Kalahi Realty, Inc.

Suite 214-215, State Condominium Iv Ortigas Avenue, Greenhills, San Juan City, Philippines Telephone Nos. 8570-3639

KALAHI REALTY INC_SEC-DEFINITIVE INFORMATION STATEMENT_12 OCTOBER 2023

COVER SHEET

For

PROXY STATEMENT

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NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

SECURITIES & EXCHANGE COMMISSION SEC FORM DIS

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

1	Check the appropriate b	DOX:		
	[] Preliminary Informa	tion Statement		
	[x] Definitive Informat	ion Statement		
2.	Name of registrant as sp	becified in the ch	arter	KALAHI REALTY, INC.
3.	Jurisdiction of Incorpora	ation		SAN JUAN CITY
4.	SEC I.D. No.			0000161872
5.	BIR TIN			000-645-746
6	Address & Zip Code	214 State Con San Juan Cit		Drtigas Ave., Greenhills,
7.	Telephone No.			(02) 8570-3639
8.	Date, time, and place of	f the meeting of	security holders:	
	Date of Meeting: Time of Meeting Place of Meeting:			Ortigas Ave., Greenhills,
9.	Approximate date on w to the security holders:		ation Statement is	s first to be sent or given
10.	In case of Proxy Solicit	tation:	Not Applicable	;
11.	Outstanding Shares :			
	Title of each Class			res Outstanding Debt Outstanding
	COMMON SHARES		78,006,6	87
12	. All Shares are listed or Yes	· ·	•	

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		November 23, 2023
	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 Information Statement is first to be given to security holders is on Nov. 2, 2023

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 the Title X of the Corporation Code. 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 Corporation Code:

- 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 of 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 June 30, 2023:

Class Voting Shares	No. of shares Entitled to Vote
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, 2023, are entitled to notice of and vote at the Annual Stockholders' Meeting to be held on November 23, 2023.

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 of 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

А.	Securities Ownership of Certain Record and Beneficial Owners of more than five (5)
	percent of the company's stock as of June 30, 2023.

Title of Class	Name, Address of Record Owners and Relationship with the issuer	NameofBeneficialOwnersandRelationshipw/Record Owner	Citizenship	No.ofShares heldNatureOwnership(RecordOrBeneficial)	Percent
Common	Lordiz and Co., Inc. 14 Missouri St., Greenhills, San Juan City	Frederick Matsuda President	Filipino	10,360,350 (record)	14.77%
Common	Diz Marc Fortunes. Inc. 214 State Cond. IV, Ortigas Ave., San Juan City	Teresita Dizon President	Filipino	10,156,459 (record)	14.47%
Common	Little Flower Corporation 14 Missouri St., Greenhills, San Juan City	Ramona Odilia Feliciano Treasurer	Filipino	6,615,632 (record)	9.43%
Common	Markeisha Developers, Inc. #52 Libertad Street, Martino I Bldg., Mandaluyong City	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%
Common	Marcel Holdings Corporation 386P.Guevarra, San Juan City	Teresita Dizon President	Filipino	4,481,304 (record)	6.39%
Common	Lutgarda D. Lacson 14 Missouri St., Greenhills, San Juan City	Lutgarda Lacson	Filipino	3,945,833 (record)	5.62%

LORDIZ and Co. has authorized Mr. Frederick D. Matsuda to represent or issue a proxy on behalf of Lordiz and Co.

DizMarc Fortunes Inc. has authorized Ms. Teresita D. Dizon to represent or issue a proxy

Little Flower Corporation has designated Ms. Ramona Odilia D. Feliciano as their authorized representative for proxy-related matters. Ms. Ramona Odilia Feliciano holds the position of Treasurer at Little Flower, while Mr. Frederick D. Matsuda serves as the Treasurer of Kalahi Realty, Inc.

Markeisha Developers Inc. has authorized the Treasurer Mrs. Jessica M. Polintan to issue or assign a proxy.

Fordjem Enterprises Inc. has authorized President Frederick D. Matsuda to issue or assign a proxy.

Marcel D. Holdings Corp., has 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.

Amount and Nature of Title of Class Name of Beneficial Owner Ownership Citizenship Percent (Record or Beneficial) Franklin D Matsuda 32.072 Filipino 0.0457% Common Chairman/ President / Director "r" 32,072 Common Frederick D. Matsuda Filipino 0.0457% Vice President/ Treasurer 'r" Francis V. Gustilo Common 27,695 Filipino 0.0395% Director/ Corporate Secretary "r" Lawrence D. Feliciano 89,000 Filipino 0.1268% Director "r" Ramona Odilia D. Feliciano 61,000 Filipino 0.078% Common Director "r" Common Roberto S. Guevara 1 Filipino 0.0000% "r" Independent Director Hermogenes T. Tabbada Filipino 0.0000% Common 1 "r"" Independent Director Rommel C. Mariano Common Filipino 0.0000% 1 Independent Director "r Valentino M. Trobada Filipino Common 597 0.0009% Chief Accountant "r"

B. Beneficial ownership of directors/officers as of June 30, 2023.

Total ownership of directors/ officers is 242,439 shares.

From November 25, 2022, up to June 30, 2023, 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 are changes in control in the Company that has occurred since the beginning. A Director has resigned since the date of the last annual meeting due to family commitments and other personal circumstances that make it difficult for them to fulfill their duties effectively.

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 2022 was reported to SEC. All the other Directors were present during the Annual Stockholders' meeting held on November 23, 2022.

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. And 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, 59 years old, Filipino. He has been elected a member of the Board since 1996. He had been a 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 2011. 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. ROMMEL MARIANO,** 52 years old, Filipino. He is a nominee as independent director this coming November 23, 2023. He is presently working as a Leasing Manager to One Maryland Bldg since 2016. For the past 20 years, he held various

positions in different companies such as Jner's Corporation, Fins Trading sand Maic's Gym as President, Vice President and Marketing Manager.

- 4. ROBERTO S. GUEVARA, 73 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, as director also of Guevent Investment & Development Corp., G & S Transportation Corp. and as an Independent Director of Megaworld Corporation.
- 5. FRANCIS V. GUSTILO, 74 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 an Executive Director of Tindig Porac Development Foundation, Inc.; Past President of Rotary Club of Paranaque East President for RY2001-2002, District 3830, Chairman Mary Help of Christians Pabahay Foundation, Inc., Corporate Secretary, Celestino-Maria Dizon Foundation Inc., Director, Waste to Energy (Phils.) Holdings Inc. Independent Director of Rural Electrification Financing Corp (2012-2021). Current Director of ECCOBANK Inc (A Rural Bank). Formerly New Covenant Bank Inc.
- 6. LAWRENCE D. FELICIANO, 58 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.
- 7. RAMONA ODILIA D. FELICIANO, 51 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.

The following will be nominated as directors for the year 2023-2024 during the meeting:

FREDERICK D. MATSUDA FRANKLIN D. MATSUDA LAWRENCE D. FELICIANO RAMONA ODILLA D. FELICIANO FRANCIS V. GUSTILO

The nominees for Independent directors for the year 2023-2024 are:

ROBERTO S. GUEVARA ROMMEL C. MARIANO

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

The Nomination Committee also endorsed to the Board the final list of Candidates for Independent Directors, i.e Mr. Guevara and Mr. Mariano. Mr. Leonardo P. Viray a stockholder nominated Mr. Guevara. He is not related to Mr. Guevara. On the other hand, Mrs. Jessica M, Polintan. nominated Mr. Mariano. She is not related to Mr. Mariano.

The Nomination Committee receives a nomination for Independent Directors from the stockholders within a given period ending on June 30, 2023. 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

VALENTINO M. TROBADA, 71 years old, Filipino. *He was appointed as Chief Financial Officer* / *Chief Accountant of the Company in April 2001.* Before his appointment, he was an Audit Supervisor of Dizon Copper Silver Mines Inc., for the past 14 years and also became the mine site Accountant for 4 years. He held accounting positions in various companies.

Significant Employees

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

Family Relationships

Frederick D. Matsuda and Franklin D. Matsuda are brothers; Ramona Odilla D. Feliciano and Lawrence D. Feliciano are brother and sister and the first cousins of Frederick and Franklin Matsuda. The brothers and their cousins belong to the third generation of the Celestino and Maria Dizon clan.

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.

Name and Position	2022	2021	2020
Franklin D. Matsuda	414,000	405,000	393,000
President/Chairman 2019 to present			
Frederick D. Matsuda			
Vice President/Treasurer	437,280	428,280	416,280
TOTAL FOR THE GROUP	₽ 851,280	₽ 833,280	₽ 809,280
ALL OFFICERS & DIRECTORS AS A GROUP UNNAMED	553,080	535,060	520,560
TOTAL DIRECTORS PER DIEM	₽-60,000	₽ 67,500	₽ 15,000

ITEM 6. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE ANNUAL COMPENSATION

Name and Position	Year	Salary	Bonus	Other annual compensation
Frederick D. Matsuda	2020	₱416,280		_
Vice President/Treasurer	2021	428,280		_
	2022	437,280		_
Franklin D. Matsuda	2020	393,000		_
President/Chairman	2021	405,000		_

	2022	414,000	_
All other officers and directors			
Francis Gustilo	2020	231,480	_
Corporate Secretary	2021	233,980	_
	2022	243,000	_
Valentino Trobada	2020	289,080	_
CFO/Chief Accountant	2021	301,080	_
	2022	310,080	-
Compensation of Executives Actual Jan. 1 to July 31,2023 Estimates Aug 1 to Dec. 31,2023		514,080 367,200	
Compensation of other officers Actual Jan. 1 to July 31,2023 Estimates Aug.1 to Dec. 31,2023		340,130 242,950	
Directors Per Diem			
Actual Jan 1 to July 31,2023		35,000	
Estimates Aug.1 to Dec. 31,2023	•	35,000	

Except for the above mentioned directors, all other directors have no standard arrangements, nor any other arrangements pertaining to compensation, either directly or indirectly. Furthermore, company has no existing Employment Contracts nor Termination of Employment and Change–in-Control Arrangements with its directors except as mentioned the President/Director, Vice-President/Director & Corporate Secretary/Director.

The above-named executive officers, and all other officers and directors as a group have never been holding 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 second semester of 2022 up to present as a signing partner. Before his engagements the previous partners were Mr. Bienvenido M. Rebullido **for** 2019 to first semester of 2022, Ms. Julie O. Mateo for 2016-2018. Sherwin V. Yason

(2015), Julie O. Mateo (2009-2014), Josephine Estomo (2003 to 2008), and Cynthia Manlapig (1997 to 2002).

c. The Company has engaged the services of SGV & Co. during the two most recent fiscal years. There are no disagreements with SGV & Co. on any matter of accounting and financial disclosures.

d. External Audit Fees

The Sycip, Gorres, Velayo & Co. (SGV & Co.) as the official External Auditor, for its regular professional services for 2022 was paid the sum of P 160,000.00 which was the same for the last two calendar years 2021 and 2020, the amount is 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 to pre-approve the audit and nonaudit services rendered by the Company's independent auditors. They recommended Sycip, Gorres, Velayo & Co. (SGV & Co.), as the Independent public accountant of the company concerning its operations for the coming year. The Chairman of the Committee is Mr. Hermogenes T. Tabbada (Independent Director) and the members are Atty. Francis V. Gustilo and Mr. Franklin D. Matsuda.

ITEM 8. Compensation Plan

There are no matters or actions to be taken up in the meeting 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 2023 Annual Meeting of Stockholders will be held on 23 November. 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 October 2023 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, 2022, 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 2022 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, 2022, created the Audit, Compensation, Remuneration, Nomination, and Executive Committee. The meeting of April 17, 2023, 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 31, 2023, to November 23, 2023. Finally, the board meeting on July 12,2023 approving the recommendation of the Nomination Committee for the Independent Director.

Other Proposal Action

There is no act of management and the Board of Directors in the preceding year that needed the approval of the stockholders.

The summary of the minutes of November 23, 2022, 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 a majority 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 balloting. 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 KALAHI 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.

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 October 8, 2023

KALAHI REALTY INC. By:

Find

FRANKLIN D. MATSUDA President

gurteto

ATTY. FRANCIS V. GUSTILO Corporate Secretary

ANNEX "A1"

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **ROMMEL C. MARIANO** 52 years old, 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 it's 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.

Done, this 5 Au Gr 2023 at SAN JUAN CITY

ROMM MARI NO / Affant

SUBSCRIBED AND SWORN to before me this <u>15 AUG 2023</u> <u>SAN JUAN CITY</u>, affiant personally appeared before me and exhibited to me his Driver's License No. N01-88-079421 expiring on Jan 17, 2033.

Doc. No. 350 Page No. 71 Book No. 04 Serial of 2023

" similar

ATTY. MA. CRIS TE GIESEL H. MIS LANG Notary Public or and in the Cities of Pasig and San Juan and in th cipality of Pateros, M Aanila Until 3 nber 202 8 (2025-2024) Appointment No. 23 PTR No. 1685568 / San Juan 1/3/2023 20200 / Manila III / 12/27/2022 (For MD 2023) IBP Roil of Attorneys No. 80600 Admitted to the Philippine Bar on 05/20/2022

Room 110 Marca Leon Limketkai Bidg., Ortigas Avenue Greenhills, San Juan City, Metro Manila 1503

ANNEX "A2"

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **ROBERTO S. GUEVARA** Filipino, of legal age and resident of 8F DMG Center, DM Guevara St., Mandaluyong City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Kalahi Realty, Inc. and have been its independent directors since 2016.

Company/Organization	Position/Relationship	Period of Service
Seed Capital Ventures, Inc.	Chairman	1994 to Present
G & S Transport Corp.	Director	1990 to Present
Guevent Ind'l Dev. Corp.	Director	1980 to Present
Radiowealth Finance Corp.	Director	1996 to Present
First Centro, Inc.	Chairman	2000 to Present
Megaworld	Director	2000 to Present

2. I am affiliated with the following companies or organizations:

- 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 a substantial shareholder of Kalahi Realty Inc.

Done, this _____ AUG 2023 SAN JUAN CITY at Roberto S. Guevara Affiant 15 AUG 2023 at

SUBSCRIBED AND SWORN to before me this _____ day of _____ at affiant personally appeared before me and exhibited to me his/her Tax Identification No. 102-051-538.

NG n Juan Nota Pateros Metro anila ber 024 23-202 37 San Juan / 1/3/2023 IBP No. 28:08 17 Manite III / 12/27/2022 (For MD 2023), Holl of Attorneys No. 80609 Admitted to the Philippine Bar on 05/20/2012 Room 110 Marca Leon Limketkai Bidg., Ortigas Avenue Greenhills, San Juan City, Metro Manila 1503

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ANNEX "B"

SUMMARY OF THE MINUTES OF THE 2022 STOCKHOLDERS MEETING

The Annual Meeting commenced exactly at 2:00 pm on November 23, 2022. The Chairman presided over the meeting.

The Corporate Secretary certified that the appropriate and necessary notices were published in the Philippine Daily Star, a newspaper of general circulation on October 23 & 24, 2022. The 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 a 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 motion of Ms. Jessica Polintan and seconded by Mr. Jun Viray. The minutes were duly approved by the motion of Mr. Matsuda duly seconded by Mr. 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, 2022, up to November 22, 2023.
- 2. Approval of the Audited Financial Statement as of December 31, 2022.
- 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, 2022 – November 22, 2023

Type and Date of Board Meeting

Description of the Board Resolution

Stockholders Meeting Organizational Meeting 23 November 2022	Election of the Board of Directors Organization of the different Committees: Audit, Compensation, Remuneration, Nomination and Executive Committees.
April 17, 2023	Approval of the Audited Financial Statements and Annual Report
May 5, 2023	Postponement of the Annual Stockholders Meeting set for May 31, 2023 to November 23, 2023 at 2:00 PM. Record Date is May 31, 2022.
July 12, 2023	No resolutions passed. Report of Nomination Committee. 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):

	2022	2021	2020	
Revenues	P 4.138	P 4.397	P 2.120	
Other Income	1.930	2.169	3.759	
Cost of Sales & rental Income	(.275)	(.512)	(1.029)	
Operating Expenses	(4.325)	(4.482)	(4.124)	
Provision for Income Tax	(.316)	(.020)	(.045)	
Asset	146.077	145.384	143.542	
Liabilities	2.503	2.964	2.673	
Equity	143.573	142.420	140.869	

Results of Operations for 2022

Year ended December 31,2022 compared to year ended December 31,2021

For the year ended Dec. 31,2022, KRI's net income from its business segments registered a decrease of 4.97% or P.077 million from P1.551 million in 2021 to P1.474 million in 2022.

Revenues

The total revenues decreased by 5.88% or P.259 million from P4.397 million for the 2021 to P4.138 million in 2022.

Real estate sales decreased by P .137 million from P2.281 in 2021 to P 2.144 million in 2022.

Rental and related services decreased by P.121 million or by 5 .73% from P 2.116 million in 2021 to P1.995 million in 2022.

Interest income increased by 3.28% or by P59,118 from P1.803 million in 2021 to P1.862 million in 2022. The increase was due to slight increase of interest rate of deposits of placements or cash and cash equivalents as offsite by in significant decrease of interests derived from installment receivables. Other income was decreased by P.298 million or 10.34% from P.366 million in 2021 as compared to P.068 million in 2022.

Costs and Expenses

Cost of real estate sales and rentals decreased by 46.35 % or by P.237 million (from P.512 million in 2021 to P .275 million in 2022). One of the components of the costs was costs of sales and rentals which points the decrease mainly due to descending value of depreciation of assets.

Gross Profit

Gross profit margin for real estate sales in 2022 pegged at 93.045% and 93.916% in 2021. There was insignificant variance in amount since the cost of lot sold in 2022 as compared to 2021 are almost identical. The costs of rental represent 49.505% in 2022 and 46.349% in 2021 as compared to the total cost of real estate sales and rental.

Total operating expenses decreased by P.157 million or by 3.50% in 2021 from P4.481 million in 2021 to P 4.325 million in 2022. The variances were brought about by the decrease in depreciation, repairs and maintenance and commission expense accounts despite increases on loss on write off of CWT, taxes and licenses and personnel accounts.

Financial Condition as of December 31,2022 compared to December 31,2021.

As of December 31,2022 KRI, total assets increased by P1.014 million or .70% from the P145.384 million balance as of December 31,2021 compared to P146.398 balance as of Dec. 31,2022. The following are the material changes in account balances:

26.19% Net Decrease in Cash and Cash Equivalents

The net increase mainly due to reclassification of cash items to investments in bonds-current. Note that Investment in Bonds account mostly classified as part of current assets

30.37% Increase in Short-term investments

The increase mainly due to above mentioned reclassification and the interest earned for the year.

46.20% Net decrease in Contract Receivables

The increase mainly due to recognition of single instalment sale of lot despite collection of old accounts.

36.84% Net Decrease in Other Receivables

The decrease mainly was due settlement of advances.

6.70% Net increase in Real Estate Inventories Account

Mainly due to acquisition of additional lots despite compensated by a sale of one lot made during the year.

40.00% Decrease in Investment Properties

The decrease was mainly due to depreciation cost.

190.88% Net increase in Property and Equipment

The increase mainly due to purchase of office equipment which partially decreased by corresponding depreciation of equipment.

10.85% Decrease in Accounts Payable, Accrued Expenses and Other liabilities

The decrease in these accounts among others payment of VAT and accrued payables.

50.72%Net decrease in Contract Liabilities

The increase mainly due to refund of deposits to lessee and reversal of deposits to instalment account receivable of sale of lot.

1.04% Increase in Stockholders Equity

The increase is mainly the Company incurred a profit amounting P1.474 million.

Results of Operations for 2021

Year ended December 31,2021 compared to year ended December 31,2020

For the year ended Dec. 31,2021, KRI's net income from its business segments registered an increase of 127.66% or P1.551 million from P.681 million in 2020 to P1.105 million in 2021.

Revenues

The total revenues went up by 107.39% or an increase of P2.277 million from P2.120 million for the 2020 to P4.397 million in 2021.

Real estate sales increased by P 2.281 million from nil in 2020 to P 2.281 million in 2021.

Rental and related services decreased by P.004182 million or by .20% from P 2.120 million in 2020 to P2.116 million in 2021.

Interest income decreased by 16.23% or by P.349 million from P2.152 million in 2020 to P1.803 million in 2021. The decrease was due to lower interest rate of deposits of placements or cash and cash equivalents as compensated by the significant increase of interests derived from instalment receivables. Other income was decreased by P1.241 million or 77.24% from P1.607 million in 2020 as compared to P.366 million in 2021 as the figures reflected in 2021 mainly due to reclassification of liability account to nominal account.

Costs and Expenses

Cost of real estate sales and rentals decreased by 50.23 % or by P.517 million (from P1.029 million in 2020 to P .512 million in 2021). One of the components of the costs was costs of sales of lot which points the increase mainly due to a single sale of lot valued at P.153 million.

Gross Profit

Gross profit margin for real estate sales in 2021 pegged at 93.298% and zero in 2020 due to no sales made during the year 2020 while gross profit margin on rental and related services is at 83.02% in 2021 and 51.47% in 2020.

Total operating expenses increased by P.357 million or by 8.67% in 2021 from P4.124 million in 2020 to P 4.481 million in 2021. The variances were brought about by the increase of personnel costs, repairs and maintenance and commission expense despite decreases on loss on write off of CWT and taxes and licenses accounts

Financial Condition as of December 31,2021 compared to December 31,2020.

As of December 31,2021 KRI, total assets increased to P145.384 million from the P143.543 million balance as of December 31,2020, an increase of P1.838 million or by 1.28%. The following are the material changes in account balances:

35.54% Net Decrease in Cash and Cash Equivalents

The net increase mainly due to reclassification of long-term placements to short term investments. Note that Investment in Bonds account mostly classified as part of current assets

26.064% *Increase in Short-term investments*

The increase mainly due to above mentioned reclassification and the interest earned for the year.

19.30% Net Increase in Contract Receivables

The increase mainly due to recognition of single instalment sale of lot despite collection of old accounts.

75.73% Net Decrease in Other Receivables

The decrease mainly was due reversal of accrued interest.

0.26% Net decrease in Real Estate Inventories Account

Mainly due to a sale of one lot made during the year.

51.37% Decrease in Investment Properties

The decrease was mainly due to depreciation cost amounting to P.359 million.

2.13% Net decrease in Property and Equipment

The decrease mainly due to purchase of office equipment which partially decreased by corresponding depreciation of equipment.

16.90% Decrease in Accounts Payable, Accrued Expenses and Other liabilities

The decrease in these accounts among others payment of VAT and accrued payables.

76.09%Net increase in Contract Liabilities

The increase mainly due to set up of deposits of contract buyer.

0.78% Increase in Stockholders Equity

The increase is mainly the Company incurred a profit amounting P1.105 million.

KEY PERFORMANCE INDICATORS:

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

December 31,2022		
CURRENT ASSETS	₽ 121,376,925.00	
CURRENT LIAB.	P 1,063,522.00	= 114.12733 : 1
December 31,2021 CURRENT ASSETS	₽ 114,952,109.00	
CURRENT LIAB.	₽ 1,712,107.00	= 67.14073 : 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 31,2022

 TOTAL LIABILITIES
 P
 2,503,420.00

 STOCKHOLDERS EQUITY
 P
 143,573,329.00
 = .017437:1

December 31,2021			
TOTAL LIABILITIES	₽	2,963,945.00	
STOCKHOLDERS EQUITY	₽	142,420,416.00	= .020811 : 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 31,2022

 NET INCOME (LOSS)
 P
 1,152,913.00_

STOCKHOLDERS EQUITY **P** 143,573,329.00 = 0.803013%

December 31,2021 NET INCOME (LOSS) P 1,551,380.00 STOCKHOLDERS EQUITY P 142,420,416.00 = 1.089296%

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

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

 NET INCOME(Loss)
 P
 1,152,913.00

 NO. OF SHARES OUTSTANDING
 70,166,407.00
 = 0.016431

For the year ended the company's profitability in relation to each of its shares is improving as the ratio shows.

5.1 EQUITY RATIO - Measures total investment provided by stockholders.

December 31,2022 STOCKHOLDERS EQUITY TOTAL ASSETS		<u>143,573,329.00</u> 146,076,749.00	=	.9828623: 1
December 31,2021 STOCKHOLDERS EQUITY TOTAL ASSETS	<u>₽</u> ₽	<u>142,420,416.00</u> 145,384,361.00	=	1.048396 : 1

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

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

P	2,503,420.00		
₽	146,076,749.00	=	0.017137:1
₽	2,963,945.00		
₽	145,384,361.00	=	0.020386 : 1
	₽	P 146,076,749.00 P 2,963,945.00	$\begin{array}{rcl} \hline \mathbf{P} & 146,076,749.00 & = \\ \hline \mathbf{P} & 2,963,945.00 \\ \hline \end{array}$

The company's indication of being solvent is realistic and the same would be in relatively good long-term financial standing.

	STOCKHOLDERS		SHARES	%
1	Lordiz and Co., Inc.	FILIPINO	10,360,350	14.77%
2	Diz-Marc Fortunes, Inc.	FILIPINO	10,156,459	14.47%
3	Little Flower Corporation	FILIPINO	6,615,632	9.43%
4	Markeisha Developers, Inc.	FILIPINO	5,607,343	7.99%
5	Fordjem Enterprises Inc.	FILIPINO	4,707,504	6.71%
6	Marcel Holdings Corporation	FILIPINO	4,481,304	6.39%
7	Lutgarda D. Lacson	FILIPINO	3,945,833	5.62%
8	Lourdes D. Dizon &/Or Fortunata D. Matsuda	FILIPINO	2,011,492	2.87%
9	Teresita D. Dizon	FILIPINO	1,865,374	2.66%
10	Carllo, Inc.	FILIPINO	1,828,268	2.61%
11	Juver Enterprises Inc.	FILIPINO	1,231,345	1.75%
12	Gibraltar Mining Enterprises, Inc.	FILIPINO	1,161,950	1.66%
13	Acrodiz Estate Realty & Development Corp.	FILIPINO	960,177	1.37%
14	Lourdes D. Dizon	FILIPINO	747,973	1.07%
15	Michael O. Uy	FILIPINO	480,500	0.68%
16	Abacus Securities Corporation	FILIPINO	466,419	0.66%
17	Elma Laguinia	FILIPINO	412,500	0.59%
18	Joel D. Masuda.	FILIPINO	356,180	0.51%
19	Dizon-Jose Realty & Development Corp.	FILIPINO	351,301	0.46%
20	Juvencio 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%

Common Stockholders: There are approximately 2,624 holders of common shares of the Company as of June 30, 2023. Here are the top 20 stockholders of the company:

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 November 23, 2023, 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, 2022
- 4. Approval of 2022 Audited Financial Statement
- 5. Ratification of the Acts, Resolutions, and Proceeding of the Board of Directors, Corporate Officers, and Management up to 22 November 2023
- 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, 2023, as the record date for the determination of the stockholders of the company entitled to vote at the said meeting.

gurtelo

ATTY. FRANCISV. GUSTILO Corporate Secretary

RATIONALE AND BRIEF DISCUSSION OF THE AGENDA OF THE 2022 ANNUAL STOCKHOLDERS' MEETING (THE "ANNUAL STOCKHOLDERS' MEETING")

1. Call to Order

The Chairman of the Board or the Chairman of the meeting, as the case may be 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 May 31, 2022, and the date of publication of the notice 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, 2022, 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 2022 annual stockholders' meeting.

4. Approval of the Audited Financial Statements for the Year 2022

The Management of the Company will deliver the report on the performance of the Company for 2022.

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 2022.

Duly authorized representatives of Sycip, Gorres, Velayo & Co. (SGV & Co.), the external auditor for 2022, will be present at the Annual Stockholders' Meeting to respond to appropriate questions concerning the 2022 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 2022

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 22, 2022, until November 22, 2023 (*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 22, 2022.

6. Election of the Board of Directors and Independent Directors

At its meeting held on July 12, 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 Corporate Governance Manual of the Company and the Audit Committee Charter, the Audit Committee will recommend to the Board of Directors the appointment of an external auditor who will examine the accounts of the Company for 2023.

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.

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.

1 2 OCT 20 IN WITNESS WHEREOF, I have hereunto set my hand this October 2023 day of

Frederick D. Matsuda Affiant

1 2 0 C T 2023 SUBSCRIBED AND SWORN to before me this _____day of October 2023, affiant exhibiting his Passport no. P4703704B expire on February 05, 2030.

RY PUBLIC

Doc. No. **508** Page No **103** Book No. O () Series of 2023 ATTY, MA DATSTE GIESEL H. MISALANC Notary Public for and in the Cities of Pasigrand Sn Juan and in the Municipality of Pateros, Metro Manha Until 31 December 2024 Appointment Mo. 239 (2021-2024) PTE No. 166556B/ San Juan / U.13/2023 IBP No. 253991/ Manila III/ 12/27/2022 (For MD 2023) Roll of Attorneys No. 80600 MCLE Compliance No. VIII-0003245/ 17 July 2023/ Valid until 14 April 2028 Room 110 Marca Leon Limitedical Bidg, Ortigas Avenue Greenhills, San Juan City, Metro Manila 1503