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S.E.C. Registration Number

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(FORMERLY EAST ASIA POWER RESOURCES CORPORATION)

(Company's Full Name)

**21st FLOOR, PACIFIC STAR BUILDING, SEN. GIL PUYAT CORNER MAKATI
AVE., MAKATI CITY**

(Business Address: No. Street City / Town / Province)

Neko Lyree U. Cruz

Contact Person

(632) 7938905

Company Telephone Number

SEC FORM - ACGR

1	2	3	1
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Month Day
Fiscal Year

FORM TYPE

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Month Day
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total Amount of Borrowings

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To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Date of Report (Date of earliest event reported): **June 30, 2013**
2. SEC Identification Number: **60566**
3. BIR Tax Identification No. : **004-504-281-000**
4. Exact name of issuer as specified in its charter:

CENTURY PROPERTIES GROUP INC.

5. Province, country or other jurisdiction of incorporation: **Metro Manila**
6. Industry Classification Code: (SEC Use Only)
7. Address of principal office/Postal Code: **21st Floor, Pacific Star Building, Sen. Gil Puyat Avenue
corner Makati Avenue, Makati City**
8. Issuer's telephone number, including area code: **(632) 793-8905**

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	Nine (9)
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Actual number of Directors for the year	Nine (9)
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type of Executive (ED), Non-Executive (NED) or Independent Director (ID)	If nominee, identify the Principal	Nominator in the last election (If it states the relationship with the nominator)	Date first elected	Date last elected (If ID, state the number of years served as ID)	Elected when (Annual/Special Meeting)	No. of years served as Director
Jose E.B. Antonio	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Atty. Monico V. Jacob	ID	CPI	Dindin Cruz – None	07/11/2011	06/27/2012, 2yrs	Annual	2
Washington Z. Sycip	ID	CPI	Dindin Cruz – None	07/11/2011	06/27/2012, 2yrs	Annual	2
John Victor R. Antonio	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Jose Marco R. Antonio	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Jose Roberto R. Antonio	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Jose Carlo R. Antonio	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Rafael G. Yaptinchay	ED	CPI	Dindin Cruz – None	07/11/2011	06/27/2012	Annual	2
Ricardo P. Cuerva	NED	CPI	Dindin Cruz - None	07/11/2011	06/27/2012	Annual	2

(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The Board of Directors of CPGI believes that corporate governance is a necessary component of what constitutes sound strategic business management. CPGI undertakes every effort necessary to create awareness and promote best governance standards. The company has only one class of shares and each share carries one vote. The compliance officer handles the disclosure duties to ensure adherence to mandated regulatory compliances, corporate principles and best practices. The corporate powers, business and property of the corporation are exercised and controlled by the Board of Directors.

(c) How often does the Board review and approve the vision and mission?

The Board gives the essential chart of the vision and mission of the company in line with the corporate objectives of Management. However, the Vision and Mission statements of the company are not specifically discussed in the Board meetings unless necessary to amend or improve its statement. To date, the Board has not amended nor changed its company statement on its vision and mission.

¹ Reckoned from the election immediately following January 2, 2012.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Jose E.B. Antonio	Century Properties Inc. (CPI, Parent Company)	No type of directorship indicated (NA), Chairman
	Century City Development Corporation (CCDC)	NA, Chairman
	Century City Corporation (CCC)	NA, Chairman
	Century Limitless Corporation (CLC)	NA, Chairman
	Century Properties Management Inc. (CPMI)	NA, Chairman
John Victor R. Antonio	CPI	NA
	CCDC	NA
	CCC	NA
	CLC	NA
	CPMI	NA
Jose Marco R. Antonio	CPI	NA
	CCDC	NA
	CCC	NA
	CLC	NA
	CPMI	NA
Jose Roberto R. Antonio	CPI	NA
	CCC	NA
	CLC	NA
Jose Carlo R. Antonio	CPI	NA
	CLC	NA
	CPMI	NA
Rafael G. Yaptinchay	CPI	NA
	Triventures Construction Management Inc.	NA, Chairman
Ricardo P. Cuerva	CPI Pinehill Construction Corporation	NA, Chairman

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman
Rafael G. Yaptinchay	Marc Ventures Inc.	Independent
Atty. Monico V. Jacob	STI Education Systems Holdings Inc.	Independent
Washington Sycip	Belle Corporation First Phil. Holdings Corp. Lopez Holdings Corp Metro Pacific Investment Corp Philippine National Bank PHINMA Group	Independent Independent Independent Independent NED Independent

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Relationship	Shareholder
Jose E.B. Antonio	CPI	Majority Shareholder
John Victor R. Antonio	CPI	Shareholder, son of Jose E.B. Antonio
Jose Marco R. Antonio	CPI	Shareholder, son of Jose E.B. Antonio
Jose Roberto R. Antonio	CPI	Shareholder, son of Jose E.B. Antonio
Jose Carlo R. Antonio	CPI	Shareholder, son of Jose E.B. Antonio

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

Director/CEO	Limit	Maximum number of companies
Executive Director	No limits placed	N.A.
Non-Executive Director	No limits placed	N.A.
CEO	No limits placed	N.A.

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares through (Name of record owner)	% of Capital stock
Jose E.B. Antonio	1 nominal	2,102,738,635/CPI	21.70
Jose Victor R. Antonio	1 nominal	525,361,160/CPI	5.42
Jose Marco R. Antonio	1 nominal	525,361,160/CPI	5.42
Jose Roberto R. Antonio	1 nominal	525,361,160/CPI	5.42
Jose Carlo R. Antonio	1 nominal	525,361,160/CPI	5.42
Rafael G. Yaptinchay	1 nominal	121,635,343/CPI	1.26
Ricardo P. Cuerva	1 nominal	1,092,130,097/CPI	11.27
TOTAL	7	5,417,948,715	55.91

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes No

Identify the Chair and CEO:

Chairman of the Board	Jose E.B. Antonio
CEO/President	Jose E.B. Antonio

The Chairman and CEO of the Company is held by one individual. Mr. Jose E.B. Antonio is the current Chairman of the Board and Chief Executive Officer of the Company who has the moral integrity and excellent business acumen to effectively manage the Company in its corporate goals and objectives. The Board having a mix of non-executive and independent directors are separate from Management and gives the assurance of a balanced view and perspective with regards to matters pertaining to board decisions.

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	Foster long term growth	Manages company operations
Accountabilities	Policies formulation and expressed fiduciary duties towards shareholders	Initiate and develop corporate objectives and implement policies
Deliverables	Comply with principles of good governance	Meet revenue and growth targets

3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?

The board looks for suitable candidates within the organization and provides training and opportunities for growth and development to identified potential candidates who could fill positions once vacant

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

The company strives to promote diversity within the Board. Positions which are not taken up by the major shareholders are filled by members who have relevant experience and can bring ideas and opinions that is both beneficial for the Company and its shareholders.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

The company's independent directors are well versed in corporate matters, experts in the field of financial, law and industry matters. Other non executive directors are experts in their own sector or industry.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	Represents Management	Represents major shareholders' interests	Provides neutral observations
Accountabilities	Management of business affairs	Ensures sustainable growth	Setting high standards for best practice
Deliverables	Meet corporate objectives	Monitors company progress	Safeguard interest of all shareholders

Provide the company's definition of "independence" and describe the company's compliance to the definition.

An independent director shall mean a person other than an officer or employee of the corporation, its parent or its subsidiaries, or any other individual having a relationship with the corporation as would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

In compliance with the SEC Memorandum circular no 9 series of 2011, an independent director has a term limit of five years. After the 5 year term limit, a two year (2) grace period is implemented with no term limits.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
NA	NA	NA	NA

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	Nominated/Elected	Ex-officio – CEO
(ii) Non-Executive Directors	Nominated/Elected	Major Shareholders
(iii) Independent Directors	Nominated/Elected	Expertise in industry; Experience and knowledge
b. Re-appointment		
(i) Executive Directors	Election at Annual Stockholders Meeting	One vote for one share
(ii) Non-Executive Directors	Election at Annual Stockholders Meeting	One vote for one share
(iii) Independent Directors	Election at Annual Stockholders Meeting	One vote for one share
c. Permanent Disqualification – No Directors Permanently Disqualified		
(i) Executive Directors	NA	NA
(ii) Non-Executive Directors	NA	NA
(iii) Independent Directors	NA	NA
d. Temporary Disqualification – No Directors Temporarily Disqualified		
(i) Executive Directors	NA	NA
(ii) Non-Executive Directors	NA	NA
(iii) Independent Directors	NA	NA
e. Removal – No Directors removed from office		
(i) Executive Directors	NA	NA
(ii) Non-Executive Directors	NA	NA
(iii) Independent Directors	NA	NA
f. Reinstatement – No Directors removed from or re-instated into office		
(i) Executive Directors	NA	NA
(ii) Non-Executive Directors	NA	NA
(iii) Independent Directors	NA	NA
g. Suspension – No Directors suspended		
(i) Executive Directors	NA	NA
(ii) Non-Executive Directors	NA	NA
(iii) Independent Directors	NA	NA

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Jose E.B. Antonio	8,007,724,000 shares or 89.97%
Atty. Monico V. Jacob	8,007,724,000 shares or 89.97%
Washington Z. Sycip	8,007,724,000 shares or 89.97%
John Victor R. Antonio	8,007,724,000 shares or 89.97%
Jose Marco R. Antonio	8,007,724,000 shares or 89.97%
Jose Roberto R. Antonio	8,007,724,000 shares or 89.97%
Jose Carlo R. Antonio	8,007,724,000 shares or 89.97%
Rafael G. Yaptinchay	8,007,724,000 shares or 89.97%
Ricardo P. Cuerva	8,007,724,000 shares or 89.97%

6) Orientation and Education Program

(a) Disclose details of the company's orientation program for new directors, if any.

No formal orientation program. The Board of Directors shall take note on the need to implement a policy program for new directors. The current board members are all on their 2nd year in office since CPGI has changed its Management from East Asia Power Resources last 2011.

(b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

1. Corporate Governance Orientation Course for Directors and Officers – August 2011, conducted by Sycip Gorres and Velayo
2. ISO Training Seminar for Systems and Data – May 2012, Neville Clark Inc.
3. Strategic Planning Seminar – July 2012, In-house, Corporate Planning Group
4. Risk Management Seminar – October 2012, Ateneo Graduate School of Business

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
NA	NA	NA	NA
NA	NA	NA	NA

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

B. CODE OF BUSINESS CONDUCT & ETHICS

1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	Does not vote on activities in which there is a conflict of interest	Are not allowed to be involved in the decision making process if conflict of interest is present	Are not allowed to be involved in the decision making process if conflict of interest is present
(b) Conduct of Business and Fair Dealings	Should follow best practices and company policies	Should follow best practices and company policies	Should follow best practices and company policies
(c) Receipt of gifts from third parties	No formal policy	No formal policy	No formal policy
(d) Compliance with Laws & Regulations	Monitored by the compliance officer and other officers	Monitored by the compliance officer and other officers	Monitored by the compliance officer and other officers
(e) Respect for Trade Secrets/Use of Non-public Information	Policy on non-disclosure in place. Discouraged from using such information	Policy on non-disclosure in place. Discouraged from using such information	Policy on non-disclosure in place. Discouraged from using such information
(f) Use of Company Funds, Assets and Information	Regulated through Manual on Corporate Governance	Regulated through Manual on Corporate Governance	Regulated through Manual on Corporate Governance
(g) Employment & Labor Laws & Policies	Meet at least the minimum criteria set by the labor authorities	Meet at least the minimum criteria set by the labor authorities	Meet at least the minimum criteria set by the labor authorities
(h) Disciplinary action	Based on Manual of Corporate Governance	Based on Manual of Corporate Governance and Company policy	Based on Manual of Corporate Governance and Company policy
(i) Whistle Blower	No formal company policy	No formal company policy	No formal company policy
(j) Conflict Resolution	No formal company policy	No formal company policy	No formal company policy

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

The rules and procedures have been disseminated to management and employees

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

An infringement of the rules and policies are reported to senior management and suitable action is taken within the bounds of law and accordingly with the process of company policies on business ethics. For senior management and directors, the process for infraction and penalties are stated in the manual for corporate governance and accordingly implemented by the SEC.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording

of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	All related party transactions have to be on an arms-length basis if the company gets the most competitive product from a related party. Contracts are reviewed by senior management, approved by the majority of the board, monitored and recorded accordingly by the Compliance officer such contracts are deemed material for disclosure and affects directly the shareholders of the company and other officers in charge for other contracts as the case may be.
(2) Joint Ventures	All related party transactions have to be on an arms-length basis if the company gets the most competitive product from a related party. Contracts are reviewed by senior management, approved by the majority of the board, monitored and recorded accordingly by the Compliance officer such contracts are deemed material for disclosure and affects directly the shareholders of the company and other officers in charge for other contracts as the case may be.
(3) Subsidiaries	All related party transactions have to be on an arms-length basis if the company gets the most competitive product from a related party. Contracts are reviewed by senior management, approved by the majority of the board, monitored and recorded accordingly by the Compliance officer such contracts are deemed material for disclosure and affects directly the shareholders of the company and other officers in charge for other contracts as the case may be.
(4) Entities Under Common Control	All related party transactions have to be on an arms-length basis if the company gets the most competitive product from a related party. Contracts are reviewed by senior management, approved by the majority of the board, monitored and recorded accordingly by the Compliance officer such contracts are deemed material for disclosure and affects directly the shareholders of the company and other officers in charge for other contracts as the case may be.
(5) Substantial Stockholders	All related party transactions have to be on an arms-length basis if the company gets the most competitive product from a related party. Contracts are reviewed by senior management, approved by the majority of the board, monitored and recorded accordingly by the Compliance officer such contracts are deemed material for disclosure and affects directly the shareholders of the company
(6) Officers including spouse/children/siblings/parents	No such related party transaction
(7) Directors including spouse/children/siblings/parents	No such related party transaction
(8) Interlocking director relationship of Board of Directors	The board member has to have knowledge of industry if he/she serves on the board of subsidiary etc.

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s Jose E.B. Antonio John Victor R. Antonio Jose Marco R. Antonio Jose Roberto R. Antonio Jose Carlo R. Antonio Ricardo P Cuerva	No actual conflict of interest involved. Jose E.B. Antonio is the father of siblings Messrs. John Victor R. Antonio, Jose Marco R. Antonio, Jose Carlo R. Antonio and Jose Roberto R. Antonio. Through CPI, of which all are shareholders, they own the majority shares of CPGI. Mr. Cuerva is one of the shareholders of CPI. No actual nor probable conflict of interest as of to date
Name of Officer/s	N.A.
Name of Significant Shareholders PCD Nominee Corporation Foreign and Filipino	PCD Nominee corporation owns beneficial shares of more than 5%. No actual nor probable conflict of interest is involved since these shares are publicly held and traded.

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	No formal mechanism in place currently
Group	No formal mechanism in place currently

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Jose E.B. Antonio John Victor R. Antonio Jose Marco R. Antonio Jose Roberto R. Antonio Jose Carlo R. Antonio	Family	Jose E.B. Antonio is the father of siblings Messrs. John Victor R. Antonio, Jose Marco R. Antonio, Jose Carlo R. Antonio and Jose Roberto R. Antonio. Through CPI, of which all are shareholders, they own the

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

		majority shares of CPGI.
Ricardo P. Cuerva	Shareholder of Parent Company of CPGI and indirect beneficial owner of shares of CPGI. Business partner of the subsidiaries for construction under Century Properties Construction Group	Mr. Cuerva is one of the business partners of the CPGI subsidiaries for construction under Century Properties Construction Group

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
Ricardo P. Cuerva	Indirect shareholder of the parent company CPI and CPGI	Mr. Cuerva is the Chairman of Pinehill Corporation, which owns 11% of CPI and indirectly the beneficial owner of CPGI. He also manages the construction of projects of the subsidiaries

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

No such shareholders agreements in place that may impact control, ownership and strategic direction of the company

Name of Shareholders	% of Capital Stock Owned (Parent)	Brief Description of the Transaction
NA	NA	NA

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

The company has not had disputes in the last 3 years with the stockholders, regulatory authorities and third parties. Though there is no formal alternative dispute resolution in place, the company will seek advise from independent parties to resolve the matter.

The company further undertakes that it shall formulate a system for alternative dispute resolutions in the next committee board meeting to be incorporated in the manual of good governance.

	Alternative Dispute Resolution System
Corporation & Stockholders	None in place
Corporation & Third Parties	None in place
Corporation & Regulatory Authorities	None in place

C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Board meetings are held as needed, but at least once in every quarter. The company generally decides on these meetings a few weeks in advance of the date these take place rather than pre-scheduling before or at the beginning of the year.

- 2) Attendance of Directors – All directors were re-elected in June 2012.

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Jose Eduardo B. Antonio	June 2012	6	6	100%
Member	John Víctor R. Antonio	June 2012	6	5	83.33%
Member	Jose Marco R. Antonio	June 2012	6	6	100%
Member	Jose Carlo R. Antonio	June 2012	6	6	100%
Member	Jose Roberto R. Antonio	June 2012	6	6	100%
Member	Ricardo P. Cuerva	June 2012	6	5	83.33%
Member	Rafael G. Yaptinchay	June 2012	6	6	100%
Independent	Washington Z. Sycip	June 2012	6	4	66.66%
Independent	Atty. Monico V. Jacob	June 2012	6	6	100%

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

No. Non-executive directors do not have separate meeting during the year.

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

Under the Corporations Bylaws, a majority of the number of directors constitutes a quorum for the transaction of corporate business and every decision of at least majority of the directors present in the meeting at which there is a quorum is valid as a corporate act except for the election of officers and other corporate acts expressly stated in the SEC and PSE requiring the vote of the majority of all members of the Board.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Generally, all board papers are sent at least one week prior to the meeting

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes. All board members have independent access through landline, mobile, email, fax and other means of communication.

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

Under the companys manual of corporate governance, the Corporate Secretary must be a licensed lawyer and the role of the corporate secretary is expressly stated in the manual. He is basically the individual who keeps the

⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

official records of the company, particularly the minutes and transactions of the meetings held by the Board and shareholders. Apart from the principal function, and as required by the Company's Bylaws, he is the custodian of record books showing details required by law with respect to stockholdings of the corporation, attends to the giving and serving of notices of the corporation; certifies to corporate acts and countersigns corporate documents or certificates; and makes reports or statements as may be required by law or rules.

Such role includes assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc.

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

The corporate secretary is a licensed in law practice; an attorney with expertise in legal and corporate law.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes No

Committee	Details of the procedures
Executive	Copies of presentations provided for by Management
Audit	Copies of presentations provided for by Management
Nomination	Copies of presentations provided for by Management
Remuneration and Compensation	Copies of presentations provided for by Management
Others (specify) Risk Management Committee	Copies of presentations provided for by Management

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
No formal procedure but members can ask for expert external advise	External advise not requested in the past

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
N.A.	No changes made	N.A.