



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

FOR : The Stockholders of CENTURY PROPERTIES GROUP INC.
FROM : The Assistant Corporate Secretary
SUBJECT : 2016 Annual Stockholders' Meeting on June 29, 2017

Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on **JUNE 29, 2017 at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.**

Only common stock shareholders as of **JUNE 1, 2017** 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 2014 Annual Stockholders' Meeting held on July 22, 2016
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 2016 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 2017
9. Other Matters
 - a.) Proposed Amendment of Article VI of the Amended Articles of Incorporation
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 9, 2017 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 29, 2017, 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 09 June 2017, or his duly authorized representative, and received by the Compliance Officer not later than 5:00 p.m. on 09 June 2017 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 15 June 2017
- (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 special 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 Php180,000, 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 29, 2017.

Proposal	FOR	AGAINST	ABSTAIN
1. Approval of the minutes of the 2015 Annual Stockholders' Meeting held on July 22, 2016			
2. Presentation and approval/ratification of the 2016 Reports and Audited Financial Statements for year ended December 31, 2016			
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 2016 to 31 May 2017			
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: a.) Amendment of Article VI of the Amended Articles of Incorporation of the Company			
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 9, 2017, 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

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

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. PHILIPPINES
Province, country or other jurisdiction of incorporation or organization
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 29, 2017, 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:
June 2, 2017
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 |
|---------------------|--|
|---------------------|--|
- Common Shares
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes X 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 29, 2017, 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: June 2, 2017

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, 2017 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, 2017 , 1,415,076,200727 shares or 12.095% of the total outstanding shares are owned by Non-Filipinos.

- (b) All common shareholders of record at the close of business hours on June 1, 2017 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, 2017, the Company is aware of only (3) 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
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Common

76.995%	PCD Nominee Corporation (Filipino) G/F Phil Stock Exchange Bldg., Makati (relationship with issuer - None)	PCD Fit ¹	Filipino	9,008,227,303	
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***PCD Nomine Corporation Filipino has a total shares of 1,207,374,472 or 10.41% of the outstanding capital stock-beneficial owners owning 5% or more as of March 31, 2017 The following are the PCD participants with shareholdings of around 5% or more:

¹ 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 19, 2017

Ventures Securities 6,557,667,267 shares 72.79%
STI Holdings Center, 6764 Ayala Avenue, Makati City

12.095% PCD Nominee Corporation PCD Non-Fil² Others 1,415,076,200
(Non - Filipino) (Non-Filipino)
G/F Phil Stock Exchange Bldg. Makati
(relationship with issuer - None)

***PCD Nomine Corporation Non-filipino has a total shares of 1,415,076,200 or 12.095% of the outstanding capital stock-beneficial owners owning 5% or more as of March 31, 2017 The following are the PCD participants with shareholdings of around 5% or more:

Deutsche Bank 724,225,623 shares 6.24%
6756 Ayala Avenue Makati City

(2) Security Ownership of Management

As of March 31, 2017, 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	none	Filipino	0.0000000%
Common	Ritchelle T. Cordero	none	Filipino	0.0000000%
Common	Aggregate shareholding of all directors and officers as a group	214,995,178		

² N.B. PCD Nominee Corporation (Non-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 19, 2017

(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 May 6, 2015 (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 5, 2017 the Nomination and Remuneration Committee passed upon the qualifications of the following nominees for the year 2016-2017

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

Amb. Jose L. Cuisia Jr., 70 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, 57 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, 70 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 8, 2017, 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 5, 2017, 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, 2016 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, 70 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, 44 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, 42 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, 40 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, 33 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, 72 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, 66 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., 70 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, 57 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, 70 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. Eduvane, 52 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, 37 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, 45 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, 37 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, 43 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, 37 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, 31 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, 45 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, 34 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, 55 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, 44 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, 52 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, 37 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, 36 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, 48 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.	7,042,361,017	60.72%

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) John Victor R. Antonio (Director and Co. COO) Jose Marco R. Antonio * (Director and Co. 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 Projected (2017)	P 46.6 Million P 66.4 Million P 55.84 Million P58.51 Million P 62.021Million	None None P 4.34 Million P2.18 Million P 2.31 Million	None None None None None
Aggregate executive compensation all other officers unnamed	Actual 2013 Actual 2014 Actual 2015 Actual 2016 Projected (2017)	P 33.1 Million P 50.2 Million P 57.99 Million P 60.34 Million P 63.96 Million	P 4.5 Million P 2.5 Million P 4.30 Million P 2.48 Million P 2.58 Million	None None None None None

*All Named officers, Messrs. Jose Marco R. Antonio, Jose Roberto R. Antonio, Jose Carlo R. Antonio and Rafael G. Yaptinchay receive equal compensation

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.

2. 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 July 22, 2016, 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 8, 2017, 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 2017.

On May 8, 2017, 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 29, 2017.

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 2016 inclusive of VAT amounted to P3.1 million.

Fees for the years 2015 and 2014, inclusive of VAT, amounted to P3.0 million and P3.0 million respectively. In addition, SGV & Co. has performed special audit engagement in 2014 with total fees of P3.7 million.

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 2016.

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 2014 and 2015.

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 6, 2016, 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 22, 2015, 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, 2015.

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, 2015 with the accompanying audited consolidated financial statements as of period ended 31 December 2015; Annex "B" Management Report as of March 31, 2016 (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 July 22, 2016 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 2016

Agenda

The following are included in the agenda of the annual meeting of the stockholders of the Company on June 29, 2017:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the 2014 Annual Stockholders' Meeting held on July 22, 2016
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 2016 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 2017
9. Other Matters
 - b.) Proposed Amendment of Article VI of the Amended Articles of Incorporation
10. Adjournment

Amendment of Charter, Bylaws or Other Documents

- (a) On May 8, 2017, at the regular meeting of the board of directors, the members of the board approved the following resolutions for the amendment of the Articles of Incorporation of Century Properties Group Inc. amending Article Six as follows:

“RESOLVED that the Board of Directors of Century Properties Inc. hereby approves the amendments of Article Six under the Amended Articles of Incorporation of Century Properties Group Inc. to read as follows:

FROM:

SIXTH: That the capital stock of said corporation is **NINE BILLION FIVE HUNDRED FORTY MILLION PESOS (P9,540,000,000.00)**, and said capital is divided into **EIGHTEEN BILLION (18,000,000,000)** common shares of the par value of (PHP0.53.) each. *(As amended by the Board of Directors on June 23, 2014 and Stockholders on July 23, 2014)*

No holder of any Class of stock shall, because of his ownership of such stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock of any failure increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders, these restrictions shall be indicated in the stock certificates to be issued by the Corporation.

TO:

SIXTH: That the capital stock of said corporation is **TEN BILLION NINE HUNDRED FIFTY MILLION ONLY (PHP 10,950,000,000.00)**, consisting of:

1. **FIFTEEN BILLION (15,000,000,000)** common shares of the par value of PHP 0.53 each. *(As amended by the Board of Directors on June 23, 2014 and Stockholders on July 23, 2014)*

No holder of any Class of stock shall, because of his ownership of such stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock of any failure increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders, these restrictions shall be indicated in the stock certificates to be issued by the Corporation.

2. **THREE BILLION (3,000,000,000)** Preferred Shares with a par value of PHP 1.00 per share, with the following rights and privileges:

Preferred Shares may be issued from time to time in one or more series. The Board of Directors is hereby authorized to adopt resolutions authorizing the issuance of one or more series for such number of shares to constitute each series and relative rights and preferences of such series as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission

Voting Rights

The Preferred Shares shall have no right to vote except on all corporate matters where the law grants such voting rights.

Dividends

The rate to be determined by the Board of Directors at the time of issue which may be fixed or variable. The Board of Directors shall prescribe the cumulation or non-cumulation of dividends, the date or dates of cumulation or accrual but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series, the conditions, restrictions, if any, on the payment of dividends. The non-voting Preferred Shares shall not participate in dividends declared as regards any other class of shares.

Liquidation Preferences

In the event of liquidation, the Preferred Shares shall rank ahead of the common shares. The Board of Directors shall prescribe the amount which shares of such series shall be entitled to receive in the event of liquidation, dissolution or winding up of the Corporation, which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof.

Redemption

The Preferred Shares shall be redeemable at the option of the Corporation at such times and prices as may be determined by the Board of Directors at the time of issue, which price may not be less than the par value thereof plus accrued dividends. Any shares redeemed or purchased by the Corporation shall be recorded as treasury stock and may be re-issued in the future. The Board of Directors shall determine the terms and conditions of a retirement or a sinking fund, if any, for the purchase or redemption of the shares for such series.

Pre-emptive Rights

The Preferred Shares shall not have any pre-emptive rights over any sale or issuance of any share in the Corporation's capital stock.

Eligibility of Investors

The Preferred Shares may be owned or subscribed by or transferred to any person, partnership, association, or corporation regardless of nationality, provided that at any time, at least 60% of the outstanding capital stock of the corporation shall be owned by Filipinos.

Other Features

The Preferred Shares may have such other terms and conditions, preferences, rights restrictions and qualifications not inconsistent herewith and may include convertible feature, as may be determined by the Board of Directors. (As Amended on May 8, 2017)

Rationale for the Amendment:

The company's reclassification of the 3B common shares to Preferred shares is a capital raising activity which the company views as more beneficial to the Company's interests as there will be no increase in the Company's debt-to-equity ratio.

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 2016 to to 31 May 2017 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 6, 2016	Results of the regular Board Meeting held last May 6, 2016: The following resolutions were passed: I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THE FIRST QUARTER ENDING MARCH 31, 2016 The Chairman informed the Board that there is a need to approve the First Quarter Financial Report of the Company. U II. 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. III. ANNUAL STOCKHOLDERS' MEETING The Chairman then discussed the need to set and approve the date of the Annual Stockholders' Meeting of the Company on July 15, 2016. The Board unanimously approved the following resolutions: "RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on July 15, 2016, Friday 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 June 17, 2016 thus, only common stock shareholders as of June 17, 2016 shall be entitled to notice and to vote at the said meeting. IV. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2016 The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2016 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2016.
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May 13, 2016	<p>NOTICE OF ANNUAL STOCKHOLDERS MEETING</p> <p>Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on JULY 15, 2016 at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City. Only common stock shareholders as of JUNE 17, 2016 shall be entitled to notice and to vote at the said meeting.</p> <p>The Agenda for the meeting is as follows:</p> <ol style="list-style-type: none"> 1. Call to order 2. Certification of notice and the existence of a quorum 3. Approval of the minutes of the 2014 Annual Stockholders' Meeting held on June 22, 2015 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 2015 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 2016 9. Other Matters (Reserved - to be further discussed by the Board) 10. Adjournment <p>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.</p>
June 16, 2016	<p>AMENDMENT OF ARTICLE II OF THE COMPANY'S ARTICLES OF INCORPORATION</p> <p>The Chairman informed the Board that there is a need to amend Article II of the Amended Articles of Incorporation of the Company.</p> <p>"RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article II under the Amended Articles of Incorporation to read as follows:</p> <p>A.) SECOND: That the purposes for which the corporation is formed are:</p> <p>PRIMARY PURPOSE</p> <p>To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at any time held, owned or developed by the Corporation; to engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of properties of any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form (sic) or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures exchange/broker/merchant, investment house, and an investment company adviser/mutual fund distributor of any investment company/mutual fund company (as amended by the Board of Directors on June 16 and ratified by the stockholders on July 22, 2016).</p> <p>B.) DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES.</p> <p>10. To guarantee and secure, for and in behalf of the corporation, loans, obligations and other corporation or entities in which it has lawful interest" (As amended by the Board of Directors on April 04, 2014 and Stockholders on July 23, 2014)</p>
June 16, 2016	<p>Results of the Special Board Meeting on June 16, 2016 Re-schedule of the Annual Shareholders Meeting to JULY 22, 2016 Moving Record Date to June 30, 2016 Amendment of Art. II of the Amended Articles of Incorporation</p> <p>The following were unanimously approved:</p> <ul style="list-style-type: none"> • RE-SCHEDULE OF THE ANNUAL SHAREHOLDERS' MEETING: <p>The Chairman informed the Board that there is a need to re-schedule the annual stockholders meeting originally scheduled on JULY 15, 2016 as the Chairman will be attending an important Conference out of the country:</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 re-scheduling of the annual stockholders</p>

	<p>meeting to from JULY 15, 2016 to JULY 22, 2016, Friday at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City;"</p> <p>"RESOLVED, FURTHER, that the record date BE MOVED TO JUNE 30, 2016 thus, only common stock shareholders as of June 30, 2016 shall be entitled to notice and to vote at the said meeting;"</p> <ul style="list-style-type: none"> • AMENDMENT OF ARTICLE II OF THE COMPANY'S ARTICLES OF INCORPORATION <p>The Chairman informed the Board that there is a need to amend Article II of the Amended Articles of Incorporation of the Company.</p> <p>"RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article II under the Amended Articles of Incorporation to read as follows:</p> <p>A.) SECOND: That the purposes for which the cor-poration is formed are:</p> <p>PRIMARY PURPOSE</p> <p>To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at any time held, owned or developed by the Corporation; to engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of properties of any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form (sic) or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures ex-change/broker/merchant, investment house, and an in-vestment company adviser/mutual fund distributor of any investment company/mutual fund company</p> <p>B.) DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES</p>
June 29, 2016	Declaration of Special Cash Dividends
June 29, 2016	Declaration of Regular Cash Dividends
July 12, 2016	Information Statement for Annual Stockholders' Meeting
July 12, 2016	Extension for the Submission of Proxy Forms
July 22, 2016	<p>Results of the Annual Shareholders' Meeting dated July 22, 2016</p> <p>PRESENT:</p> <p>Number of Shares Percentage</p> <p>Total Shares Present (in person or by Proxy) 9,225,793,871 79.54%</p> <p>Total Outstanding Shares (Treasury shares) 11,599,600,690 (100,123,000)</p> <ul style="list-style-type: none"> • As of Record Date: June 30, 2016 <p>I. CALL TO ORDER</p> <p>The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary, Atty. Camille Khristine I Aromas, recorded the minutes of the proceedings.</p> <p>II. CERTIFICATION OF NOTICE AND QUORUM</p> <p>The Corporate Secretary certified that notices of this annual stockholders' meeting, together with the agenda thereof and the Definitive Information Statement, were duly sent to all the stockholders of the Corporation of record date as of June 30, 2016, and that a quorum existed for the transaction of such business as may properly come before the meeting, there being present (in person or by proxy) the stockholders representing 9,225,793,871 shares of the Corporation, constituting approximately 79.54% of the Corporation's total outstanding capital stock.</p> <p>III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JUNE 22, 2015</p> <p>IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2015</p> <p>V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION</p> <p>VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS</p> <p>The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified. Upon motion duly made and seconded, the following persons were elected as Directors:</p> <p>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</p> <p>VII. APPOINTMENT OF EXTERNAL AUDITORS</p> <p>The Chairman informed the stockholders of the need to appoint an external auditor of the Corporation. The Chairman said that the auditing firm of SGV and Company was recommended by the Audit Committee and endorsed by the Board of Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders.</p>

	<p>VIII. AMENDMENT OF CHARTER, BYLAWS</p> <p>The Chairman discussed to the stockholders that the ratification for approval of shareholders is being secured to: Amend Article II under the Amended Articles of Incorporation</p> <p>VIII. ADJOURNMENT</p> <p>There being no other matter to discuss and business to transact, the meeting was adjourned at 11:00 a.m.</p>
<p>July 22, 2016</p>	<p>Results of the Organizational Meeting of the Board of Directors</p> <p>A. The Corporate Secretary certified to the election of the following Directors of the Corporation at the recently concluded Annual Stockholders' Meeting:</p> <ol style="list-style-type: none"> 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 <p>B.</p> <p>B. Upon nomination duly made and seconded, the following persons were unanimously confirmed and elected to the positions set forth after their respective names:</p> <p>Name Position</p> <p>Jose E.B. Antonio President and CEO</p> <p>John Victor R. Antonio Co-Chief Operating Officer/Managing Director</p> <p>Jose Marco R. Antonio Co-Chief Operating Officer/Managing Director</p> <p>Jose Roberto R. Antonio Managing Director</p> <p>Jose Carlo R. Antonio Chief Financial Officer</p> <p>Rafael G. Yaptinchay Co-Managing Director</p> <p>Domie S. Eduvane Senior Vice President for Legal and Corporate Affairs</p> <p>Atty. Camille Khristine I. Aromas Corporate Secretary</p> <p>Gerardo A. Morales Treasurer</p> <p>Carlos Benedict K. Rivilla, IV Assistant Corporate Secretary / Vice President for Corporate Affairs</p> <p>Gerry Joseph Ilagan Senior Vice President for Sales Management</p> <p>Maria Theresa Fucanan -Yu Vice President for Corporate Communications</p> <p>Kristina I. Garcia Director for Investor Relations</p> <p>Atty. Isabelita Ching Sales Chief Information and Compliance Officer</p> <p>Patrick C. Carague Senior Vice President for Risk Management</p> <p>Jeffrey R. Balmores Tax Director</p> <p>John Paul C. Flores Comptroller</p> <p>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.</p> <p>D. Election of members of the Compensation and Remuneration Committee, the Audit Committee, and the Nomination Committee as follows:</p> <p>Nomination, Compensation and Remuneration Committee:</p> <p>Jose E.B. Antonio - Chairman of the Committee</p> <p>Carlos C. Ejercito - Member (Ind. Director)</p> <p>John Victor R. Antonio - Member</p> <p>Amb. Jose L. Cuisia - Member (Ind. Director)</p> <p>Carlos Benedict K. Rivilla IV - Non-voting Member</p> <p>Audit Committee:</p> <p>Stephen CuUnjieng- Chairman of the Committee (Ind.Director)</p> <p>Carlos C. Ejercito - Member (Ind. Director)</p> <p>Jose Carlo R. Antonio - Member</p> <p>Jose Marco R. Antonio - Member</p> <p>Executive Committee</p> <p>Jose E.B. Antonio - Chairman of the Committee</p> <p>John Victor R. Antonio - Member</p>

	<p>Jose Marco R. Antonio - Member Jose Roberto R. Antonio - Member Jose Carlo R. Antonio - Member Rafael G. Yaptinchay - Member</p> <p>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 Paul Patrick M. Carague - Risk Management, Non-voting member</p>
August 8, 2016	<p>Results of the Regular meeting of the Board of Directors on August 8, 2016</p> <p>The following were unanimously approved:</p> <p>I. APPROVAL OF QUARTERLY REPORT The Chairman informed the Board that there is a need to approve the 2nd 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>“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 and the release of the same.”</p> <p>II. PRESENTATION OF KEY BUSINESS UPDATES The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.</p> <p>III. OTHER BUSINESS</p> <ul style="list-style-type: none"> • ACCEPTANCE AND CONFIRMATION OF THE RESIGNATION, APPOINTMENT, CHANGE IN DESIGNATION AND PROMOTION OF SENIOR OFFICERS <p>The Chairman informed the Board that there is a need to accept and confirm the resignation, appointment, change in designation and promotion of the Senior Officer of the Company, which the Board of Directors approved as follows:</p> <p>A. Resignation of Atty. Jeffrey R. Balmores - Tax Director B. Appointment of Mr. Ramon S. Villanueva as Tax Compliance Officer to replace the resigned Tax Director C. Appointment of Mr. Ricardo C. Cuerva as Senior Vice President for Design & Innovation, and Materials Management D. Appointment of Gerardo R. Mina as Vice President for Property Management E. Appointment of Ritchelle T. Cordero as Head for Human Resources and Administration F. Change in Designation of Mr. Paul Patrick Carague from Senior Vice President - Head of Risk Management and Decision Support Services to Senior Vice President for Decision Support Services and IT G. Change in Designation and Promotion of Mr. Gerry L. Ilagan from Senior Vice President for Human Resources and Sales Management to Executive Vice President for Sales Management Operations</p>
October 19, 2018	<p>APPROVAL OF THE LISTING APPLICATIONS COVERING SHARE SWAP TRANSACTION, PLACING AND SUBSCRIPTION TRANSACTIONS AND STOCK DIVIDENDS</p> <p>The Chairman informed the Board that the Philippine Stocks Exchange has approved last August 10, 2016 the listing of a total of 7,414,683,628 common shares of the Company to cover the following transactions:</p> <p>a.) 4,011,671,023 CPG common shares covering its share swap transaction with Century Properties, Inc. b.) 1,333,333,000 CPG common shares covering its 2012 Placing and Sub-scription Transaction with CPI c.) 800,000,000 CPG common shares covering its 2013 Placing and Sub-scription Transaction with CPI d.) 1,269,679,605 CPG common shares covering its 20.661985% stock divi-dend declaration arising from its unlisted shares amounting to 69,145,004,023 paid as of November 11, 2014.</p> <p>As the company has fully complied with the conditions set forth by the Ex-change, the Company’s common shares are now 100% listed, effective today.</p>
November 8, 2016	<p>Results of the Regular Board Meeting held on November 8, 2016</p> <p>the following were unanimously approved:</p>

	<p>I. APPROVAL OF QUARTERLY REPORT</p> <p>The Chairman informed the Board that there is a need to approve the 3rd 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>“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 and the release of the same.”</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. OTHER BUSINESS</p> <p>The Chairman informed the Board that there is a need to accept and confirm the resignation of Mr. Tim Hallett as Chief Operating Officer for Hospitality.</p>
<p>March 29, 2017</p>	<p>Results of the Regular Board Meeting held on March 29, 2017, the following were unanimously approved:</p> <p>I. APPROVAL OF ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2016</p> <p>The Chairman informed the Board that there is a need to approve the Annual Financial Report of the Company for the year ended 31 December 2016. 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 for the year ended 31 December 2016 and the release of the same.”</p> <p>II. OTHER BUSINESS</p> <p>1. Key Business and Project Updates</p> <p>The Executive Committee presented the Company’s Key Business and Project Updates which the Board duly noted.</p> <p>2. Appointment of Senior Officer</p> <p>The Board approved the appointment of MR. RICKY M. CELIS as President for the Company’s Affordable Housing Business Segment.</p>

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 June 1, 2017.

(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.

