes. Inc. 214 State Cond. IV, Ortigas Ave., San Juan City No relationship with the issuer	Teresita Dizon President	Filipino	10,156,459 (record)	14.47%
Common	Little Flower Corporation 14 Missouri St., Greenhills, San Juan City No relationship with the issuer	Ramona Odilia Feliciano Treasurer	Filipino	6,615,632 (record)	9.43%
Common	Markeisha Developers, Inc. #52 Libertad Street, Martino I Bldg., Mandaluyong City No relationship with the issuer	Franklin Matsuda President	Filipino	5,607,343 (record)	7.99%
Common	Fordjem Enterprises, Inc. 214 State Cond. IV, Ortigas Ave. San Juan City	Frederick Matsuda President	Filipino	4,707,504 (record)	6.71%

	No relationship with the issuer				
Common	Marcel Holdings Corporation 386P.Guevarra, San Juan City No relationship with the issuer	Teresita Dizon President	Filipino	4,481,304 (record)	6.39%
Common	Lutgarda D. Lacson 14 Missouri St., Greenhills, San Juan City No relationship with the issuer	Lutgarda Lacson	Filipino	3,945,833 (record)	5.62%

LORDIZ and Co., Inc. has no business relationship with Kalahi Realty Inc. and authorized Mr. Frederick D. Matsuda to represent or issue a proxy on behalf of Lordiz and Co.

DizMarc Fortunes Inc. has no business relationship with Kalahi Realty Inc., and authorized Ms. Teresita D. Dizon to represent or issue a proxy.

Little Flower Corporation has no business relationship with Kalahi Realty Inc. and authorized the Treasurer, Ms. Ramona Odilia D. Feliciano, to represent it or issue a proxy.

Markeisha Developers Inc. has no business relationship with Kalahi Realty Inc. and authorized the Treasurer, Mrs. Jessica M. Polintan, to issue or assign a proxy.

Fordjem Enterprises Inc. has no business relationship with Kalahi Realty Inc. and authorized President Frederick D. Matsuda to issue or assign a proxy.

Marcel D. Holdings Corp. has no business relationship with Kalahi Realty Inc. and authorized the President, Ms. Teresita D. Dizon, to represent or issue a proxy.

Change In Control

There are no arrangements that may result in a change in control of the registrant and no change in control has occurred since the beginning of the last financial year.

B. Beneficial ownership of directors/officers as of September 30, 2024.

Title of Class	Name of Beneficial Owner	Amount and Nature of Ownership (Record or Beneficial)	Citizenship	Percent
Common	Franklin D Matsuda Chairman/ President / Director	32,072 “r”	Filipino	0.0457%
Common	Frederick D. Matsuda Vice President/ Treasurer	32,072 “r”	Filipino	0.0457%
Common	Francis V. Gustilo Director/ Corporate Secretary	27,695 “r”	Filipino	0.0395%
Common	Lawrence D. Feliciano Director	89,000 “r”	Filipino	0.1268%
Common	Ramona Odilia D. Feliciano Director	61,000 “r”	Filipino	0.0781%
Common	Roberto S. Guevara Independent Director	1 “r”	Filipino	0.0000%
Common	Valentino M. Trobada Chief Accountant	597	Filipino	0.0009%
Common	Rommel Ner C. Mariano	1 “r”	Filipino	0.000%
Common	Maria Belinda Franco	1 “r”	Filipino	0.000%

Total ownership of directors/ officers is 242,440 shares.

From November 23, 2023, up to September 30, 2024, the Board of Directors had four (4) regular and special meetings including the organization meeting. Please *see ANNEX “C”*

C. Voting Trust

No one among the stockholders has submitted a voting trust agreement in favor of any person to entitle that person to exercise all rights of every nature on his behalf, including the right to vote that will require the issuance of Voting Trust Certificates in favor of that party.

D. Changes in Control

There have been no changes in control in the Company since the beginning.

ITEM 5. Directors and Executive Officer

Article VI & Article III, Section 9 of the Company’s Amended By-laws provides:

“The Board of Directors shall have seven (7) Directors who shall be elected by the Corporation’s stockholders entitled to vote at the annual meeting and shall hold office for one year until their successors are elected and qualified following these By-laws.”

The attendance of the directors at the meetings of the Board of Directors (the “Board”) in 2023 was reported to the SEC. All the Directors were present during the Annual Stockholders' meeting held on November 23, 2023, except Atty. Francis V. Gustilo, who was out of the country. Ms. Adeliza Arellano was designated by the Board as the Acting Corporate Secretary.

A) Information Required of Directors and Executive Officers

Listed are the incumbent directors, officers, and nominees of the company with their qualifications which include their ages, citizenship, and current and past positions held for the past five years.

1. **FRANKLIN D. MATSUDA**, 56 years old, Filipino. *He has been elected a member of the Board since 2003 up to the present.* He was elected President in Aug. 2017. In Aug. 2021, he was again elected as President and concurrent Chairman. He is the Marketing Manager of Lordiz& Co., Inc., and Diz-Marc Fortune, Inc. since 2001 up to the present. He was elected member of the Board of Directors of CMD Foundation and Fordjem Enterprises, Inc. from 1995 up to the present. He is also the President of Makeisha Developers, Inc. from 2005 up to the present and the Treasurer of Blocks & Bricks Realty, Inc. from 2005 up to the present. He is also a Director of State Cond IV Corp. from 2006 up to the present.
2. **FREDERICK D. MATSUDA**, 60 years old, Filipino. *He has been elected a member of the Board since 1996. He was President since 2003 up to August 2017.* Last Aug. 2017 he was elected as *Vice President/Treasurer up to present.* He also served as Corporate Treasurer and member of the Board of Directors of Dizon Copper Silver Mines, Inc. from 1997 up to 2012. Currently, he holds various positions in several other corporations, namely: Vice-President of Fordjem Enterprises, Inc., and Financial Management Consultant of Lordiz and Company, Inc., and Diz-Marc Fortunes, Inc.
3. **ROBERTO S. GUEVARA**, 74 years old, Filipino. *He was elected independent director from 2015 up to the present.* For the past 11 years, he held various positions in different companies such as Radiowealth Finance Company and Seed Capital Corporation as President and CEO. He is also a director of Guevent Investment & Development Corp., G & S Transportation Corp. and as an Independent Director of Megaworld Corporation.
4. **FRANCIS V. GUSTILO**, 75 years old, Filipino. *He has been appointed as Corporate Secretary of the Company in 2003 and elected as a member of the board from 2003 to 2005 and from 2011 to the present.* A practicing lawyer and a Chemical Engineer, he is also the Executive Director of Tindig Porac

Development Foundation, Inc.; Past President of Rotary Club of Paranaque East President for RY2001-2002, District 3830. Independent Director of Rural Electrification Financing Corp (2012-2021). Current Director of ECCOBANK Inc (A Rural Bank). Corporate Secretary of Rural Electrification Trading Corporation and St. Francis Academy. Director of Upper Manupali Hydro Electric Power Corporation situated in Valencia, Bukidnon in 2024.

5. **LAWRENCE D. FELICIANO**, 60 years old, Filipino. *He has been elected member of the Board for the first time in 2017 to replace his aunt who passed away in July 2017.* He has been a Director of Carllo Inc., a property management and realty company for the past 28 years, and a Director for Nisus Properties Inc. for 22 years.
6. **RAMONA ODILIA D. FELICIANO**, 52 years old, Filipino. *She was elected member of the Board for the first time in 2022* to replace Mr. Raymund Alexander C. Dizon. She has been a Director of Carllo Inc., a property management and realty company for the past 20 years.
7. **ROMMEL NER C. MARIANO**, 55 years old, Filipino. *He was elected independent director in November 23, 2023.* He has held various roles in different companies, including Marketing Manager, President, and VP at Jners Corporation, Fins Trading and Maics Gym respectively and he has been in the leasing department of One Mary Land Bldg since 2016 up to present.
8. **MARIA BELINDA B. FRANCO**, 65 years old, Filipino. She will be nominated as an independent director at the forthcoming Annual Stockholders' Meeting. She has worked in the banking industry as an accountant for nearly 14 years and has been in the leasing department of Maria Belinda Franco Bldg since 2016, where she continues to serve to the present day. She is intended to replace Mr. Roberto S. Guevara.
9. **VALENTINO M. TROBADA**, 72 years old, Filipino. *He was appointed as the company's Chief Financial Officer / Chief Accountant in April 2001.* Before his appointment, he was an Audit Supervisor of Dizon Copper Silver Mines Inc. for the past 14 years and became the mine site Accountant for 4 years. He held accounting positions in various companies.

The following will be nominated as directors during the meeting:

FREDERICK D. MATSUDA
FRANKLIN D. MATSUDA

LAWRENCE D. FELICIANO
RAMONA ODILLA D. FELICIANO
FRANCIS V. GUSTILO

The nominees for Independent directors are:

MARIA BELINDA FRANCO
ROMMEL NER C. MARIANO

A. The Nomination Committee created by the Board under the Corporate Governance Manual endorsed the above nominees for election at the forthcoming Annual Stockholders' Meeting. Frederick D. Matsuda, the chairman, and Lawrence Feliciano, the members, are also members of the committee.

The Nomination Committee also endorsed to the Board the final list of Candidates for Independent Directors, Mr. Rommel Ner C. Mariano and Ms. Maria Belinda B. Franco. Ms. Jessica Polintan, a stockholder, nominated Ms. Maria Belinda B. Franco. She is not related to Ms. Maria Belinda B. Franco. On the other hand, Mr. Jun Viray nominated Mr. Rommel Ner C. Mariano. He is not related to Mr. Rommel Ner C. Mariano.

The Nomination Committee receives a nomination for Independent Directors from the stockholders within a given period ending June 30, 2024. After the deadline for submission, the Nomination Committee convenes to consider the qualification and disqualification of the nominees based on the criteria contained in the company Corporate Governance Manual and SRC Rule 38. After consideration of all the nominees, the Committee endorses to the Board only those nominees who passed the qualification.

In compliance with the recent SEC Memorandum circular no. 5 series of 2017, The Company attached the Certificate of Qualification of the Independent Directors. ***ANNEX "A1" and "A2"--***

Directors elected as such will serve for a term of one (1) year, subject further to the provision of the company's By-Laws.

B) Executive Officers

Franklin D. Matsuda:	:	Chairman/President
Frederick D. Matsuda	:	Vice President/ Treasurer
Francis V. Gustilo	:	Corporate Secretary
Valentino M. Trobada	:	Chief Accountant

Significant Employees

No employee who is not an executive officer of the company is expected to make a significant contribution to the business, which is not highly dependent on the services of key personnel.

Family Relationships

Frederick D. Matsuda and Franklin D. Matsuda are brothers, while Ramona Odilia D. Feliciano and Lawrence D. Feliciano are siblings. Frederick and Franklin are first cousins to Ramona and Lawrence. All four belong to the third generation of the Celestino and Maria Dizon family."

Involvement in Certain Legal Proceedings

The Company is not aware that any one of the incumbent directors and executive officers and persons nominated to become a director and executive officer has been the subject of a bankruptcy petition or a conviction by final judgment in a criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, or has been by judgment or decree found to have violated securities or commodities law and enjoined from engaging in any business, securities, commodities or banking activities for the past five (5) years until the date of this Information Statement.

Certain Relationships and Related Transactions

There are no transactions or proposed transactions during the last three years to which the registrant was or is to be a party involving a director, executive officer, or stockholder owning ten percent (10%) or more of the total outstanding shares.

There are no substantial interests, direct or indirect, by security holdings or otherwise, of the directors, executive officers, or major shareholders in any matter to be acted upon, other than an election to office.

ITEM 6. EXECUTIVE COMPENSATION

Name and Position	2023	2022
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Franklin D. Matsuda	430,800	414,000
<i>President/Chairman 2019 to present</i>		
Frederick D. Matsuda		
<i>Vice President/Treasurer</i>	454,080	437,280
TOTAL FOR THE GROUP	₱ 884,880	₱ 851,280
ALL OFFICERS & DIRECTORS AS A GROUP UNNAMED	583,080	553,080
TOTAL DIRECTORS PER DIEM	₱ 60,000	₱ 60,000

SUMMARY COMPENSATION TABLE
ANNUAL COMPENSATION

Name and Position	Year	Salary	Bonus	Other annual compensation
Frederick D. Matsuda	2022	₱437,280		—
<i>Vice President/Treasurer</i>	2023	454,280		—
Franklin D. Matsuda	2022	414,000		—
<i>President/Chairman</i>	2023	430,800		—
All other officers and directors				—
Francis Gustilo	2022	243,000		—
<i>Corporate Secretary</i>	2023	258,000		—
Valentino Trobada	2022	310,080		—
<i>CFO/Chief Accountant</i>	2023	325,080		—

Actual Jan. 1 to Sept. 30,2024 P 678,690.00
Estimates October 1 to Dec. 31, 2024 is P 226,320.00

Compensation of other officers
Actual Jan. 1 to Sept. 30,2024 P 455,310.00
Estimates October 1 to Dec. 31, 2024 is P 151,770.00

Directors Per Diem
Actual Jan 1 to Sept. 30, 2024 P 35,000.00
Estimates October 1 to Dec. 31, 2024 is P 35,000.00

Except for the above-mentioned directors, all other directors have no standard arrangements or arrangements pertaining to compensation, either directly or indirectly. Furthermore, the company has no existing Employment Contracts or Termination of Employment and change-in-control Arrangements with its directors except as mentioned for the President/Director, Vice-President/Director, and corporate Secretary/Director.

*The above-named executive officers and all other officers and directors as a group have never been held and granted **outstanding warrants and options.***

ITEM 7. Independent Public Accountant

- a. The Principal Independent Public Accountant of the Company is Sycip, Gorres, Velayo & Co. (SGV & Co.). The same accounting firm is being recommended for re-election at the meeting.
- b. Representatives of SGV & Co. for the current year are expected to be present at the meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

According to the General Requirements of SRC Rule 68, Par.3 (Qualifications and Reports of Independent Auditors), the Company has engaged SGV & Co. as external auditor, and Mr. Richie Jackson Padilla has been the Partner-in-Charge effective the second semester of 2022 to present as a signing partner. Before his engagements, the previous partners were Mr. Bienvenido M. Rebullido from 2019 to the first semester of 2022 and Ms. Julie O. Mateo from 2016-2018. Sherwin V. Yason (2015), Julie O. Mateo (2009-2014), Josephine Estomo (2003 to 2008), and Cynthia Manlapig (1998 to 2002).

- c. The Company has engaged the services of SGV & Co. since 1998, and for (25) twenty-five years, there have been no disagreements regarding accounting principles or practices, financial statement disclosures, or the auditing scope of work.

d. External Audit Fees

For 2023, the audit fees for professional services rendered by SGV & Co. amounted to P250,000.00 and P160,000.00 in 2022, ; the amounts were exclusive of VAT and out-of-pocket expenses (estimated to be 10% of fee). However, the actual fees may exceed these estimates based on changes to the business or scope of work.

The Audit Committee has an existing policy to review and pre-approve the audit and non-audit services rendered by the Company's independent auditors. They recommended Reyes Tacandong & Co., as the Independent public accountant of the company concerning its operations for the coming year. The Chairman of the Committee is Mr. Rommel Mariano (Independent Director), and the members are Atty. Francis V. Gustilo and Mr. Franklin D. Matsuda.

ITEM 8. Compensation Plan

The meeting will not discuss matters or actions concerning any compensation plan according to which cash or non-cash compensation may be paid or distributed.

ITEM 13. Financial and Other Information

The Management's Discussion and Analysis, Plan of Operation are attached as *Annex "D"*.

Shareholders Proposal

It is expected that the 2024 Annual Meeting of Stockholders will be held on 09 December. Any stockholder who desires to have a proposal presented to that meeting should submit his proposal to the company as early as the last day of November 2024 to have the proposal included in the company's agenda and program.

D. OTHER MATTERS

ITEM 15. Action Concerning Reports

The minutes of the previous Annual Stockholders' Meeting held last November 23, 2023, shall be submitted to the stockholders for approval. Also to be submitted for approval and ratification is the Annual Report, the Audited Financial Statement for the year ended December 2023, as well as all the Acts, Resolutions, and Proceedings of the Board of Directors, Corporate officers, and Management up to November 22, 2023.

The organizational meeting of Nov. 23, 2023, created the Audit, Compensation, Remuneration, Nomination, and Executive Committee. The meeting of April 17, 2024, approved the Audited Financial Statements prepared by SGV & Co., including the Annual Report SEC 17-A. A resolution was also passed to postpone the annual stockholders meeting from May 03, 2024, to November 27, 2024. Finally, the board meeting on July 11 approved the recommendation of the Nomination Committee for the Independent Director.

Other Proposal Action

No act of management or the Board of Directors in the preceding year required the stockholders' approval.

The summary of the minutes of the November 23, 2023, Annual Stockholders Meeting is attached herewith as ***ANNEX “B”***

VOTING PROCEDURES

- A. The matter in the agenda requires the affirmative vote of the stockholders representing most of the Company's common stock present and/or represented and entitled to vote. Each common stockholder shall be entitled to one vote for each share multiplied by the number of directors.
- B. The vote of at least two-thirds (2/3) of the outstanding common stock will be necessary to ratify any amendment to the Articles and By-Laws presented for approval by the Board of Directors.
- C. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes following the rules under the Corporation Code of the Philippines.
- D. Voting and counting of votes shall be by ballot. Auditors from the SGV and inspectors appointed by the Corporate Secretary will be present to canvas and inspect ballots.

SEC FORM 17-A

A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A WILL BE PROVIDED WITHOUT CHARGE TO EACH PERSON UPON WRITTEN REQUEST OF ANY SUCH PERSON ADDRESSED TO:

**OFFICE OF THE CORPORATE SECRETARY
KALAHİ REALTY INC.
Suite 214 State Condominium IV
Ortigas Ave., Greenhills, San Juan City 1502**

At the discretion of management, a charge may be made for exhibits, provided such charge is limited to reasonable expenses incurred by the company in furnishing such exhibits and messenger costs.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information outlined in this report is true, complete, and correct. This report is signed in San Juan City on August 8, 2024.

KALAHI REALTY INC.

By:


FRANKLIN D. MATSUDA
President


ATTY. FRANCIS V. GUSTILO
Corporate Secretary

“ANNEX “A1”

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **ROMMEL NER C. MARIANO** Filipino, of legal age and resident of #13 Dasdasan St., Midtown Subdivision, Marikina City, after having been duly sworn to in accordance with the law, do hereby declare that:

1. I am a nominee for independent director of Kalahi Realty, Inc.,
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Jners Corporation	Marketing Manager	1995 - Present
Fins Trading	President	2013 - Present
Maics Gym	Vice - President	2015-Present
One Maryland Bldg	Leasing Manager	2016-Present

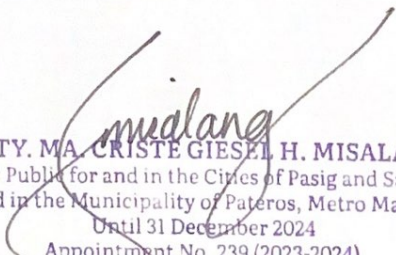
- 3 I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Kalahi Realty Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
- 4 To the best of my knowledge, I am not related to any director, officer, or substantial shareholder of Kalahi Realty Inc.
- 5 To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
- 6 To the best of my knowledge, I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.
- 7 I shall faithfully and diligently comply with my duties and responsibilities as an independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

Done, this 28 AUG 2024 day of _____ at SAN JUAN CITY


ROMEO C. MARIANO
Affiant

SUBSCRIBED AND SWORN to before me this 28 AUG 2024 day of _____ at SAN JUAN CITY, affiant personally appeared before me and exhibited to me his Driver's License No. N0 1-88-079421 expiring on 2033/01/17.

Doc. No. 318 :
Page No. 65 :
Book No. 10 :
Serial of 2024


ATTY. MA. CRISTE GIESEL H. MISALANG
Notary Public for and in the Cities of Pasig and San Juan
and in the Municipality of Pateros, Metro Manila
Until 31 December 2024
Appointment No. 239 (2023-2024)
PTR No. 1749329 / San Juan / 1/2/2024
IBP No. 382450/ Manila III/ 12/30/2023 (For MD 2024)
Roll of Attorneys No. 80600
MCLE Compliance No. VIII 0003245/ 17 July 2023/
Valid until 14 April 2028
Room 110 Marca Leon Limketkai Bldg., Ortigas Avenue
Greenhills, San Juan City, Metro Manila 1503

ANNEX “A2”

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **MARIA BELINDA FRANCO**, Filipino, of legal age and resident of 528 F. Policarpio St., Brgy New Zaniga, Mandaluyong City, after having been duly sworn to in accordance with the law do hereby declare that:

1. I am a nominee for independent director of Kalahi Realty, Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Vetronix	Secretary	1981to 1985
Prudential Bank	Accountant	1985 to 1999
Maria Belinda Franco Bldg	Owner/Administrator	2016 to Present
French Kiss Corp	Owner	2001 to 2016

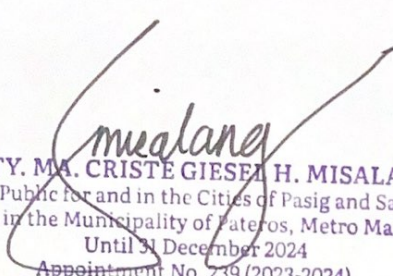
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Kalahi Realty, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. To the best of my knowledge, I am not related to any director, officer, or substantial shareholder of Kalahi Realty Inc.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. To the best of my knowledge, I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code. and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

Done, this 28 AUG 2024 day of _____ at SAN JUAN CITY


MARIA BELINDA FRANCO
Affiant

SUBSCRIBED AND SWORN to before me this 28 AUG 2024 day of _____ at SAN JUAN CITY, affiant personally appeared before me and exhibited to me her Driver's License No. N0 1-86-045245 expiring on 2033/12/17.

Doc. No. 319 :
Page No. 65 :
Book No. 18 :
Serial of 2024


ATTY. MA. CRISTE GIESEL H. MISALANG
Notary Public for and in the Cities of Pasig and San Juan
and in the Municipality of Pateros, Metro Manila
Until 31 December 2024
Appointment No. 239 (2023-2024)
PTR No. 1749329 / San Juan / 1/2/2024
IBP No. 382450 / Manila III / 12/30/2023 (For MD 2024)
Roll of Attorneys No. 80600
MCLE Compliance No. VIII 0903245 / 17 July 2023/
Valid until 14 April 2028
Room 110 Marca Leon Limketkar Bldg., Ortigas Avenue
Greenhills, San Juan City, Metro Manila 1503

ANNEX “B”

SUMMARY OF THE MINUTES OF THE 2023 STOCKHOLDERS MEETING

The Annual Meeting commenced exactly at 2:00 p.m. on November 23, 2023. The Chairman presided over the meeting and appointed Ms. Adeliza Arellano the acting Corporate Secretary.

The Acting Corporate Secretary certified that the appropriate and necessary notices were published in the Philippine Daily Star, a newspaper of general circulation, on October 28 & 31, 2023. The Acting Secretary also certified that a quorum was present as of 2:00 pm., representing 53,487,919 shares by proxy and 125,823 shares in attendance out of 70,166,407 outstanding shares for 76.4%. The corporation's issued and outstanding capital stock is 70,166,407 shares.

The reading of the minutes of the previous stockholders' meeting was dispensed upon the motion of Mrs. Jesica Polintan and seconded by Director Rommel Mariano. The minutes were duly approved by the motion of Mr. Feliciano duly seconded by Ms. Feliciano.

The Stockholders passed the following resolutions upon motion duly seconded:

1. Ratification of the Acts, Resolutions, and Proceeding of the Board of Directors, Corporate Officers, and Management from November 23, 2023, up to November 22, 2024.
2. Approval of the Audited Financial Statement as of December 31, 2023.
3. Election of Frederick D. Matsuda, Lawrence D. Feliciano, Ramona Odilla, Francis V. Gustilo, Franklin D. Matsuda, and Two (2) Independent Directors – Rommel C. Mariano and Roberto S. Guevara.
4. Appointment of Sycip, Gorres, Velayo & Co. (SGV) as external Auditor of the Corporation for the year 2023.

After the short discussion, the meeting was adjourned at 2:30 pm.

ANNEX “C”

**SUMMARY OF BOARD RESOLUTIONS APPROVED
FROM November 23, 2023 – November 22, 2024**

Type and Date of Board Meeting Description of the Board Resolution

Stockholders Meeting Organizational Meeting 23 November 2023	Election of the Board of Directors Organization of the different Committees: Audit, Compensation, Remuneration, Nomination and Executive Committees.
April 17, 2024	Approval of the Audited Financial Statements and Annual Report
May 03, 2024	Postponement of the Annual Stockholders Meeting set for May 31, 2024, to November 27, 2024, at 2:00 PM. Record Date is May 31, 2024.
July 11, 2024	No resolution was passed. Report of Nomination Committee to the Board. Management updates only.

ANNEX D.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF PLAN OF OPERATION

Kalahi Realty Inc. is primarily engaged in the acquisition by purchase, lease, donation, or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, and hold for investment or otherwise, real estate of all kinds, whether improve, manage, or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind together with their appurtenances.

Comparative amounts of revenues, expenses, assets, liabilities and stockholders' equity are as follows (million):

	2023	2022
Revenues	P 4.690	P 4.138
Other Income	3.256	1.930
Cost of Sales & Rental Income	(.289)	(.275)
Operating Expenses	(4.325)	(4.325)
Provision for Income Tax	(1.139)	(.316)
Asset	149.059	146.077
Liabilities	3.066	2.503
Equity	145.993	143.573

Results of Operations for 2023

Year ended December 31, 2023 compared to the year ended December 31, 2022

For the year ended Dec. 31, 2023, KRI's net income from its business segments increased 9.24%, or P1.040 million, from P1.153 million in 2022 to P2.193 million in 2023.

Revenues

Total revenues increased by 13.33%, or P.552 million, from P4.138 million in 2022 to P4.690 million in 2023.

Real estate sales increased by P .322 million, or 15.04%, from P2.144 in 2022 to P2.466 million in 2023. This was due to an increment in the sales value of lots.

Rental and related services increased by P.229 million, or 11.50 %, from P 1.995 million in 2022 to P2.224 million in 2023. The increase was caused by the rental of 6 units in 2023 as against 5 units in 2022.

Interest income increased by 57.84%, or P1,077, from P1.862 million in 2022 to P2.939 million in 2023. The increase was due to a substantial increase in the interest rate on deposits on placements or cash and cash equivalents, offset by a significant decrease in interest derived from installment receivables.

Other income increased by P.250 million, or 365.82%, from P.068 million in 2022 to P.318 million in 2023. The increase was due to various penalty expenses charged to delinquent installment customers and restructuring of other installment accounts.

Costs and Expenses

The cost of real estate sales and rentals increased by 5.15 % or **P.014** million (from P.275 million in 2022 to P .289 million in 2023). One of the components of the costs was costs of sales and rentals, which points to the decrease mainly due to the depleting value of depreciation expense of assets.

Gross Profit

The gross profit margin for real estate sales in 2023 pegged at 93.838% and 93.378% in 2022. There was an insignificant variance in the amount since the cost of a lot sold in 2023 and 2022 was almost equal. There was no change in the cost of sales and rental (depreciation).

Total operating expenses There was no variance in 2023 compared to 2022, as evident by figures ranging from P4.325 million in 2022 to P4.325 million in 2023.

Financial Condition as of December 31, 2023 compared to December 31, 2022.

As of December 31, 2023, KRI total assets increased by P2.982 million or 2.04% from the P146.077 million balance as of December 31, 2022, compared to the P149.059 balance as of Dec. 31, 2023. The following are the material changes in account balances:

7.29% Net Increase in Cash and Cash Equivalents

The net increase is mainly due to the collection of installment accounts.

59.62% Increase in Investment in Bonds - Current

The increase is mainly due to the above-mentioned reclassification from non-current investment accounts to current investments and the interest earned for the year.

61.29% Net increase in Contract Receivables

The increase is mainly due to the recognition of the price increase of installment sales on a lot despite being compensated by a collection of old accounts.

1,343.31% Net Increase in Other Receivables

The increase is mainly due to the recording of accrued interest from various placements or bond investments.

0.25% Decrease in Real Estate Inventories Account

The decrease is mainly due to the cost of the sale of the lot.

66.67% Decrease in Investment Properties

The decrease was mainly due to the cost of depreciation.

44.21% Decrease in Property and Equipment

The decrease is mainly due to the corresponding depreciation cost of equipment.

42.15% Net increase in Accounts Payable, Accrued Expenses and Other liabilities

The increase in these accounts is, among other things, due to VAT corresponding to Installation Sales recognition and an increase in accrued professional fees.

24.64% Net increase in Contract Liabilities

The increase is mainly due to the cancellation refund of deposits (reverted back to deposit) and new deposit from a new lessee.

1.53% Increase in Stockholders Equity

The increase is mainly because the Company incurred a profit as part of the retained earnings account.

KEY PERFORMANCE INDICATORS:

1.1. CURRENT RATIO - Measures ability to meet currently maturing obligations from existing current assets.

December 31,2023

CURRENT ASSETS	<u>₱ 148,981,504.00</u>	
CURRENT LIAB.	<u>₱1,411,649.00</u>	= 105.53272 : 1

December 31,2022

CURRENT ASSETS	<u>₱ 121,376,925.00</u>	
CURRENT LIAB.	<u>₱ 1,063,522.00</u>	= 114.12733 : 1

Current assets are sufficient to cover, if any, current obligations.

2.1. DEBT RATIO – Measures the relative amount of resources provided by shareholders and creditors. Indicates extent of leverage used and creditor protection in case of insolvency.

December 31,2023

TOTAL LIABILITIES	<u>₱ 3,066,285.00</u>	
STOCKHOLDERS EQUITY	<u>₱ 145,992,737.00</u>	= .021003 : 1

December 31,2022

TOTAL LIABILITIES **₱ 2,503,420.00**
 STOCKHOLDERS EQUITY **₱ 143,573,329.00** = **.017437 : 1**

The creditors are very much protected in case of insolvency meaning the company has good indication to meet its long-term obligations, (if any).

3.1 RETURN ON STOCKHOLDERS' EQUITY RATIO – Measures rate of earnings on resources provided by shareholders.

December 31,2023

NET INCOME (LOSS) **₱2,419,408.00**
 STOCKHOLDERS EQUITY **₱ 145,992,737.00** = **1.65721%**

December 31,2022

NET INCOME (LOSS) **₱ 1,152,913.00**
 STOCKHOLDERS EQUITY **₱ 143,573,329.00** = **0.803013%**

The ratio in the current year indicates a favorable result in yielding revenue to recover the investment.

4.1 EARNINGS PER SHARE (EPS) – Measures the amount of earnings attributable to each share of common stock.

NET INCOME (Loss) **₱2,419,408.00**
 NO. OF SHARES OUTSTANDING **70,166,407.00** = **0.03448**

As the ratio shows, the company's profitability in relation to each of its shares improved for the year ended.

5.1 EQUITY RATIO - Measures total investment provided by stockholders.

December 31, 2023

STOCKHOLDERS EQUITY **₱ 145,992,737.00**
 TOTAL ASSETS **₱ 149,059,022.00** = **.9794291:1**

December 31, 2022

STOCKHOLDERS EQUITY **₱ 143,573,329.00**
 TOTAL ASSETS **₱ 146,076,749.00** = **.9828623: 1**

The total investments provided by the stockholders indicate a very favorable venture.

5.2 CREDITORS' EQUITY TO TOTAL ASSETS – Measures the amount resources provided by creditors.

December 31,2023

TOTAL LIABILITIES **₱3,066,285.00**

December 31, 2022

₹ 2,503,420.00

₹ 146,076,749.00 = 0.017137 : 1

Common Stockholders: There are approximately 2,624 holders of common shares of the Company as of Sept. 30, 2024. Here are the top 20 stockholders of the company:

27

18	Joel D. Masuda.	FILIPINO	356,180	0.51%
19	Dizon-Jose Realty & Development Corp.	FILIPINO	351,301	0.46%
20	Juencio D. Dizon&/or Veronica C. Dizon	FILIPINO	234,235	0.33%
	Sub- Total		57,982,139	82.64%
	Other Stockholders		20,056,680	17.36%
			78,006,687	
	Less :Treasury Shares		(7,840,280)	
	TOTAL SHARES		70,166,407 =====	100.00%

KALAHI REALTY, INC.
Suite 214 State Condominium IV
Ortigas Avenue, San Juan City, M.M.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of Kalahi Realty, Inc. will be held at Suite 214 State Condominium IV, Ortigas Avenue, Greenhills, San Juan City 1502, on December 09, 2024, at **2:00 p.m.**

The agenda of the meeting is as follows:

1. Call to Order
2. Report on Attendance and Quorum
3. Review and Approval of the Minutes of the Previous Stockholders' Meeting of November 23, 2023
4. Approval of 2023 Audited Financial Statement
5. Ratification of the Acts, Resolutions, and Proceeding of the Board of Directors, Corporate Officers, and Management up to 22 November 2024
6. Election of the Board of Directors and Independent Directors
7. Appointment of Independent External Auditors
8. Other business as may properly be brought before the meeting.
9. Adjournment

The Directors of the Corporation had fixed the close of business hours on May 31, 2024, as the record date for the determination of the stockholders of the company entitled to vote at the said meeting.


ATTY. FRANCIS V. GUSTILO
Corporate Secretary

**RATIONALE AND BRIEF DISCUSSION OF THE AGENDA OF
THE 2024 ANNUAL STOCKHOLDERS' MEETING
(THE "ANNUAL STOCKHOLDERS' MEETING")**

1. Call to Order

The Chairman of the Board or the Chairman of the meeting will call the meeting to order.

2. Report on Attendance and Quorum

Notice and Quorum

The Corporate Secretary (or the Secretary of the meeting), as the case may be, will certify the date when the written notice of the Annual Stockholders' Meeting was sent to the stockholders as of the record date of June 30, 2024, and the date the notice was published in newspapers of general circulation.

The Secretary will likewise certify the presence of a quorum. Under the by-laws of the Company (the "Company's By-laws"), the holders of a majority of the issued and outstanding capital stock of the Company entitled to vote shall, if present in person or by proxy, constitute a quorum for the transaction of business.

3. Review and Approval of the Minutes of the Previous Annual Stockholders' Meeting

Copies of the minutes of the annual stockholders' meeting held on November 23, 2023, will be made available to the stockholders at the registration area of the venue of the Annual Stockholders' Meeting.

The stockholders will be requested to approve the minutes of the 2023 annual stockholders' meeting.

4. Approval of the Audited Financial Statements for the Year 2023

The Management of the Company will deliver the report on the performance of the Company for 2023.

The stockholders will be allowed to ask questions or raise concerns.

The stockholders will then be requested to approve the report and the audited financial statements of the Company for 2023.

Duly authorized representatives of Sycip, Gorres, Velayo & Co. (SGV & Co.), the external auditor for 2023, will be present at the Annual Stockholders' Meeting to respond to appropriate questions concerning the 2023 financial statements of the Company.

5. Ratification of All Acts of the Board of Directors and Management Since the Last Stockholders' Meeting in the Year 2023

These are the acts and resolutions of the Board of Directors, including those of the Executive Committee, and other board committees, and all the acts of management of the company taken or adopted from the annual stockholders' meeting on November 23, 2023, until November 22, 2024 (*Annex C*)

The stockholders will be requested to ratify all acts of the Board of Directors and Management since the last stockholders' meeting on November 23, 2023.

6. Election of the Board of Directors and Independent Directors

At its meeting held on June 30, 2024, the Nomination Committee, as the standing committee of the Board of Directors constituted to review and evaluate the qualifications of persons nominated to become members of the Board of Directors (including the independent directors) and according to the provisions of the Corporate Governance Manual of the Company and the Charter of the Nomination Committee, reviewed the candidates for director to ensure that they have all the qualifications and none of the disqualifications for nomination and election as members of the Board of Directors. The profiles of the nominees are provided in the Definitive Information Statement for the Annual Stockholders' Meeting.

The seven nominees will be submitted for election to the Board of Directors by the stockholders at the Annual Stockholders' Meeting. The directors are elected by a plurality of votes using the cumulative voting method.

7. Appointment of an Independent External Auditor

According to the company's Corporate Governance Manual and Audit Committee Charter, the Audit Committee will recommend to the Board of Directors the appointment of an external auditor to examine the company's accounts for 2024.

The stockholders will be requested to approve the appointment of the external auditor of the Company.

8. Other Matters

The Chairman will inquire whether there are other relevant matters and concerns to be discussed.

9. Adjournment

Upon determination that there are no other relevant matters to be discussed, the meeting will be adjourned on a motion duly made and seconded.

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0730 MCI 2000 IB DEP SVC

P40.00



Please check the appropriate mode of payment.		DATE
☒ CASH	☐ CHECK	☐ DEBIT FROM ACCOUNT
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 0552 2222 88		MERCHANT / AGENCY NAME
Reference Number 1 Kalahi Realty inc.	Printed Name and Signature of Payor / Depositor / Representative MARILYN RUBINA	
Reference Number 2 20240807-111-33786	Validation LBP GREENHILLS-ORTI T4 (JOHN ANTHONY) 08-08-2024 09:43 Trxn. Seq. #: 38700 SEC REG CODE CASH Payment 0552-2222-88 Clrng. Acct. No. 2024080711133786 ASSESSMENT FOR KALAH REALT NAME OF PAYOR 7,500.00	
Reference Number 3 (Numeric)	Amount	
Amount	Amount	
20-IS		

ONCOLL PAYMENT SLIP



Please check the appropriate mode of payment.		DATE
☒ CASH	☐ CHECK	☐ DEBIT FROM ACCOUNT
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 3402 2319 20		MERCHANT / AGENCY NAME SEC BTR Account-LRF
Reference Number 1 Kalahi Realty inc	Printed Name and Signature of Payor / Depositor / Representative MARILYN RUBINA	
Reference Number 2 20240807111-33786	Validation LBP GREENHILLS-ORTI T4 (JOHN ANTHONY) 08-08-2024 09:44 Trxn. Seq. #: 29700 SEC BTR LRF CASH Payment 3402-2319-20 Clrng. Acct. No. 2024080711133786 PAYMENT ASSES KALAH REALT COMPANY NAME 75.00	
Reference Number 3 (Numeric)	Amount	
Amount	Amount	
75-00		

Kalahi Realty, Inc.

Suites 214-215, State Condominium IV
Ortigas Avenue, Greenhill's
San Juan City, Philippines
Telephone Nos. 8570-3639

CERTIFICATION

I, Frederick D. Matsuda, as the Vice President / Treasurer of Kalahi Realty, Inc., with SEC registration number 161872 with principal office at Suite 214 State Condominium IV, Ortigas Avenue, Greenhills, San Juan, Metro Manila, on oath state:

- 1) That on behalf of Kalahi Realty, Inc. I have caused this SEC Definitive Information Statement to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company Kalahi Realty, Inc., will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 4) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

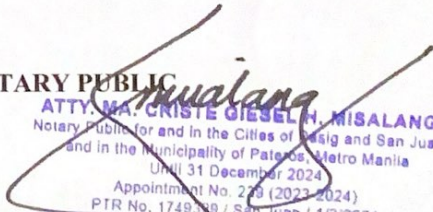
IN WITNESS WHEREOF, I have hereunto set my hand this 05 day of November 2024


Frederick D. Matsuda
Affiant

SUBSCRIBED AND SWORN to before me this 05 day of November 2024, affiant exhibiting his Passport no. P4703704B expire on February 05, 2030.

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NOTARY PUBLIC


ATTY. MA. CRISTE GIESEL H. MISALANG
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