Report on Review of Certain Financial Information

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated
3rd Floor Aseana Powerstation Building
Pres. Macapagal Avenue
Aseana Business Park, Parañaque City

Introduction

We have reviewed the accompanying Quarterly Progress Report on the Application of Proceeds (the Quarterly Progress Report) of D.M. Wenceslao & Associates, Incorporated (the Company) as of and for the quarter ended June 30, 2018, and the accompanying explanatory information with respect to the Company's use of the proceeds (Offering Proceeds) from its initial public offering (IPO) on June 29, 2018. Management is responsible for the preparation and fair presentation of the Quarterly Progress Report in accordance with the planned use of the Offering Proceeds as presented in the Offering Circular of the Company related to the IPO. Our responsibility is to express a conclusion and to issue a report on this Quarterly Progress Report based on our review.

Scope of Review

We conducted our review in accordance with Philippine Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Philippine Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

P&A Grant Thornton

An instinct for growth™

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Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Quarterly Progress Report of D.M. Wenceslao & Associates, Incorporated does not present fairly, in all material respects, the information on the use of the Offering Proceeds as of and for the quarter ended June 30, 2018, in accordance with the planned use of such proceeds as summarized in the Offering Circular of the Company.

PUNONGBAYAN & ARAULLO

By: **Romualdo V. Murcia III**
Partner

CPA Reg. No. 0095626
TIN 906-174-059
PTR No. 6616014, January 3, 2018, Makati City
SEC Group A Accreditation
Partner - No. 0628-AR-3 (until Nov. 29, 2019)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-22-2016 (until Oct. 3, 2019)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

July 13, 2018

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PUNONGBAYAN & ARAULLO

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July 13, 2018

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
NOTES TO QUARTERLY PROGRESS REPORT ON THE APPLICATION OF PROCEEDS
AS OF AND FOR THE QUARTER ENDED JUNE 30, 2018

1. BACKGROUND

D.M. Wenceslao & Associates, Incorporated (the Company) engages in the trade and business of general builders and contractors and related activities such as acting as specialty construction contractors, supervisors or managers in all cases of constructions, erections and works both public and private, real estate business and leasing.

On March 6, 2018, the Company filed its application with the Philippine Stock Exchange (PSE) for the listing of its Common Shares that are already issued and outstanding, as well as the Offer Shares. The Board of Directors of the PSE approved the Company's application for the listing of the Common Shares on May 23, 2018.

On March 6, 2018, the Company filed a Registrant Statement covering the Offer Shares with the Philippine Securities and Exchange Commission, in accordance with the provisions of the Securities Regulation Code.

On June 29, 2018, the Company issued through Initial Public Offering (IPO) additional 679,172,800 Common Shares generating proceeds (the Offering Proceeds) of P8,150.1 million. As of June 30, 2018, proceeds from the Offering amounted to P7,956.0 million net of offer-related expenses.

2. RELEVANT INFORMATION

Planned expenditures from the net Offering Proceeds are discussed below.

(a) Nature of Expenditures

The Company have received the Offering Proceeds on June 28, 2018 which shall be used to finance, among others, the requirements discussed in the succeeding page.

(i) Pipeline Project Development

The amount allocated for project development is intended to fund a portion of the development costs for the Company's pipeline projects, which includes, but is not limited to, the development and construction of nine planned real estate projects. These costs may include costs related to design, construction, leasing and selling activities.

As of June 30, 2018, there were no disbursements related to this purpose.

(ii) Land Assets

The Company intends to obtain land assets through potential acquisitions of shareholding interests in land holding companies.

As of June 30, 2018, there were no disbursements related to this purpose.

(iii) Infrastructure Development within Aseana City

The estimated amount allocated for development of infrastructure within Aseana City is intended to fund a portion of the development costs for common amenities and utilities within Aseana City. Aseana City is designed to be a self-contained community serviced by central water supply, drainage and sewage systems, electricity supply, telecommunication facilities, internet providers, and liquefied petroleum gas providers.

As of June 30, 2018, there were no disbursements related to this purpose.

(iv) General Corporate Purposes

General corporate purposes include (1) purchase or lease or repair of construction equipment; (2) provision for potential projects and business opportunities; and, (3) working capital.

As of June 30, 2018, there were no disbursements related for this purpose.

(b) Application of the Offering Proceeds

The net Offering Proceeds amounting to P7,956.0 million as of June 30, 2018 is expected to be applied on other offer-related expenses and costs to be incurred in accordance with the planned use and estimated timing as disclosed in the Offering Circular.

D.M. WENCESLAO AND ASSOCIATES, INCORPORATED

July 13, 2018

THE PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Mr. Jose Valeriano B. Zuño**
OIC – Disclosure Department

Re: **D.M. Wenceslao & Associates, Incorporated**
Quarterly Progress Report on the Application of IPO Proceeds with Certification by the Company's External Auditors

Ladies and Gentlemen:

We are submitting the following attachments in compliance with the requirement of the Philippine Stock Exchange Inc. ("PSE") in connection with the disbursement of the use of proceeds of **D.M. Wenceslao & Associates, Incorporated** (the "Company") from its initial public offering:

1. Progress Report on the application of proceeds for the period ended June 30, 2018; and

2. Certification of Punongbayan & Araullo on the accuracy of information provided by the Company in relation to the Progress Report.

We hope you find everything in order.

Very Truly Yours,

ATTY. HEHERSON M. ASIDDAO
Chief Finance Officer

D.M. WENCESLAO AND ASSOCIATES, INCORPORATED

July 13, 2018

THE PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC – Disclosure Department

Re: **D.M. Wenceslao & Associates, Incorporated**
Quarterly Progress Report on the Application of IPO Proceeds with Certification by the Company's External Auditors

Ladies and Gentlemen:

In connection with the initial public offering ("IPO") of **D.M. Wenceslao & Associates, Incorporated** (the "Company") on June 29, 2018, we submit herewith our report on the application of the proceeds of its IPO. The details of the disbursements as of and for the period ended June 30, 2018 are as follows:

	Firm Offer
Proceeds from the Offer (679,172,800 shares at Php12.00 per share)	8,150,073,600.00
Less: Fees, commissions and expenses paid as of June 30, 2018	
PSEC registration, filing and research fees	1,948,008.24
PSE listing and processing fee	31,220,206.75
Professional fees and commissions	160,887,373.05
Net proceeds from the Offer	**7,956,018,011.96**
Use of Proceeds (disbursements)	-
Balance of the IPO Proceeds as of June 30, 2018	**7,956,018,011.96**

There were no disbursements made to the planned use of the net proceeds as of June 30, 2018.

We hope you find everything in order.

Very Truly Yours,

ATTY. HEHERSON M. ASIDDAO
Chief Finance Officer