

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c)(iii) THEREUNDER**

1. Date of Report (Date of earliest event reported): **June 22, 2015**
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**
9. Former name or former address, if changed since last report:
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt
Outstanding

Common Shares

11,599,600,690 Common Shares
And 100,123,000 Treasury Shares

11. Indicate the item numbers reported herein: **Item 9**
-

Item 9. Other Events / Material Information

In compliance to the rules and regulations for publicly listed corporations, Century Properties Group Inc. (CPGI or the "Company") would like to inform the Securities and Exchange Commission and the Philippine Stock Exchange that at the Annual Stockholders' Meeting held today, June 22, 2015, the following events transpired and the following resolutions were unanimously approved:

PRESENT:

| | Number of Shares | Percentage |
|--|---------------------------------|------------|
| Total Shares Present (in person or by Proxy) | 8,901,169,462 | 76.74% |
| Total Outstanding Shares (Treasury shares) | 11,599,600,690 (100,123,000) | |

- As of Record Date: May 22, 2015

I. CALL TO ORDER

The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary, Atty. Mary Jude Cantorias, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

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 May 22, 2015, 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 8,901,169,462 shares of the Corporation, constituting approximately 76.74% of the Corporation's total outstanding capital stock.

III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON July 23, 2014

Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on 23 July 2014 was dispensed with and the said minutes were approved as presented.

IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2014

The Chairman presented his report to the stockholders of the Corporation for the year 2014, while the CFO presented the results of operations, management report inclusive of the presentation of the 2014 Audited Financial Statements.

After discussions between the stockholders present and the panel of directors and officers of the Corporation, the board duly noted clarifications and questions raised by each stockholder. Then upon motion duly made and seconded, the report of the Chairman was noted and the Audited Financial Statements of the Corporation for fiscal year 2014 was approved.

V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF

The Chairman notified the stockholders of the need to ratify specific acts and proceedings of the Board of Directors and its Corporate Officers for the past year relative to the operations of the Corporation. Upon motion duly made and seconded, all acts of the Corporation unanimously ratified by the stockholder.

| | |
|-----------------------|---|
| <p>March 26, 2014</p> | <p>Disclosure that the Company received a Notice of Termination of the Investment Agreement from Mr. Jose Lis Leagogo of Eagle I Landholdings, Inc., Eagle II Holdco, Inc. and Brontia Limited dated 21 March 2014 and the Special Board of Directors Meeting of the Company, wherein the board of directors, by majority vote, passed the following resolutions, in order to protect its rights and interests:</p> <ol style="list-style-type: none"> 1. Appointment of Atty. Isabelita Sales, as the Company's duly authorized representative to execute and sign any and all documents, forms and instruments in relation to any action/s on behalf of the Company, in order to protect and enforce its legal rights and interests in the Investment Agreement, Memorandum of Agreement and Subscription Agreement all dated 31 October 2013 (the "Agreements"), before any court, tribunal, or agency within or outside the Philippines, including special powers of attorney for the appointment of such lawyers of law firms to represent the Company in any such action/s as aforementioned; and 2. Appointment of Puno & Puno Law Offices (PPLO) and/or any of its lawyers, to be the Company's true and lawful attorney-in-fact to appear and represent on its behalf, as its counsel in any matter referred to PPLO for purposes of pursuing any such action/s before any court, tribunal, or agency within or outside the Philippines it may deem necessary, appropriate and convenient in order to protect and enforce its legal rights and interests in the Agreements. |
| <p>April 04, 2014</p> | <p>Disclosure on the special meeting of the Board of Directors held on April 04, 2014, the Board of Directors of Century Properties Group Inc. approving the following resolutions:</p> <ol style="list-style-type: none"> 1. Approval of the Corporation's Audited Financial Statements for the year 2013 as endorsed by the Audit Committee on a meeting held April 03, 2014 2. Approval of the Board for the allocation of ten (10%) cash dividends from the Company's unrestricted retained earnings and the authority of Mr. Rafael G. Yaptinchay, Treasurer to declare and set record and payment date 3. The resolution approving the Amendment of the Company's Articles of Incorporation to include the Authority of the Company to secure and guarantee loans 4. Scheduling of the Corporation's Annual Stockholders Meeting on 25 June 2014 at 09:30 with May 30, 2014 as the record date for purposes of the meeting; 5. Approval of the AGENDA for the forthcoming Annual Stockholders Meeting as follows: <ol style="list-style-type: none"> a. Call to Order b. Certification of notice and the existence of quorum c. Approval of the minutes of the 2012 Special Stockholders' Meeting held on July 01, 2013 d. Annual Report of the President e. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers f. Election of Members of the Board of Directors g. Appointment of External Auditors h. Approval of the Proposed Amendment of the Articles of Incorporation i. Other Matters j. Adjournment 6. Ratification and Approval by the Board of Directors for the Incorporation of Century Properties Hotel and Leisure, Inc, a wholly-owned subsidiary of CPGI. |

| | |
|----------------|---|
| April 30, 2014 | <p>Disclosure of the Company that on even date, Mr. Rafael G. Yaptinchay, Treasurer and the duly designated authorized representative of the Company determined CPGI's dividend declaration to all stockholders on record date May 15, 2014.</p> <p>As designated by the Board and with reference to the disclosure made by CPGI on April 04, 2014, the Company is executing its declaration of cash dividends amounting to Pesos: One Hundred Eighty Four Million Four Hundred Seventy One Thousand Five Hundred Seventy Six (Php184,471,576) with the following details:</p> <p style="text-align: right;">Cash Dividends: 0.019046 Ex-date: May 12, 2014 Record Date: May 15, 2014 Payment Date: June 05, 2014</p> |
| May 30, 2014 | <p>The Board of Directors of Century Properties Group Inc. (CPGI) held a Special Meeting on May 30, 2014 and approved the following resolution:</p> <ol style="list-style-type: none"> 1. Resolution for the postponement and resetting of the 2014 Annual Stockholders' Meeting of CPGI to 23 JULY 2014. Details as follows: Date of ASM : JULY 23, 2014 Time : 09:30AM Place : EVENTS CENTER, Century City Mall, Kalayaan Avenue, Makati City Record Date : July 09, 2014 2. Resolution on the amendment of the supplemental annex on retained earnings for dividend distribution of CPGI's Separate Audited Financial Statements for 2013. |
| June 13, 2014 | <p>Disclosure that on June 13, 2014, Century City Development Corporation ("Century"), a wholly-owned subsidiary of Century Properties Group, Inc., signed a \$30 million Secured Facility Agreement with Golden First Century Pte Ltd., a company affiliated with Phoenix Property Investors ("Phoenix").</p> |
| June 19, 2014 | <p>The Board of Directors of Century Properties Group Inc. (CPGI) held a Special meeting approving the following resolutions:</p> <ol style="list-style-type: none"> 1. Resolution on the board approval for the Audited Interim Consolidated Financial Statements of CPGI for interim period ending March 31, 2014; 2. Resolution on the confirmation of the appointment of Mr. Patrick Paul M. Carague as the Company's Risk Management and Decision Support Service Head; 3. Resolution on the board approval for CPGI's application of public offering of unsecured fixed-rate peso denominated retail bonds on the aggregate amount of up to Php2,000,000,000.00 with option for oversubscription of Php1,000,000,000.00; 4. Resolution authorizing the Company to apply for (i) the registration and licensing of the Bonds with the Philippine Securities and Exchange Commission ("SEC") and (ii) the listing of the Bonds with the Philippine Dealing and Exchange Corporation ("PDEX"); and 5. Resolution further authorizing the Company to engage the services of advisors, legal counsel, trustee, paying agent, receiving agent/bank, underwriters, issue manager and other agents as may be necessary, proper, or desirable to effect and implement the offer for sale of the Bonds, the registration and licensing of its shares with the SEC and the listing of its shares with the PDEX. |
| June 23, 2014 | <p>At a special meeting of the Board of Directors held on June 23, 2014, the Board of Directors of Century Properties Group Inc. approved the following resolutions:</p> <ol style="list-style-type: none"> 1. Board approval on the endorsement of the Audit Committee for the appointment of SGV as external auditors of CPGI for the fiscal year 2014 -2015 to be ratified on the next Annual Stockholders Meeting of the Corporation; 2. Board approval on the resolutions as stated below to amend the Articles of Incorporation and Increase in Capital Stock by way of Stock Dividends; Setting of record date for stockholders entitled to stock dividends for further approval and ratification of the stockholders in the next Annual Stockholders Meeting. <p>"RESOLVED, that the Board of Directors of Century Properties Group Inc. be authorized, as it is hereby authorized to declare a stock dividend program for all stockholders as of record date to be set by the Securities and Exchange Commission"</p> <p>RESOLVED, to approve the increase in the authorized capital stock of Century Properties Group Inc. (the "Corporation") from Five Billion Three Hundred Million Pesos (Php5,300,000,000.00), divided into 10,000,000,000 common shares, par value of Php0.53 Peso per share, to Nine Billion Five Hundred Forty Million Pesos (Php9,540,000,000.00) divided into Eighteen Billion 18,000,000,000 common shares with par value of Php0.53 per share, and for this purpose, to amend Article Seventh of the Amended Articles of Incorporation of the Corporation to read as follows:</p> <p>"SIXTH": That the authorized capital stock of said Corporation is Nine Billion Five Hundred Forty Million (Php9,540,000,000) Pesos, divided into Eighteen Billion (18,000,000,000) common shares, with par value of Php0.53 each.</p> <p>RESOLVED FURTHER, to approve, ratify and confirm, subject to the consents and approvals, the increase in the authorized</p> |

| | |
|---------------|--|
| | <p>capital stock of the Corporation at a price of Php0.53 per share or at an aggregate price equivalent to Four Billion Two Hundred Forty Million Pesos (Php4,240,000,000.00) and the corresponding payment thereof by way of the declaration of Stock Dividends equivalent to Two Billion (2,000,000,000) common shares amounting to One Billion Sixty Million Pesos (Php1,060,000,000.00) 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 Ten Billion common shares to Eighteen Billion common shares with par value of Php0.53 per share; to be issued as stock dividends to all shareholders as of record date.</p> <p>3. Board approval on the resolution for the implementation of the stock dividend declaration , for further approval and ratification of the stockholders of the Corporation in the next Annual Stockholders Meeting;</p> <p>“RESOLVED, that the Board of Directors of Century Properties Group Inc. be authorized, as it is hereby authorized to declare a stock dividend program for all stockholders as of record date ”</p> <p>“RESOLVED FURTHER that the Corporations stock dividend program declare a total of Two Billion common shares of the Corporation for its registered shareholders at a price of Php0.53 per share or at an aggregate price equivalent to One Billion Sixty Million Pesos (Php1,060,000,000.00) and the corresponding payment thereof by way of Increase in Capital Stock 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 Ten Billion shares to Eighteen Billion shares at Php0.53 par value; subject to the existence of sufficient unrestricted retained earnings of the Corporation and, for this purpose, the Corporation's Chief Financial Officer, Mr. Jose Carlo R. Antonio or any of the corporation's designated officers is hereby authorized to sign, execute any documents or instruments which may be necessary or proper to implement the declaration of stock dividends under such other terms and conditions as provided by law”</p> <p>“RESOLVED FINALLY, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”</p> <p>4. Board approval on the setting of the distribution date of the stock dividends to all stockholders as of record date.</p> <p>“RESOLVED, that the Board of Directors of Century Properties Group Inc. be authorized, as it is hereby authorized to declare a stock dividend distribution program for all stockholders entitled to stock dividends”</p> <p>“RESOLVED FURTHER, That the Corporation be, as it is hereby authorized to allocate Two Billion (2,000,000,000) common shares of stock from the increase in capital stock, amounting to One Billion Sixty Million Pesos (Php1,060,000,000.00) for the purpose of distribution of stock dividends to its stockholders of record date to be determined and set by the Securities and Exchange Commission (the “Commission”) in proportion to their respective stockholdings.”</p> <p>“RESOLVED FINALLY, That for the purpose of carrying out the foregoing resolution, the President, Treasurer or any officers designated by the Corporation be, as he is hereby authorized and empowered to distribute the abovementioned dividends to stockholders entitled to such dividends not more than 18 trading days from the setting of the record date by the Commission.”</p> <p>5. Board approval on the listing of shares with the Philippine Stock Exchange issued pursuant to the Increase in Capital Stock by way of stock dividends and distribution of stock dividends;</p> <p>6. Board Approval of the amendments to the Executive Stock Grant Plan (ESGP) of the Corporation.</p> <p>7. Board approval on appointment of Divina Law as legal counsel for the listing application of the CPGI's stock dividends to the Philippine Stock Exchange;</p> <p>8. Board approval on the appointment of Atty. Isabelita Ching-Sales as the Chief Information Officer of CPGI.</p> <p>9. Board approval on the revised AGENDA for the forthcoming Annual Stockholders Meeting on July 23, 2014 as follows:</p> |
| July 28, 2014 | <p>Disclosure of the Company that it was notified by its legal counsel on closing of business hours of July 28, 2014 of a Court Order dated July 25, 2014, which granted Century Properties Group, Inc.'s (“CPGI”) application for preliminary prohibitory injunction against the Okada group in Civil Case No. 14-359, filed with the RTC Branch 66, Makati City entitled, “Century Properties Group, Inc. vs. Eagle I Landholdings, Inc., et al.” This is in response to the Motion for Reconsideration filed by CPGI questioning the earlier ruling of the Court denying the injunctive relief prayed for by CPGI.”</p> <p>In its July 25, 2014 ruling, the Court ordered the issuance of injunction prohibiting the Okada group:</p> <p>(1) from giving effect to the termination of their Agreements with CPGI and from committing any acts that will render the Agreements or any portion thereof unenforceable or ineffective or render any part of the dispute moot and academic;</p> <p>(2) from dealing with any party with respect to any sale, disposition or original issuance of any class of the shares of stock of Eagle I and refrain from any sale, disposition or original issuance of any class of the shares of stock of Eagle I; and</p> <p>(3) from dealing with any other party for the development of the commercial/residential land and the commercial/residential project itself as contained in said agreements.”</p> |

| | |
|--------------------|--|
| September 02, 2014 | <p>Disclosure on CPGI's SEC Bond Registration, Offering and listing with the Philippine Dealing and Exchange Corporation ("PDex"), Century Properties Group Inc. (CPGI or the "Company") that on 02 September 2014, after the termination of the offer period, the following are the Bonds issued and listed under the PDex;</p> <ul style="list-style-type: none"> • 3-Year Bonds: 1,187,360,000 with interest at 6.0000% p.a. and Maturity on 02 Sept. 2017 • 5-Year Bonds: 1,393,530,000 with interest at 6.6878% p.a. and Maturity on 02 Mar 2020 • 7-Year Bonds: 119,110,000 with interest at 6.9758% p.a. and Maturity on 02 Sep. 2021 <p>Total: 2,700,000,000</p> |
| October 02, 2014 | <p>The Company held its Special Board of Directors Meeting accepting the resignation of Atty. Irene O. David as Corporate Secretary and approving the appointment of Atty. Mary Jude V. Cantorias as CPGI's new Corporate Secretary to serve as such until the expiration of the terms of her predecessor.</p> <p>Atty. Mary Jude V. Cantorias, 37 years of age, Filipino, is one of the Partners of Divina Law Offices. Ms. Cantorias was a Rankin M. Gibson LL.M. scholar and obtained her Master of Laws in Dispute Resolution at the University of Missouri School of Law (MU-Columbia, USA). She obtained her law degree at the Arellano University School of Law with a Bachelor's degree in Child Development Education from the University of the Philippines. Ms. Cantorias has an extensive work experience in the field of arbitration, dispute resolution and corporate legal affairs.</p> |
| October 29, 2014 | <p>Clarification on Press Release circulated last October 28, 2014 clarifying in detail that CPGI purchased from La Costa Development Corporation Inc. ("La Costa" a total of 242,500 shares. Such was done via the acquisition of a 50% stake equity in One PacStar Realty Corporation and Two Pacstar Realty Corporation, both of which are currently fully owned by La Costa.</p> <p>La Costa Development Corporation is the owner of the Pacific Star Building (PSB) Low Rise Building.</p> |
| November 06, 2014 | <p>At a special meeting of the Board of Directors held on November 06, 2014, the Board of Directors of Century Properties Group Inc. approved the following resolutions:</p> <ol style="list-style-type: none"> 1. RESOLUTION ON THE APPOINTMENT OF PCIB- SECURITIES INC. AS THE CORPORATION'S AUTHORIZED BROKER FOR STOCK DIVIDENDS DISTRIBUTION 2. RESOLUTION ON THE TREATMENT FOR FRACTIONAL SHARES OF CPGI'S STOCK DIVIDENDS 3. RESOLUTION ON THE USE OF RUBBER STAMP SIGNATURES FOR THE DISTRIBUTION OF STOCK DIVIDEND. |
| December 17, 2014 | <p>At a special meeting of the Board of Directors held on December 17, 2014, the Board of Directors of Century Properties Group Inc. approved the Resolutions for the Amendment of the Articles of Incorporation and By-Laws to change principal office address.</p> |

VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

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:

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

The appointment of **Mr. Carlos C. Ejercito as an Independent Director shall take effect upon SEC's approval of the amendment of the Articles of Incorporation to increase the number of Directors from nine (9) to ten (10).*

VII. APPOINTMENT OF EXTERNAL AUDITORS

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:

“RESOLVED, that the Corporation appoints SGV and Company as its external auditor for the ensuing year and to serve as such until its successor shall have been appointed and qualified.”

VIII. AMENDMENT OF CHARTER, BYLAWS

The Chairman discussed to the stockholders that the ratification for approval of shareholders is being secured to:

- A. Amend Third Article under the Amended Articles of Incorporation and the Article I Section I of the By-Laws of Century Properties Group Inc. to read as follows:

Articles of Incorporation

(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

BY-LAWS

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate.

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its 17 December 2014 Special Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

“RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of the Third Article under the Amended Articles of Incorporation and the Article I

Section I of the By-Laws of Century Properties Group Inc. to read as follows:

(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate.

"RESOLVED FURTHERMORE, That the Chairman, the President, the Treasurer, the Corporate Secretary and any other officer of the corporation designated by the President, are hereby directed and authorized to file the necessary application for the amendment to the Articles of Incorporation and By-Laws, execute and deliver such certificates and other documents relative thereto, and to do all other acts and things necessary, proper or convenient to give effect to the foregoing authorizations."

B. Ratify the acts and resolutions approved during the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) held on December 18, 2014 at the principal office of the Corporation by a majority vote and the majority stockholders of the corporation's outstanding capital stock, as follows:

1. Consent and approval for the amendment of the Articles of Incorporation of Century Properties Group Inc. amending Article Three to state the specific corporate address of the corporation as follows:

THIRD: That the place where the principal office of the corporation, is to be located shall be in 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

2. Consent and approval of the resolutions for the amendment of Article I of the By-Laws of Century Properties Group Inc. to state the specific corporate address of the corporation:

"RESOLVED, to approve the amendment of Article I of the By-Laws of Century Properties Group Inc. (the "Corporation"), so as to read as follows:

Article I
Office

The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City. The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate.

“RESOLVED FURTHER, to approve the amendment of the first page of the By-laws of the Corporation to reflect the change of address to its present location at the 21st Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City.

“RESOLVED FINALLY, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”

Upon motions duly seconded, the aforesaid resolutions as resolved by CPI and the Company’s Board of Directors during its 18 December 2014 at the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation.

- C. Amend the Fifth Article to increase the number of directors of the corporation from nine (9) to ten (10), to read as follows:

FIFTH: That the number of the directors of said corporation shall be ten (10) **(As amended by the Board of Directors on May 19, 2015 and subject to the approval by the Majority Stockholders of CPGI on June 22, 2015)**

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its 19 May 2015 Special Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

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

