

SECURITIES AND EXCHANGE COMMISSION

SECURITIES AND EXCHANGE
COMMISSION

SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

RECEIVED
MAY 21 2018
MARKET REGULATION DEPT.
BY: _____ TIME: 3:27

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: CENTURY PROPERTIES GROUP INC.
("Company")
3. Province, country or other jurisdiction of incorporation or organization: PHILIPPINES
4. SEC Identification Number: 60566
5. BIR Tax Identification Code: 004-504-281
6. 21st Floor, Pacific Star Building, Senator Gil Puyat Corner Makati Avenue, Makati City
Address of principal office Postal Code
7. Registrant's telephone number, including area code: (632) 7935500
8. JUNE 14, 2018, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders:
MAY 21, 2018
10. In case of Proxy Solicitations:
Name of Person Filing the Statement/Solicitor: CENTURY PROPERTIES GROUP INC.
Address and Telephone No.: 21st Floor, Pacific Star Building, Senator Gil Puyat Corner Makati Avenue, Makati City (632) 793-5500
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<u>Common Shares</u>	
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes No
If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
The Company's 11,699,723,690 common shares are listed in the Philippine Stock Exchange.



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

FOR : The Stockholders of CENTURY PROPERTIES GROUP INC.
FROM : The Assistant Corporate Secretary
SUBJECT : 2017 Annual Stockholders' Meeting on June 14, 2018

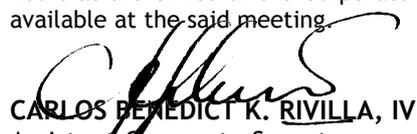
Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on **JUNE 14, 2018** at **9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.**

Only common stock shareholders as of **MAY 18, 2018** shall be entitled to notice and to vote at the said meeting.

The Agenda for the meeting is as follows:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the 2016 Annual Stockholders' Meeting held on June 29, 2017
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2017 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors
8. Appointment of External Auditor for 2018
9. Other Matters
10. Adjournment

The Minutes of the last Annual Stockholders' Meeting will be available for inspection during the office hours at the Office of the Corporate Secretary. In addition, copies of the minutes will also be made available at the said meeting.


CARLOS BENEDICT K. RIVILLA, IV
Assistant Corporate Secretary

We are not soliciting your proxy. However, if you will not be able to attend the meeting but would like to be represented thereat, you may accomplish the enclosed proxy form and submit the same on or before June 1, 2018 to Atty. Isabelita Ching-Sales of the Compliance Department of Century Properties Group Inc at the 21st Floor, Pacific Star Building, Sen. Gil Puyat Avenue corner Makati Avenue, Makati City.

PART II.

PROXY FORM CENTURY PROPERTIES GROUP INC.

Item 1: Identification

This proxy is being solicited by CENTURY PROPERTIES GROUP INC. (the "Company"). The Chairman of the Board of Directors or, in his absence, the President of the Company will vote the proxies at the Special Stockholders' Meeting to be held on June 14, 2018, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.

Item 2: Instructions

- (a) The proxy form must be completed, signed and dated by the stockholder on or before 01 June 2018, or his duly authorized representative, and received by the Compliance Officer not later than 5:00 p.m. on 01 June 2018 at the following address:

21st Floor, Pacific Star Building, Senator Gil Puyat Corner Makati Avenue, Makati City, Philippines
- (b) *The stockholder may withhold authority to vote on any nominee/s by lining through or striking out the name of the specific nominee for which authority to vote is withheld.*
- (c) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (d) Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary on 05 June 2018
- (e) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of Rule 20 Section 11(b) of the SRC IRR.
- (f) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1), (2), (3), (4), (5), (6) and (7) (8) (9) below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items below.

The undersigned hereby appoints the Chairman of the Board of Directors of the Company; or in his absence or any substitute proxy designated by him, the President of the Company, with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the shares of common stock of the undersigned at the ANNUAL stockholders' meeting of the Company to be held on June 29, 2017 and at any and all adjournments or postponements thereof, for the purpose of acting on the proposals enumerated below:

Item 3: Revocability of Proxy

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person.

Item 4: Persons Making the Solicitation

The solicitation is made by the Management of the Company. No director of the Company has informed the Company in writing that he intends to oppose an action intended to be taken up by the Management of the Company at the annual stockholders' meeting.

Solicitation of proxies shall be made through the use of mail or personal delivery. The Company will shoulder the cost of solicitation involving reproduction and mailing of this proxy in an estimated amount of Php80,000, more or less.

Item 5: **Interest of Certain Persons in Matters to be Acted Upon**

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on the matter to acted upon at the annual stockholders' meeting to be held on June 14, 2018.

Proposal	FOR	AGAINST	ABSTAIN
1. Approval of the minutes of the 2016 Annual Stockholders' Meeting held on June 29, 2017			
2. Presentation and approval/ratification of the 2016 Reports and Audited Financial Statements for year ended December 31, 2017			
3. Ratification of the acts of the Board of Directors and of Management; To approve, ratify and confirm all previous acts of the Board from 31 May 2017 to 31 May 2018			
4. Election of Directors	FOR	DO NOT VOTE	WITHHOLD AUTHORITY TO VOTE
Jose E. B. Antonio			
John Victor R. Antonio			
Jose Marco R. Antonio			
Jose Roberto R. Antonio			
Jose Carlo R. Antonio			
Ricardo P. Cuerva			
Rafael G. Yaptinchay			
INDEPENDENT DIRECTORS			
Jose Cuisia			
Stephen CuUnjieng			
Carlos C. Ejercito			
	FOR	AGAINST	ABSTAIN
5. Appointment of Sycip Gorres, Velayo & Co. as External Auditors			
6. Other Matters:			
7. Consideration of such other business as may properly come before the meeting			

Date of Proxy

(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

THE PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE JUNE 1, 2018, THE DEADLINE FOR THE SUBMISSION OF PROXIES.

THIS PROXY, WHEN PROPERLY EXECUTYED WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NOT DIRECTOR IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY BE PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON

SECURITIES AND EXCHANGE COMMISSION

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11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|---------------------|--|
|---------------------|--|
- Common Shares
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes No
- If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
The Company's 11,699,723,690 common shares are listed in the Philippine Stock Exchange.

PART I. INFORMATION REQUIRED IN INFORMATION STATEMENT
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A. GENERAL INFORMATION**Date, Time and Place of Meeting of Security Holders.**

- (a) Date, time and place of the meeting:

JUNE 14, 2018, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.

- (b) Complete mailing address of the principal office of the registrant:

21st Floor, Pacific Star Building, Senator Gil Puyat corner Makati Avenue, Makati City

- (c) Intended date of sending out copies of the information statement: May 21, 2018

Dissenters' Right of Appraisal

Other than those stated in the Agenda, there are no significant matters to be taken up during the meeting that may give rise to the exercise by any dissenting stockholder of the right of appraisal. Any stockholder of the Company may exercise his right of appraisal against any proposed corporate action that qualifies as an instance under Section 81 of the Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided under Section 82 of the Corporation Code. Sections 81 and 82 of the Corporation Code provide:

Sec. 81. Instances of appraisal right. – Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

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 of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code; and
3. In case of merger or consolidation.

Sec. 82. How right is exercised. – 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. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of 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 its 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.”

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) Except for the fact that five (5) directors of the Company, namely, Mr. Jose E.B. Antonio, Mr. John Victor R. Antonio, Mr. Jose Marco R. Antonio, Mr. Roberto R. Antonio and Mr. Jose Carlo R. Antonio, are likewise directors of the Company and Century Properties Inc. , none among the Company's officers, members of the Board of Directors, and nominees thereto, including any of their associates, have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than the election to office, during the annual stockholders' meeting.
- (b) No written communication has so far been received by the Company from any of its directors conveying any intention to oppose any action to be taken at the said meeting.

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

- (a) As of **MARCH 31, 2018 ELEVEN BILLION FIVE HUNDRED NINETY NINE MILLION SIX HUNDRED THOUSAND ANS SIX HUNDRED NINETY (11,599,600,690)** common shares of the Company have been issued and are outstanding. Treasury shares amount to **ONE HUNDRED MILLION ONE HUNDRED TWENTY THREE THOUSAND (100,123,000)** shares.

Common shares are the only equity securities registered and issued by the Company. As of March 31, 2018 , 567,189,153 shares or 4.58% of the total outstanding shares are owned by Non-Filipinos.

- (b) All common shareholders of record at the close of business hours on May 18, 2018 shall be entitled to notice of and to vote at the annual stockholders' meeting.
- (c) For the matters requiring a vote in the annual stockholders' meeting, each common share shall be entitled to one vote.
- (d) Information required by Part IV paragraph (C) of "Annex C"
- (1) Security Ownership of Certain Record and Beneficial Owners
- As of March 31, 2018, the Company is aware of only (2) stockholders owning in excess of 5% of its common stock to the extent set forth in the table below:

(1) Title of class	(2) Name, address of record owner and relationship with issuer	(3) Name of Beneficial Owner and Relationship with Record Owner	(4) Citizenship	(5) No. of Shares	(6) Percent Held
Common					
	Century properties Inc. ¹ 21/F Pacific Star. Bldg Makati Ave, Makati City (relationship with issuer - Parent)		Filipino	5,612,370,679	47.97%
	PCD Nominee Corporation (Filipino) G/F Phil Stock Exchange Bldg., Makati	PCD Fil ²	Filipino	4,302,761,491	36.777%

¹ N.B. CPI is the direct and beneficial owner of the shares. CPI has designated Mr. Jose E.B. Antonio or in his absence either Mr. Jose Roberto R. Antonio or Mr. John Victor R. Antonio or Mr. Jose Carlo R. Antonio, as its proxy to vote during the stockholders' meeting of the Company. The total shareholding of CPI consists of directly issued shares for 5,612,370,679.

² N.B. PCD Nominee Corporation (Filipino) is a beneficial stockholder of CPGI held by accredited brokers and institutions. The Company shall be notified of their proxies 10 days prior to the Annual Stockholders Meeting or by June 4, 2018

(relationship with issuer - None)

***PCD Nomine Corporation Filipino has a total shares of 4,302,761,491 or 36.777% of the outstanding capital stock-beneficial owners owning 5% or more as of March 31, 2018. The following are the PCD participants with shareholdings of around 5% or more:

BDO Securities Corp 1,466,896,186 shares 7.907%
 20th Floor, South Tower, BDO Corporate Center,
 7899 Makati Avenue, Makati City,

(2) Security Ownership of Management

As of March 31, 2018, the amount and nature of the ownership of the Company's shares held by its directors and senior officers are set forth in the table below:

(1) Title of class	(2) Name of beneficial Owner	(3) Amount and nature of beneficial ownership	(4) Citizenship	Percent of Class
Common	Jose E.B. Antonio	1 - Direct	Filipino	0.00000028%
Common	John Victor R. Antonio	1 - Direct	Filipino	0.00000028%
Common	Jose Marco R. Antonio	1 - Direct	Filipino	0.00000028%
Common	Jose Roberto R. Antonio	1 - Direct	Filipino	0.00000028%
Common	Jose Carlo R. Antonio	1 - Direct	Filipino	0.00000028%
Common	Rafael G. Yaptinchay	1 - Direct	Filipino	0.00000028%
Common	Ricardo Cuerva	214,995,169- Direct	Filipino	1.838%
Common	Jose L. Cuisia	1 - Direct	Filipino	0.00000028%
Common	Stephen T. Cuunjieng	1 - Direct	Filipino	0.00000028%
Common	Carlos C. Ejercito	1 - Direct	Filipino	0.00000028%
Common	Domie S. Eduvane	none	Filipino	0.0000000%
Common	Atty. Camille Kristine I. Aromas	none	Filipino	0.0000000%
Common	Carlos Benedict K. Rivilla, IV	none	Filipino	0.0000000%
Common	Gerry Joseph Ilagan	none	Filipino	0.0000000%
Common	Maria Theresa Fucanan -Yu	none	Filipino	0.0000000%
Common	Kristina I. Garcia	none	Filipino	0.0000000%
Common	Isabelita Ching Sales	none	Filipino	0.0000000%
Common	Patrick C. Carague	none	Filipino	0.0000000%
Common	John Paul C. Flores	none	Filipino	0.0000000%
Common	Gerardo A. Morales	none	Filipino	0.0000000%
Common	Ricky M. Celis	none	Filipino	0.0000000%
Common	Gerardo A. Mina	none	Filipino	0.0000000%
Common	Ricardo C. Cuerva	214,995,160	Filipino	1.838%
Common	Ritchelle T. Cordero	none	Filipino	0.0000000%
Common	Aggregate shareholding of all directors and officers as a group	429,990,338		

(3) Voting Trust Holders of 5% or More

The Company is not aware of any persons holding more than 5% of any class of its share under a voting trust arrangement.

(4) Changes in Control

On May 31, 2011, the Company has been made aware that El Paso Philippines Energy Company, Inc.'s ("EPPECI") entered into an agreement with Century Properties, Inc. ("CPI"), providing for the terms and conditions for the purchase by CPI of EPPECI's 284,250,000 issued and outstanding fully-paid and preferred shares of stocks of EPHE and 67,096,092 issued and outstanding fully-paid common shares of stock in the

Company, which will thereby effect a change in the ownership and control of the Company.

On July 11, 2011, the Company further disclosed that CPI has commenced a negotiated purchase thru a Deed of Assignment of Shares of Stock dated May 31, 2011 with EPPECI for the following acquisitions: (1) 67,096,092 common shares (“Public Sale Shares”) of East Asia Power Resources Corporation (EAPRC) equivalent to 1.888% of EAPRC and (2) 284,250,000 common and preferred shares (“Private Sale Shares”) of EPHE resulting to an indirect acquisition of equivalent to 91.695% of the total issued and outstanding capital stock of EAPRC. The purchase price for the Public and Private Sale Shares amounts to a total consideration of Php127,406,794.31 (the “Private Sale Consideration”) allocated as follows: Php2,569,732.51 for the Public Sale Shares and Php124,837,061.80 for the Private Sale Shares.

On the same date, CPI and EAPRC executed and signed two (2) Deeds of Assignment of Shares of Stock effectively superseding the May 31, 2011 Deed of Assignment to finally close the above-mentioned acquisitions (1) Public Sale Shares and (2) Private Sale Shares. The July 11, 2011 Deeds of Assignment contained the same terms and conditions as stated in the May 31, 2011 Deed of Assignment thereby effecting a change in the ownership and control of the Company.

Directors and Executive Officers

(a) The information required by Part IV, paragraphs (A), (D)(1) and D(3) of “Annex C”.

(1) Directors are generally elected to serve for a term of one (1) year, and until their successors are elected and qualified during the next stockholders’ meeting.

Independent Directors

The independent directors of the Company are pre-screened and qualified by the Nomination and Remuneration Committee of the Company under the procedures laid down in the Company’s By-Laws and its Manual on Corporate Governance regarding the election of directors to ensure that each of the independent directors possess all the qualifications and none of the disqualifications of an independent director, pursuant to the Revised Code of Corporate Governance Memorandum Circular No. 6 Series of 2009.

In approving the qualifications of the nominees for independent directors, the members of the Nomination and Remuneration Committee of the Company are in compliance with the SRC Rule 38, the guidelines prescribed in SEC Circular No. 16, Series of 2002 on the Guidelines on the Nomination and Election of Independent Directors, the Company’s By-Laws and its Manual on Corporate Governance. The procedure to be observed by the Company for the election of independent directors is as set forth in SEC Circular No. 16, Series of 2002 and SRC Rule 38 of the Amended Rules and Regulations Implementing the Securities Regulation Code and under the Company’s Corporate Governance Manual as per SEC Memorandum Circular No. 6 series of 2009, an independent director must have the following qualifications:

(a) “An independent director shall mean a person other than an officer or employee of the Corporation, its parent or subsidiaries, or any other individual having relationship with the Corporation that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director,” and

(b) “If the independent director becomes an officer or employee of the same Corporation he shall be automatically disqualified from being an independent director”.

Furthermore. in compliance with SEC Memorandum Circular No. 9 series of 2011, the Nomination committee also qualifies the term limits of independent directors for 5 years. Since both current independent directors served the 5 year period limit, the Nomination Committee on its meeting held last May 5, 2015 set to qualify and endorse to the Board the three (3) independent directors.

The independent directors, CARLOS C. EJERCITO, STEPHEN CuUNJIENG, JOSE CUISIA were qualified as independent board members, possess all the qualifications and none of the disqualifications for independent directors.

Furthermore, CARLOS C. EJERCITO, STEPHEN CuUNJIENG, JOSE CUISIA submitted their Certificate of Qualification of Independent Directors on June 23, 2017 (as attached in this report) which to date have no changes nor amendments with respect to their qualifications in compliance with the SEC Notice dated October 20, 2006 implementing section 38 of the Securities Regulations Code.

During its meeting held on May 4, 2018 the Nomination and Remuneration Committee passed upon the qualifications of the following nominees for the year 2017-2018

1. JOSE CUISIA - nominated by CPI
2. STEPHEN CuUNJIENG - nominated by CPI
3. CARLOS C. EJERCITO - nominated by CPI

Amb. Jose L. Cuisia Jr., 71 years old, Filipino citizen, is the former Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Investment & Capital Corporation of the Philippines, Asian Institute of Management, Phinma Corporation, SM Prime Holdings Inc., Philippine Investment Management, Inc.. He likewise serves as an Independent Director of Manila Water Company, Inc.

Mr. Stephen T. CuUnjieng, 58 years old, Filipino citizen, is a prominent investment banker, and currently serves as an Independent Director, Aboitiz Equity Ventures, Inc. He has a long and extensive experience in investment banking with several major financial institutions including HFS Capital LLC and Evercore Partners, Inc. is the Chairman of Evercore Asia Limited. He is an advisor to a number of Asia's most prominent companies like San Miguel Corporation, Samsung Electronics, Tiger Airways, among others. He finished his undergraduate and law degree from Ateneo De Manila University and later on, earned his MBA degree from the Wharton School of Business at the University of Pennsylvania.

Mr. Carlos C. Ejercito, 71 years old, Filipino, is the former Chairman of the United Coconut Planters Bank and currently the Chairman and CEO of Northern Access Mining, Inc, Forum Cebu Coal Corporation and Kaipara Mining and Development Corporation. He graduated Cum Laude from the University of the East where he finished his Bachelor's Degree in Business Administration. He became a Certified Public Accountant in 1966. He received his Master's Degree in Business Administration at the Ateneo Graduate School of Business in 1976 and graduated from his Management Development Program in 1983 at the Harvard Business School. As of date, he serves as an Independent Director at Aboitiz Power Corporation, Bloomberry Resorts Corporation and Monte Oro resources and Energy Corporation.

CPI, which nominated the three independent directors, are stockholders of the Issuer, and are not related to the aforementioned three nominees.

Thereafter, the Nomination and Remuneration Committee, which comprises of the following appointed members:

Jose E.B. Antonio - Chairman of the Committee
John Victor R. Antonio - Member
Jose L. Cuisia - Member (Independent Director)
Carlos C. Ejercito - Member (Independent Director)
Carlos Benedict K. Rivilla IV - Non-voting Member

ratified the qualification of the nominees for independent directors and Corporate Secretary during the Board Meeting held on May 4, 2018, for re-election at the upcoming annual stockholders' meeting, in accordance with the qualifications and disqualifications set forth in the Company's Revised Corporate Governance Manual.

Regular Directors

During its meeting on May 4, 2018, the Nomination and Remuneration Committee noted the nomination of the following individuals, who are currently the directors of the Corporation, as nominees for regular director for the year 2016-2017:

- a) Jose E. B. Antonio
- b) John Victor R. Antonio
- c) Jose Marco R. Antonio
- d) Jose Roberto R. Antonio
- e) Jose Carlo R. Antonio
- f) Ricardo P. Cuerva
- g) Rafael G. Yaptinchay

The nomination committee passed upon their qualifications and found no disqualifications in accordance with Revised Code of Corporate Governance Memorandum Circular No. 6 Series of 2009.

As per attached sworn certification issued by the Corporate Secretary, except for Ambassador Jose Cuisia, none of the company's qualified directors including the company's out-going and in-coming independent directors and senior officers of CPGI works with the government.

The incumbent directors and officers of the Company as of April 30, 2017 are listed below and the relevant data including their respective professional work experience are summarized in paragraph 3 below.

(2) Hereunder are the summaries of the respective business experience of the Company's current Directors and Senior Officers for the last five years:

Amb. Jose E.B. Antonio, 71 years old, Filipino, is one of the founders and Chairman of the Company and its subsidiaries. He graduated cum laude from San Beda College, Manila in 1966 with a Bachelor's Degree in Commercial Science (major in Marketing) and received a Masters Degree in Business Management in 1968 from Ateneo de Manila's Graduate School of Business. Chairman Antonio also graduated from Harvard University's Owner/President Management Program in 2003. Chairman Antonio served as the Philippines Special Envoy for Trade and Economics to the People's Republic of China in 2005 and is currently the Chairman of Century Asia Corporation, Prestige Cars, Inc. and Philtranco Service Enterprises. He is also the founder and Chairman of the Philippine-China Business Council Inc. In addition, he serves as the Vice Chairman of Penta Pacific Realty Corporation and Subic Air Charter, Inc. Mr. Antonio has also has been duly appointed by President Rodrigo R. Duterte as the *Philippines' special envoy to the United States, effective October 28, 2016*. His mission is to enhance business ties and strengthen the economic affairs between the two countries.

Mr. John Victor R. Antonio, 45 years old, Filipino, is Co-Chief Operating Officer and a Managing Director of the Company. He has been with the Company for 17 years and is involved in managing projects in the Company's middle income and affordable product lines, including Gramercy Residences and Azure Urban Residences. He graduated magna cum laude with a Bachelor's Degree in Economics (major in Marketing) from the University of Pennsylvania's Wharton School in 1993 and received his Masters Degree in Business Administration from the Wharton School in 2003.

Mr. Jose Marco R. Antonio, 43 years old, Filipino, is Co-Chief Operating Officer and a Managing Director of the Company. Prior to joining us, he worked at Blackstone Real Estate Partners as a financial analyst. He has been with the Company for 16 years and is involved in managing projects in the Company's middle income and affordable product lines, including Canyon Ranch, Knightsbridge Residences and Acqua Private Residences. He graduated summa cum laude with a Bachelor's Degree in Economics (dual major in Finance and Entrepreneurial Management) from the University of Pennsylvania's Wharton School in 1995 and received his Masters Degree in Business Administration from the Wharton School in 2004.

Mr. Jose Roberto R. Antonio, 41 years old, Filipino, is a Managing Director of the Company. He is involved in managing projects in the Company's luxury product line, including Milano Residences and Trump Tower Manila. He graduated with a Bachelor's Degree in Economics from Northwestern University and obtained his Masters Degree in Business Administration from Stanford University. He joined the Company in 2009 after spearheading Antonio Development in New York City, which developed the luxury condominium Centurion, located on 56th Street between 5th and 6th Avenue, steps from Central Park.

Mr. Jose Carlo R. Antonio, 34 years old, Filipino, is the CFO of the Company and a member of our Board. Prior to joining the Company in 2007, he worked in the investment banking groups of Citigroup and Goldman Sachs. He graduated magna cum laude with a Bachelor's Degree in Economics (major in Finance) from the University of Pennsylvania's Wharton School in 2005.

Mr. Ricardo P. Cuerva, 73 years old, Filipino, is a member of our Board. Mr. Cuerva was a co-founder of Meridien and served as Meridien's president from 1988 to 1996. He also currently serves as a member of the Rotary Club of Makati City. Mr. Cuerva graduated from San Beda College in 1961 with a Bachelor of Science Degree in Business Administration and obtained his Masters Degree in Business Administration from Ateneo De Manila in 1971. Mr. Cuerva is the President and owner of Century Project Management and Construction Corporation, which oversees the construction of our vertical developments.

Mr. Rafael G. Yaptinchay, 67 years old, Filipino, is the Co-Managing Director of the Company and a member of our Board. Mr. Yaptinchay was a co-founder of Meridien and served as Meridien's president from 1996 to 2009. He has previously served as the Assistant Treasurer and Head of Business Development/Corporate Planning of Philippine National Construction Corporation. Mr. Yaptinchay is a member of the Rotary Club of Ortigas and the Association of Asian Manager, Inc. Mr. Yaptinchay graduated from Ateneo de Manila University in 1971 with a Bachelor's Degree (major Economics) and received his Masters Degree in Business Administration from Asian Institute of Management in 1974.

Amb. Jose L. Cuisia Jr., 71 years old, Filipino citizen, is the incumbent Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Investment & Capital Corporation of the Philippines, Asian Institute of Management, Phinma Corporation, SM Prime Holdings Inc., Philippine Investment Management, Inc.. He likewise serves as an Independent Director of Manila Water Company, Inc.

Mr. Stephen T. CuUnjieng, 58 years old, Filipino citizen, is a prominent investment banker, and currently serves as an Independent Director, Aboitiz Equity Ventures, Inc. He has a long and extensive experience in investment banking with several major financial institutions including HFS Capital LLC and Evercore Partners, Inc. is the Chairman of Evercore Asia Limited. He is an advisor to a number of Asia's most prominent companies like San Miguel Corporation, Samsung Electronics, Tiger Airways, among others. He finished his undergraduate and law degree from Ateneo De Manila University and later on, earned his MBA degree from the Wharton School of Business at the University of Pennsylvania.

Mr. Carlos C. Ejercito, 71 years old, Filipino, is the former Chairman of the United Coconut Planters Bank and currently the Chairman and CEO of Northern Access Mining, Inc, Forum Cebu Coal Corporation and Kaipara Mining and Development Corporation. He graduated Cum Laude from the University of the East where he finished his Bachelor's Degree in Business Administration. He became a Certified Public Accountant in 1966. He received his Master's Degree in Business Administration at the Ateneo Graduate School of Business in 1976 and graduated from his Management Development Program in 1983 at the Harvard Business School. As of date, he serves as an Independent Director at Aboitiz Power Corporation, Bloomberry Resorts Corporation and Monte Oro Resources and Energy Corporation.

Mr. Domie S. Edivane, 53 years old, Filipino, is the Senior Vice-President for Legal and Corporate Affairs of the Company. He graduated magna cum laude from Far Eastern University, Manila with a Bachelor of Arts Degree in Economics and obtained his law degree from San Beda College of Law, Manila in 1994. Prior to joining the Company, he served as the Vice-President for Legal and Corporate Affairs and Human Resources for Empire East Properties, Inc., an affiliate of Megaworld Corporation. He also worked as Court Attorney with the Court of Appeals, Manila and was an Associate with Bengzon Zarraga Cudala Liwanag & Jimenez Law Offices as well as a Partner of Yrreverre Rondario & Associates Law Office.

Mr. Gerry Joseph Albert L. Ilagan, 38 years old, Filipino, is the Executive Vice-President for Century Worldwide Services and Sales Management Operations of the Company. In October 2015, he was appointed as fulltime group head of Century World Sales Operations. He graduated with academic distinction from San Beda College with a Bachelor's Degree in Human Resources Development and Philosophy. He also attended De La Salle College of St. Benilde's School of Professional and Continuing Education where he received a diploma in

Organizational Development and a diploma in Human Resources. He is a licensed Real Estate Broker with more than 10 years of human resources and sales management experience gained from several multinational and Philippine companies. Mr. Ilagan also worked with Sun Microsystems Philippines Inc. and Crown Asia Properties Inc. prior to joining the Company.

Mr. Carlos Benedict K. Rivilla IV, 46 years old, Filipino, is the Vice-President for Corporate Affairs of the Company. As part of his experience in the business sector, he served as Corporate Compliance Officer and Vice-President for Finance in a corporation engaged in mass media for four years in Cebu City and also previously handled Corporate Affairs for the Company and served as Director and Corporate Secretary of various businesses in Makati City. He joined the Company in 2007. Mr. Rivilla is a graduate of University of San Jose Recoletos. Mr. Rivilla was appointed Assistant Corporate Secretary on August 17, 2011.

Ms. Maria Theresa Fucanan Yu, 38 years old, Filipino, is the Vice-President for Corporate Communications of the Company. As part of her corporate background, she served as Assistant Vice-President and Public Relations Manager of the Company. Prior to joining the Company in 2007, she served as an editor and reporter for various sections of The Manila Times. Ms. Fucanan graduated cum laude with a Bachelor's Degree in Journalism from the University of Santo Tomas in 2001.

Ms. Kristina I. Garcia, 44 years old, Filipino, is Director For Investor Relations of Century Properties Group, Inc. (CPGI). Before joining the Company, she concurrently headed the Investor Relations divisions at Alliance Global Group, Inc. and Megaworld Corporation. Prior to that, Ms. Garcia was with the tax services department Isla Lipana & Co./PricewaterhouseCoopers where she assisted multinational companies set-up operations in the Philippines and avail of tax incentives.

Atty. Isabelita Ching-Sales, 38 years old, serves as the Company's Chief Information Officer. Atty. Ching-Sales was the Chief Legal Counsel, Head for Credit Support, Chief Information Officer and Corporate Secretary of Asiatrust Development Bank where she worked for 5 years. She likewise worked as Head for Operations of China Banking Corporation's Acquired Assets Division. She graduated from the University of Sto. Tomas with a Bachelor's Degree in Legal Management and obtained her degree in Bachelor of Laws at San Sebastian College Recoletos Manila, Institute of Law and San Beda College of Law.

Atty. Camille Khristine I. Aromas, 32 years old, Filipino, is the Corporate Secretary of the Company. She is likewise a Senior Associate at Divina Law Offices. Previously, Ms. Aromas was a Mid-level Associate at Baker & McKenzie's Manila office and a consultant for the Asian Development Bank. She obtained her law degree at the University of the Philippines College of Law with a Bachelor's degree in Economics, graduating *cum laude*, from the same university. Ms. Aromas has extensive work experience in the field of arbitration, dispute resolution and corporate legal affairs.

Mr. Patrick Carague, 46 years old, is the Senior Vice President for Decision Support Services and IT worked as a finance and risk management professional for over 18 years, eleven of which were spent working in the U.S. for notable companies like Capital One, and Freddie Mac. He graduated from Ateneo de Manila University with a Bachelor of Arts degree in Management Economics. He later took his MBA at Kellogg Graduate School of Management, with majors in Finance, Decision Sciences, and Management & Strategy.

Mr. John Paul Flores, 35 years old, Filipino, is the Comptroller of the Company. He graduated from the Laguna College with a Bachelor of Science Degree in Accountancy. Prior to joining the Company, he served as a Senior Auditor of Punongbayan and Araullo Auditing Firm.

Mr. Gerardo A. Morales, 56 years old, Filipino, serves as the Company's Treasurer. He, was the former President of Optimum Development Bank. He has been involved in varying capacities with several banks (Planters Development Bank, Union Bank of the Philippines and Far East Bank) for more than 25 years. He graduated from Ateneo de Manila University in 1981 with a Bachelor of Science Degree, Major in Business Management.

Mr. Ricardo C. Cuerva, 45 years old, Filipino, is the Senior Vice President for Design Innovation and Material Management Group of the Company. He graduated with the Bachelor Degree in Architecture from Southern California Institute of Architecture, U.S.A in 1998. He also obtained a Master of Science degree in Real Estate Development from Columbian University, U.S.A in 2002. As of date, he serves as Managing Director of Nova Construction, an exclusive residential and commercial project builder of Century Properties Group, Inc.

Mr. Gerardo R. Mina, 53 years old, Filipino, is the Vice President for Property Management of the Company. He graduated from Adamson University with the degree of Bachelor of Science in Civil Engineering and earned units in MBA from Ateneo Graduate School of Business. He was with Century Properties Management, Inc. (CPMI), a subsidiary of Century Properties Group, Inc. (CPGI) for 21 years and occupied senior management post in the Operations Division.

Mr. Ramon S. Villanueva III, 38 years old, Filipino, is the Tax Compliance Officer of the Company. He graduated with the degree of Bachelor of Science in Accountancy from Palawan State University in 2002. He is the 10th placer at the Licensure Examination for Certified Public Accountants in May 2005. Prior re-joining the Company, he served as the Comptroller of the Company for 4 years. He also served as Senior Auditor for Punongbayan & Araullo. He also worked as Accounting Professor at the Palawan State University.

Mr. Ritchelle T. Cordero, 37 years old, Filipino, is the Head for Human Resources and Administration of the Company. He graduated with academic distinction from San Beda College, Manila in 2002 with the degree of Bachelors of Arts in Philosophy and Human Resources Development. Currently, he is taking the Executive MBA degree program at the Asian Institute of Management. Prior joining the Company, he was the HR Manager of Ayala Property Management Corporation, a subsidiary of Ayala Land Inc. He also worked as the HR Officer of DMCI Project Developers, Inc. He also served as the HR & Quality Management Officer of Asiatic Development Corporation.

Mr. Ricky M. Celis, 49 years old, Filipino, will lead Century Properties in capturing the vast opportunities in the affordable housing segment. Prior to joining the Company, he served as the Head for Corporate Sales of Ayala Land Residential Business Group and President of Amaia Land (ALI Subsidiary). He also worked for Vista Land and Lifescapes for 11 years where he served as Technical Services Engineer and eventually the Operating Head for Camella Homes South Division. He earned his degree in Civil Engineering at the Holy Angel University where he graduated as Magna Cum Laude. He also took Management Development Program at the Asian Institute of Management and Executive Development Program (LEAP) at the Harvard School of Business.

All the directors and members of the senior management of the Company possess a high degree of integrity and character and are fully capable and able to perform their duties as directors and members of senior management, respectively.

(4) Family Relationships

Except for Messrs. Jose E.B. Antonio, John Victor R Antonio, Jose Marco R. Antonio, Jose Roberto R. Antonio and Jose Carlo R. Antonio, none of the above indicated Directors and Senior Officers are bound by any familial relationships with one another up to the fourth civil degree, either by consanguinity or affinity.

Messrs. John Victor R Antonio, Jose Marco R. Antonio, Jose Roberto R. Antonio and Jose Carlo R. Antonio are brothers while Mr. Jose E.B. Antonio is their father.

(5) Involvement in Certain Legal Proceedings

During the past five (5) years up to the latest date immediately preceding the issuance of this Information statement in June 2017, none of the Company's directors or executive officers were (i) involved in any bankruptcy proceedings; (ii) convicted by final judgment in any criminal proceedings; (iii) subject to any order, judgment or decree of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business or securities, commodities or banking activities; and (iv) found in a civil action by any court or administrative body to have violated a securities or commodities law. The Company has no knowledge of any material pending criminal legal proceeding to which any of its directors or executive officers is a party, or to which any of their property is subject.

(6) Certain Relationships and Related Transactions

The Company has not during the last two (2) years engaged in any transaction where any of its directors, senior officers, stockholders owning ten percent (10%) or more of its total outstanding shares, or members of their immediate families had or is to have direct or indirect material interest.

For related transactions, the Group in their regular conduct of business has entered into transactions with related parties principally consisting of advances and reimbursement of expenses, development, management, marketing, leasing and administrative service agreements that are thoroughly discussed in Note 30 of the Audited Consolidated Financial Statements as attached which forms part and parcel of the Information.

Under Note 30 of the Audited Financial Statement, the Company states that there have been no guarantees provided or received for any related party receivables or payables. The Group does not provide allowance relating to receivable from related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

- (7) List all parents of the registrant showing the basis of control and as to each parent, the percentage of voting securities owned or other basis of control by its immediate parents if any.

Parent	No. of Shares Held	Percentage of Shares Held
Century Properties Inc.	5,612,370,679	47.97%

Compensation of Directors and Executive Officers

- (a) Compensation of Directors and Senior Officers

SUMMARY COMPENSATION

Information as to the aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's CEO and most highly compensated officers is as follows:

Name and Principal Position	Year	Salary (Php)	Bonus (Php)	Other Annual Compensation
Jose E.B. Antonio (President and CEO) Jose Marco R. Antonio (Director and COO) Jose Roberto R. Antonio (Director) Jose Carlo R. Antonio (Director and CFO) Rafael G. Yaptinchay (Director and Treasurer)				
Aggregate executive compensation for CEO and Top 5 Most Highly Compensated Officers/Directors	Actual 2013 Actual 2014 Actual 2015 Actual 2016 Actual 2017 Projected 2018	P 46.6 Million P 66.4 Million P 55.84 Million P 58.51 Million P 68.40 Million P 72.51 Million	None None P 4.34 Million P2.18 Million P5.25 Million P5.56 Million	None None None None None None
Aggregate executive compensation all other officers unnamed	Actual 2013 Actual 2014 Actual 2015 Actual 2016 Actual 2017 Projected 2018	P 33.1 Million P 50.2 Million P 57.99 Million P 60.34 Million P 69.52 Million P 73.69 Million	P 4.5 Million P 2.5 Million P 4.30 Million P 2.48 Million P 4.10 Million P 4.35 Million	None None None None None None

NOTES:

- The Company does not have any standard arrangement or other arrangements with its executive directors and, as previously mentioned, the executive directors of the Company do not receive any compensation for acting in such capacity, except for the independent directors who receives a monthly fee of One Hundred Thousand Pesos (₱100,000.00) for board meetings, special meetings and board committee meetings. As regards the employment contracts between the Company and the executive officers, the Company employs the same standard employment contract applicable to all its officers and employees. The Company has not issued and/or granted stock warrants or options in favor of its officers and employees.
- Except for the per diem being paid to its independent directors, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such.

Description of Any Standard Arrangement - The employment contracts between the Company and its senior officers are the same as the standard employment contract applicable to all other employees and officers. Stock warrants and/or options have not been issued in favor of any officer or employee.

Description of Material Terms of Any Other Arrangement - On May 16, 2013 the Board of Directors approved the establishment of the Employee Stock Grant Program for all regular employees. All shares to be allocated under the ESGP shall be derived from the unissued shares of CPGI and up to 2% of the outstanding shares shall be granted. The ESGP was approved on May 21, 2013 by the Nomination and Remuneration Committee and subsequent board approval was made on the amendments of the ESGP policy in the determination of the valuation price per share subject ratified by the shareholders representing 2/3 of the outstanding capital stock of the Corporation during the last annual stockholders' meeting on July 23, 2014.

(b) Bonus, profit sharing or other compensation plan, contract or arrangement with any director, nominee, or executive officer: None.

(c) Pension or retirement plan

All regular employees who have reached the age of fifty (50) and have served the Company for at least ten (10) years may, subject to mutual agreement, avail of an early retirement plan and be entitled to early retirement benefits equivalent to the average salary received during the last six (6) months in service multiplied by the years of credited service.

All regular employees who have reached the mandatory retirement age of sixty-five (65) shall be entitled to mandatory retirement benefits equivalent to the average salary received during the last six months in service multiplied by the years of credited service.

(d) Option/s, warrant/s or right/s to purchase any securities, other than warrants or rights issued to security holders

The Company has not extended nor granted any option/s, warrant/s or right/s to purchase any securities to any director or senior officer.

Significant Employees

There are no persons, other than the directors and executive officers, who are expected to make a significant contribution to the business of the Company.

Independent Public Accountants

On June 29, 2017, at the Annual Stockholders' Meeting of the Company, the stockholders approved the re-appointment of SGV and Co. as the external auditor of the Company for the incumbent year and to serve as such until their successor shall have been appointed and qualified in compliance with SRC Rule 68.

On May 4, 2018, the Audit Committee, with the following members: Mr. Stephen T. Cuunjieng (as Chairman), Mr. Jose Carlo R. Antonio and Jose Marco R. Antonio (as members), held a meeting recommending the re-appointment and qualification of Sycip Gorres & Velayo, as the auditors of the Corporation for the year 2018.

On May 4, 2018, the Board of Directors held a special meeting to approve the endorsement of the Audit Committee for the appointment of SGV as external auditors of the Corporation to be ratified on the next Annual Stockholder Meeting on June 14, 2018.

The representatives of our current external auditor, SGV and Co. are expected to be at the Annual Stockholders Meeting and shall have the opportunity to make a statement and/or address any queries that may arise from the meeting.

There have been no disagreements with the current and previous accountants on accounting and financial disclosures.

Audit and Audit Related Fees

For the audits of the financial statements of CPGI and all its subsidiaries, the aggregate fees for the audit services of SGV and Co. for 2017 inclusive of VAT amounted to P3.6 million.

Fees for the years 2016 and 2015, inclusive of VAT, amounted to P3.5 million and P3.1 million respectively.

The Audit Committee recommends to the Board of Directors the discharge or nomination of the external auditor to be proposed for shareholder approval at CPGI's annual shareholders meeting, approve all audit engagement fees and terms of the external auditor, and review its performance. It also reviews and discusses with management and the external auditors the results of the audit, including any difficulties encountered. This review includes any restrictions on the scope of the external auditor's activities or on access to requested information, and any significant disagreements with Management.

The Audit Committee also evaluates, determines and pre-approves any non-audit service provided to the Company and its subsidiaries by the external auditors and keeps under review the non-audit fees paid to the external auditors both in relation to their significance to the auditor and in relation to the total expenditure on consultancy.

No engagement for other services from SGV and Co. either for professional services, tax accounting compliance, advice and planning nor any services rendered for products and services other than the aforementioned audit services reported in 2017.

Tax Fees

Other than the above, SGV & Company has not provided any professional service relative to tax accounting, compliance, advice, planning and any other form of tax services for the year 2015 and 2016.

All Other Fees

SGV & Company has been engaged by the Group to review its Q1 2014 financial statements for the Bond Offering. All other fees are for the audit of the Group's financial statements.

Approval Policies of Audit Committee

The engagement of the external auditors is recommended by the Audit Committee for approval of the Company's stockholders pursuant to the Code of Corporate Governance. As discussed, on May 4, 2018, the Audit Committee passed a resolution recommending to the stockholders of the Company the appointment of Sycip Gorres Velayo & Company as the external auditor of the Company for the incumbent year.

Previously, on June 29, 2017, the stockholders passed a resolution approving the appointment of SGV and Co. as the Company's external auditor for the period ending on December 31, 2017.

Compensation Plans

No action is proposed to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Authorization or Issuance of Securities Other than for Exchange

Each common share entitles the holder to one vote. At each meeting of the stockholders, each stockholder entitled to vote on a particular question or matter involved shall be entitled to vote for each share of stock standing in his name in the books of the Company as of record date.

Each holder of common shares shall be entitled to such dividends as may be declared by the Board of Directors on the basis of outstanding stock held by them. The Board of Directors is authorized to declare dividends which shall be declared and paid out of the Company's unrestricted retained earnings. A cash dividend does not require any further approval from the stockholders. A stock dividend shall require the further approval of the stockholders representing at least two-thirds of the Company's outstanding capital stock.

Under the Company's Amended Articles of Incorporation, holders of common stock have waived their preemptive right. There is no provision in the Company's Amended Articles of Incorporation or By-Laws that would delay, defer or prevent a change in control of the Company.

On February 20, 2012, CPGI, together with (CPI) and APG Strategic Real Estate Pool N.V. (APG), a Netherlands-based pension firm entered into a Purchase Agreement wherein CPI sold its 868,316,042 CPGI shares of stock in favor of APG. This transaction was pursuant to the convertible bond issued by CPI to APG in January 2011. Instead of converting the convertible bond into shares of CPI, APG and CPI entered into a Purchase Agreement under which APG purchased the convertible bond from CPI. The consideration consists of (i) 868,316,042 CPGI shares owned by CPI and (ii) cash consideration. As a result of such transaction, CPI retired the convertible bond concurrently with the sale of the CPGI shares to APG.

On January 07, 2013, the Company approved the Treasury Buyback Program of up to Eight Hundred Million (800,000,000) shares for a time period of twenty-four (24) months starting January 2013 from any stockholders who opt to divest their shareholdings in the Company subject to further shareholders approval in the next Annual or Special Stockholders meeting.

On March 05, 2013, CPI closed on a Placing and Subscription Transaction wherein it sold 800,000,000 million shares of stock in CPGI to investors ("Placing transaction") at a price of P2.05 per share. The top up placing and subscription transaction was implemented primarily to fund the company's continued growth in land bank within Metro Manila, and expand its projects in key select secondary cities outside Metro Manila.

Concurrently, CPI and the Company entered into the Subscription Agreement relating to the subscription by CPI to 800,000,000 new common shares of the Company ("Subscription transaction"). As a result of the Placing and Subscription Transaction the Company's public float increased from 27.3% to 33.3%.

On May 16, 2013 the Board of Directors approved the Amendment of the Articles of Incorporation for purposes of Increase in Authorized Capital Stock from 10 Billion shares to 18 Billion Shares with the Declaration of 25% of Stock Dividends equivalent to 2 Billion common shares amounting to Php 1,060,000,000 to be taken out of the Corporation's retained earnings. This amount represents at least the minimum 25% subscribed and paid-up capital for the increase of the authorized capital stock from 10 Billion to 18 Billion common shares.

On May 21, 2013, the Nomination and Remuneration Committee approved and endorsed the Employee Stock Grant Program for all regular employees of the Corporation to provide long term reward proposition and motivate regular employees for higher level of performance. All shares to be allocated under the ESGP shall be derived from the unissued shares of the Corporation and up to 2% of the outstanding shares shall be granted. The ESGP was approved and ratified by 2/3 of the shareholders present and by proxy during the Annual Stockholders Meeting held last July 01, 2013.

D. FINANCIAL AND OTHER INFORMATION

Please see attached Annex "A" - Annual Management Report as of December 31, 2017 with the accompanying audited consolidated financial statements as of period ended 31 December 2017; Annex "B" Management Report as of March 31, 2018 (unaudited);

E. OTHER MATTERS

Action with Respect to Reports

The following shall be presented for approval during the annual stockholders' meeting:

- (a) Minutes of the Annual stockholders' meeting held on June 29, 2017 attached as part of the Exhibits in this report
- (b) Audited financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2017

Agenda

The following are included in the agenda of the annual meeting of the stockholders of the Company on June 14, 2018::

1. Call to order

2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the 2016 Annual Stockholders' Meeting held on June 29, 2017
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2017 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors
8. Appointment of External Auditor for 2018
9. Other Matters
10. Adjournment

Other Matters Not Required to be Submitted

In order to adequately apprise the stockholders, the President will present an annual report to the Stockholders.

The acts of the Board of Directors covering the period between the period 31 May 2017 to to 31 May 2018 shall also be submitted to the stockholders for ratification for the purpose of formally obtaining their support therefor. In the event that a negative vote is registered, the Board of Directors and management reserves the option to disregard such vote entirely or study the matter further.

Hereunder is a brief summary /partial list of the acts and proceedings of the Board of Directors and management to be submitted for ratification by the stockholders:

May 31, 2017 SPECIAL BOARD MEETING:
At the special meeting of the Board of Directors on 31 May 2017, the following were duly approved for release:

1. Company's Annual Corporate Governance Report for 2016
2. Company's Manual on Corporate Governance, as amended.

June 29, 2017 A. ORGANIZATIONAL BOARD MEETING
The Corporate Secretary certified to the election of the following Directors of the Corporation at the recently concluded Annual Stockholders' Meeting:

1. Jose E.B. Antonio
2. John Victor R. Antonio
3. Jose Marco R. Antonio
4. Jose Roberto R. Antonio
5. Jose Carlo R. Antonio
6. Ricardo P Cuerva
7. Rafael G. Yaptinchay
8. Jose L. Cuisia Jr - Independent Director
9. Stephen T. CuUnjieng - Independent Director
10. Carlos C. Ejercito - Independent Director

B. Upon nomination duly made and seconded, the following persons were unanimously confirmed to the positions set forth after their respective names:

Name	Position
Jose E.B. Antonio	President and CEO
John Victor R. Antonio	Co-Chief Operating Officer /Managing Director
Jose Marco R. Antonio	Co-Chief Operating Officer /Managing Director
Jose Roberto R. Antonio	Managing Director
Jose Carlo R. Antonio	Chief Financial Officer
Rafael G. Yaptinchay	Co-Managing Director
Domie S. Eduvane	SVP for Legal and Corporate Affairs
Atty. Camille Khristine I. Aromas	Corporate Secretary
Gerardo A. Morales	Treasurer
Carlos Benedict K. Rivilla, IV	Assistant Corporate Secretary / Vice President for
Gerry Joseph Ilagan	EVP for Century Worldwide Services & Sales Mana
Maria Theresa Fucanan -Yu	Vice President for Corporate Communications
Kristina I. Garcia	Director for Investor Relations
Atty. Isabelita Ching Sales	Chief Information and Compliance Officer
Patrick C. Carague	SVP for Decision Support Services and IT
Ritchelle T. Cordero	Head for Human Resources and Administration
John Paul C. Flores	Comptroller
Ramon T. Villanueva	Tax Compliance Officer
Ricardo C. Cuerva	SVP for Design Innovation and Materials Managem
Gerardo R. Mina	VP for Property Management
Ricky M. Celis	President for the Affordable Housing Business Seg

C. Appointment of Senior Advisor to the Board of Directors - Upon motion duly made and seconded, Mr. Washington Sycip is hereby appointed as Senior Advisor to the Board of Directors for the ensuing year.

D. Election of members of the Compensation and Remuneration Committee, the Audit Committee, and the Nomination Committee as follows:

Nomination, Compensation and Remuneration Committee:

- Jose E.B. Antonio - Chairman of the Committee
- Carlos C. Ejercito - Member (Ind. Director)
- Amb. Jose L. Cuisia - Member (Ind. Director)
- Jose Roberto R. Antonio - Member
- Carlos Benedict K. Rivilla IV - Non-voting Member
- Ritchelle T. Cordero - Non-Voting Member

Audit Committee:

- Stephen CuUnjieng- Chairman of the Committee (Ind. Director)
- Carlos C. Ejercito - Member (Ind. Director)
- Jose Carlo R. Antonio - Member
- Jose Marco R. Antonio - Member

	<p style="text-align: center;">Rafael G. Yaptinchay - Member</p> <p style="text-align: center;">Executive Committee Jose E.B. Antonio - Chairman of the Committee John Victor R. Antonio - Member Jose Marco R. Antonio - Member Jose Roberto R. Antonio - Member Jose Carlo R. Antonio - Member Rafael G. Yaptinchay - Member</p> <p style="text-align: center;">Risk Management Committee Jose E.B. Antonio - Chairman of the Committee Amb. Jose L. Cuisia - Member (Ind. Director) Stephen CuUnjieng - Member (Ind. Director) Jose Carlo R. Antonio - Member Jose Marco R. Antonio - Member Rafael G. Yaptinchay - Member Isabelita Ching-Sales - Non-Voting Member</p>
July 21, 2017	Century Properties reports successful sales of PHirst Park Homes® Tanza 83% of Phase 1 sold as of mid-July 2017
Aug. 7, 2017	<p>RESULTS OF SPECIAL BOARD MEETING</p> <ul style="list-style-type: none"> • APPROVAL OF THE OFFERING AND ISSUANCE OF SHORT-TERM PROMISSORY NOTES <p>The Board of Directors have APPROVED the Company’s proposed Offering and Issuance of Short-term Promissory Notes for up to PHP 502 Million only to qualified investors/buyers not exceeding 19 persons. The said issuance is an exempt transaction under Section 10.1 (k) of the Securities Regulations Code which pertains to the sale of securities by an Issuer to fewer than twenty 20 persons in the Philippines during any twelve month period. The said Issuance shall be arranged by China Bank Capital Corporation, as the Sole Arranger. The proceeds shall be used to fund day-to-day working capital and augment existing short-term bank lines.</p> <p>For this purpose, the Board has authorized the Chairman or Mr. Rafael G. Yaptinchay, Managing Director, or Mr. Gerardo Morales, the Company’s Treasurer to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the conditions set forth in the Approval and other regulations relating to the subject matter of this resolution.</p>
Aug. 14, 2017	<p>RESULTS OF THE REGULAR BOARD MEETING</p> <p>I. <u>APPROVAL OF THE COMPANY’S FINANCIAL REPORT FOR THE SECOND QUARTER ENDING JUNE 30, 2017:</u></p> <p>The Chairman informed the Board that there is a need to approve the Second Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p style="text-align: center;">“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the Second Quarter Financial Report of the Company.”</p> <p>II. <u>PRESENTATION OF KEY BUSINESS UPDATES</u></p> <p>The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.</p>
Oct. 4, 2017	PHirst Park Homes® commences construction in Tanza, Cavite Signs memorandum of agreement with Megawide for the use of precast panel system in 2,830 housing units
Nov. 8, 2017	<p>RESULTS OF THE REGULAR BOARD MEETING:</p> <p>III. <u>APPROVAL OF THE COMPANY’S FINANCIAL REPORT FOR THIRD QUARTER ENDING SEPTEMBER 30, 2017</u></p> <p>The Chairman informed the Board that there is a need to approve the Third Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p style="text-align: center;">“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the Third Quarter Financial Report of the Company.</p>

	<p>IV. <u>PRESENTATION OF KEY BUSINESS UPDATES</u></p> <p>The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.</p> <p>V. <u>APPROVAL OF THE RELATED PARTY TRANSACTIONS POLICY OF THE COMPANY AND THE RELATED PARTY TRANSACTIONS COMMITTEE</u></p> <p>The Chairman informed the Board that there is a need to approve the Related Party Transactions Policy of the Company and the appointment of the members of the Related Party Transactions Committee as well as the members of the Related Party Evaluation Panel of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the Related Party Transactions Policy of the Company and the appointment of the members of the Committee and the Evaluation Panel, as follows:</p> <p><u>RELATED PARTY TRANSCATIONS COMMITTEE:</u></p> <p>Mr. Carlos C. Ejercito - Chairman (Independent Director) Amb. Jose L. Cuisia, Jr. - Member (Independent Director) Mr. Jose Marco R. Antonio - Member Mr. Rafael G. Yaptinchay - Member</p> <p><u>RELATED PARTY TRANSACTIONS EVALUATION PANEL:</u></p> <p>Mr. Arnold L. Abad - Chairman Atty. Domie S. Edivane - Member Mr. Ferdinand Capati - Member</p>
<p>March 23, 2018</p>	<p>RESULTS OF THE REGULAR BOARD MEETING:</p> <p>I. APPROVAL OF THE COMPANY’S ANNUAL FINANCIAL REPORT ENDING DECEMBER 31, 2017</p> <p>The Chairman informed the Board that there is a need to approve the Annual Financial Report of the Company ending December 31, 2017. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the Annual Financial Report of the Company ending December 31, 2017.”</p> <p>II. PRESENTATION OF KEY BUSINESS UPDATES</p> <p>The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.</p> <p>III. AUTHORITY GRANTED TO MR. RICKY M. CELIS TO ENTER INTO TRANSACTIONS RELATING TO THE AFFORDABLE HOUSING BUSINESS SEGMENT OF THE COMPANY</p> <p>The Chairman informed the Board that there is a need to grant authority in favor or Mr. Ricky Celis, President of the Affordable Housing Business Segment of the Company to negotiate, agree and execute on the terms of agreements with third parties related to the Corporation’s Affordable Housing Segment. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p>“RESOLVED, that the Company hereby authorizes its President for Affordable Housing Business Segment, Mr. Ricky M. Celis, with full power and authority to delegate the powers granted herein, to negotiate and agree on the terms of agreements with third parties related to the Corporation’s Affordable Housing Segment, as he may deem to be in the best interest of the Corporation, and to enter into, sign, execute, endorse, and deliver contracts, agreements, and any and all documents and other writings of whatever nature or kind, and to execute and perform any and all acts necessary for the purpose, under such terms as he may deem acceptable and beneficial for the Corporation.”</p>

May 4, 2018

RESULTS OF SPECIAL BOARD MEETING

VI. **NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE ENDORSEMENT FOR THE SELECTION AND NOMINEES FOR INDEPENDENT DIRECTORS AND REGULAR DIRECTORS**

The Chairman of the Nomination, Remuneration and Compensation Committee discussed the selection and qualification of the Independent Directors and Regular Directors based on the SRC Rules and Corporate Governance Code. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors:

“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the Corporation) upon endorsement of majority of the Board Committee on Nomination, Remuneration and Compensation hereby approves the selection and nomination of the following Independent Directors and Regular Directors for the year 2018-2019

Independent Directors:

CARLOS C. EJERCITO - nominated by CPI
STEPHEN CUUNJIENG - nominated by CPI
JOSE CUISIA - nominated by CPI

Regular Directors:

Jose E. B. Antonio
John Victor R. Antonio
Jose Marco R. Antonio
Jose Roberto R. Antonio
Jose Carlo R. Antonio
Ricardo P. Cuerva
Rafael G. Yaptinchay

“RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue the notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”

VII. **ANNUAL STOCKHOLDERS' MEETING**

The Chairman then discussed the need to set and approve the date of the Annual Stockholders' Meeting of the Company on June 14, 2018. The Board unanimously approved the following resolutions:

“RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on **June 14, 2018, Thursday at 9:00 a.m.** at the **EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.**

RESOLVED, FURTHER, that the record date is set on May 18, 2018 thus, only common stock shareholders as of May 18, 2018 shall be entitled to notice and to vote at the said meeting;

“RESOLVED, FURTHER, that the agenda for the said meeting shall be as follows:

11. Call to order
12. Certification of notice and the existence of a quorum
13. Approval of the minutes of the 2016 Annual Stockholders' Meeting held on June 29, 2017
14. Annual Report of the President
15. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
16. Approval of the 2017 Audited Consolidated Financial Statements of the Corporation
17. Election of Members of the Board of Directors and three Independent Directors

- 18. Appointment of External Auditor for 2018
- 19. Other Matters
- 20. Adjournment

“RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue the notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”

VIII. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2018

The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2018 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2018. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors:

“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to endorse for approval of the Stockholders the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2018.”

May 8, 2018

RESULTS OF THE REGULAR BOARD MEETING:

APPROVAL OF THE COMPANY’S FINANCIAL REPORT FOR 1st QUARTER ENDING MARCH 31, 2018

The Chairman informed the Board that there is a need to approve the Third Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:

“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the First Quarter Financial Report of the Company.”

PRESENTATION OF KEY BUSINESS UPDATES

The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.

IX. APPROVAL OF THE JOINT VENTURE AGREEMENT WITH MITSUBISHI CORPORATION

The Chairman informed the Board that there is a need to approve the Joint Venture Agreement with Mitsubishi Corporation for the development, marketing, and sale of affordable housing projects. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:

“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to approve the Joint Venture Agreement with Mitsubishi Corporation and for this purposes authorizes the Chairman, Mr. Jose E.B. Antonio, with full power and authority to delegate the powers granted herein, to negotiate and agree on the terms of, as he may deem to be in the best interest of the Corporation, and to enter into, sign, execute, endorse, and deliver contracts, agreements, and any and all documents and other writings of whatever nature or kind, and to execute and perform any and all acts necessary for the purpose, under such terms as he may deem acceptable and beneficial for the Corporation.”

Other Proposed Action

No other action is proposed to be taken with respect to any matter not specifically referred to in the foregoing items.

No action is to be taken with respect to any matter which is not required to be submitted to a vote of the stockholders. In case an action not required to be submitted to the stockholders is taken up but a negative vote is achieved, the matters shall be noted and recorded in the minutes of the stockholders' meeting.

Voting Procedures

(a) Vote Required

All matters subject to vote during the shareholder's meeting on June 29, 2017 shall require the vote of majority of the shareholders present during the meeting, either in person or by proxy, and entitled to vote thereat, provided that a quorum is present except for the (a) amendments to the Amended By-laws for the change in date of annual meeting which shall require the vote of at least two-thirds of the outstanding capital stock of the Company.

Each common share entitles the holder to one vote for each share of stock standing in his name in the books of the Company as of May 18, 2018.

(b) Method by which Votes will be Counted

The method of counting the votes of the shareholders shall be in accordance with the general provisions of the Corporation Code of the Philippines. Except in cases where voting by ballot is requested, voting and counting shall be by viva voce. If by ballot, each ballot shall be signed by the shareholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares being voted. The counting thereof shall be supervised by the external auditors and the transfer agent.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on June 1, 2017

CENTURY PROPERTIES GROUP INC.

By:


CARLOS BENEDICT K. RIVILLA IV
Assistant Corporate Secretary