



September 13, 2019

Dear Shareholder,

Please be advised that the Board of Directors of Century Properties Group Inc. ("Corporation") adopted resolution dated August 30, 2019, in order to Amend the Stockholders' Resolution dated June 29, 2017, specifically: (a) Change in the par value of the proposed reclassified 3,000,000,000 Preferred Shares from Php1.00 to Php0.53 per share and (b) No Increase in the Authorized Capital Stock of the Corporation, together with the consequent amendment of Article Six of the Amended Articles of Incorporation of the Corporation, 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 **NINE BILLION FIVE HUNDRED FORTY MILLION PESOS (P9,540,000,000.00)**, 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 0.53 per share, with the following rights and privileges *(As amended by the Board of Directors on August 30, 2019 and the written assent of 2/3 of the Stockholders of the Company on September 23, 2019)*

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 therefor 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.

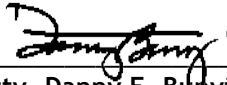
## Other Features

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.

Pursuant to Section 15 of the Revised Corporation Code, all amendments to the Articles of Incorporation of a corporation require the conformity of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock. Accordingly, you are hereby requested to confirm your approval of the foregoing proposed amendment to the Amended Articles of Incorporation of the Corporation.

Please indicate your approval of the aforementioned amendment to the Amended Articles of Incorporation by accomplishing the Written Assent Form enclosed herewith. We would appreciate receiving the accomplished form by mail, facsimile or electronic mail not later than September 23, 2019.

Thank you for your support.



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Atty. Danny E. Bunyi  
Corporate Secretary  
8<sup>th</sup> Floor Pacific Star Bldg. Sen. Gil Puyat cor.  
Makati Ave. Makati City  
Tel: (632) 822-0808  
Email: [danny.bunyi@divinalaw.com](mailto:danny.bunyi@divinalaw.com)

**WRITTEN ASSENT FORM**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being a shareholder of record of **CENTURY PROPERTIES GROUP, INC.** ("Corporation"), hereby votes as follows:

IN FAVOR

AGAINST

the amendment of the Stockholders' Resolution dated June 29, 2017, specifically: (a) Change in the par value of the proposed reclassified 3,000,000,000 Preferred Shares from Php1.00 to Php0.53 per share and (b) No Increase in the Authorized Capital Stock of the Corporation, together with the consequent amendment of Article Six of the Amended Articles of Incorporation of the Corporation.

This Written Assent Form must be signed by the shareholder recorded in the books of the Corporation or by his authorized representative or proxy. When voting by proxy, the Written Assent Form must be submitted together with a proxy instrument duly executed by the shareholder of record in favor of the proxy.

\_\_\_\_\_  
Printed Name of Shareholder

\_\_\_\_\_  
Number of Stocks Held

\_\_\_\_\_  
Printed Name of Authorized Representative (if applicable)

\_\_\_\_\_  
Signature of Shareholder or Authorized Representative

Date: \_\_\_\_\_

Please execute, date and immediately return the enclosed signature page of this Written Assent Form by post or electronic mail to:

Atty. Danny E. Bunyi  
Office of the Corporate Secretary  
8<sup>th</sup> Floor Pacific Star Bldg. Sen. Gil Puyat cor.  
Makati Ave. Makati City  
Tel: (632) 822-0808  
Email: [danny.bunyi@divinalaw.com](mailto:danny.bunyi@divinalaw.com)

Or

Atty. Isabelita Ching-Sales  
Chief Information and Compliance Officer  
19<sup>th</sup> Floor Pacific Star Bldg. Gil Puyat cor.  
Makati Ave. Makati City  
Tel: (632) 7938905  
Email: [icsales@century-properties.com](mailto:icsales@century-properties.com)

If you have any questions regarding this Written Assent Form, please contact Atty. Danny E. Bunyi via email at [danny.bunyi@divinalaw.com](mailto:danny.bunyi@divinalaw.com) or Atty. Isabelita C. Sales via email at [icsales@century-properties.com](mailto:icsales@century-properties.com).

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. Province, country or other jurisdiction of incorporation or organization: PHILIPPINES
4. SEC Identification Number: 60566
5. BIR Tax Identification Code: 004-504-281
6. 21st Floor, Pacific Star Building, Senator Gil Puyat Corner Makati Avenue, Makati City  
Address of principal office Postal Code
7. Registrant's telephone number, including area code: (632) 7935500
8. Date, time and place of the meeting of security holders : N/A
9. Approximate date on which the Information Statement is first to be sent or given to security holders:  
SEPTEMBER 13, 2019
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<br>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 STATEMENT**

**SOLICITATION OF THE WRITTEN ASSENT OF THE SHAREHOLDERS**

In lieu of a meeting for the purpose of approving the Amendment of the Stockholders' Resolution dated June 29, 2017, specifically: (a) Change in the par value of the proposed reclassified 3,000,000,000 Preferred Shares from Php1.00 to Php0.53 per share and (b) No Increase in the Authorized Capital Stock of the Corporation, together with the consequent amendment of Article Six of the Company's Amended Articles of Incorporation as follows:

**FROM:**

**SIXTH:** That the capital stock of said corporation is **NINE BILLION FIVE HUNDRED FORTY MILLION PE-SOS (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 NINE **BILLION FIVE HUNDRED FORTY MILLION PE-SOS (P9,540,000,000.00)**, 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 0.53 per share, with the following rights and privileges: *(As amended by the Board of Directors on August 30, 2019 and by written assent of 2/3 of the Stockholders on September 23, 2019)*

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 therefor 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.

### **DISSENTERS' 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 80 of the Revised Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided under Section 81 of the Revised Corporation Code. Sections 80 and 81 of the Revised Corporation Code provide:

SEC. 80. When the Right of Appraisal May Be Exercised.-Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of the shares in the following instances:

(a) In case an 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;

(b) 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;

(c) In case of merger or consolidation; and

(d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

SEC. 81. How Right is Exercised.-The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: 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, the corporation shall pay the stockholder,

upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action .If, within sixty (60) days from the approval of the corporate action 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 (2) 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: Provided ,further, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation. SEC. 82. Effect of Demand and Termination of Right. -From the time of demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend rights, shall be suspended in accordance with the provisions of this Code, except the right of such stockholder to receive payment of the fair value thereof: Provided, That if the dissenting stockholder is not paid the value of the said shares within thirty (30) days after the award, the voting and dividend rights shall immediately be restored. SEC. 83. When Right to Payment Ceases. -No demand for payment under this Title may be withdrawn unless the corporation consents thereto. If, however, such demand for payment is withdrawn with the consent of the corporation, or if the proposed corporate action is abandoned or rescinded by the corporation or disapproved by the Commission where such approval is necessary, or if the Commission determines that such stockholder is not entitled to the appraisal right, then the right of the stockholder to be paid the fair value of the shares shall cease, the status as the stockholder shall be restored, and all dividend distributions which would have accrued on the shares shall be paid to the stockholder.

#### **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 the action to be taken upon herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

- (a) As of JUNE 30, 2019 **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 June 30, 2019, 204,282,648 shares or 1.746% of the total outstanding shares are owned by Non-Filipinos.

- (b) All common shareholders of record at the close of business hours on September 13, 2019 shall be entitled to notice of and to submit their written assent on the matter proposed herein.
- (c) Each common share shall be entitled to one vote.

#### **(1) Security Ownership of Certain Record and Beneficial Owners**

As of June 30, 2019, the Company is aware of only (2) stockholders owning in excess of 5% of its common stock to the extent set forth in the table below:

| (1) Title of class<br>Percent | (2) Name, address<br>of record owner and | (3) Name of Beneficial<br>Owner and Relationship | (4) Citizenship | (5) No. of Shares<br>Held | (6) |
|-------------------------------|--|--|-----------------|---------------------------|-----|
|-------------------------------|--|--|-----------------|---------------------------|-----|



| Common                                     | relationship with issuer  | with Record Owner               |               |        |
|--|---|---------------------------------|---------------|--------|
| Century Properties Inc. (CPI) <sup>1</sup> |   | Filipino                        | 5,612,370,679 | 47.97% |
|  | 21/F Pacific Star. Bldg<br>Makati Ave, Makati City<br>(relationship with issuer - Parent)   |                                 |               |        |
| PCD Nominee Corporation                    |   | PCD Fi <sup>2</sup><br>Filipino | 4,627,215,516 | 39.55% |
|  | (Filipino)<br>G/F Phil Stock Exchange<br>Bldg., Makati<br>(relationship with issuer - None) |                                 |               |        |

\*\*\*PCD Nominee Corporation Filipino has a total shares of 4,627,215,516 or 15.21% of the outstanding capital stock-beneficial owners owning 5% or more as of March 31, 2019. The following are the PCD participants with shareholdings of around 5% or more:

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

## (2) Security Ownership of Management

As of June 30, 2019, 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            | 79,530,001 - Direct                           | Filipino        | 0.685%           |
| Common             | John Victor R. Antonio       | 1 - Direct                                    | Filipino        | 0.000000028 %    |
| Common             | Jose Marco R. Antonio        | 1 - Direct                                    | Filipino        | 0.000000028 %    |
| Common             | Jose Roberto R. Antonio      | 1 - Direct                                    | Filipino        | 0.000000028 %    |
| Common             | Jose Carlo R. Antonio        | 1 - Direct                                    | Filipino        | 0.000000028 %    |
| Common             | Rafael G. Yaptinchay         | 1 - Direct                                    | Filipino        | 0.000000028 %    |
| Common             | Ricardo Cuerva               | 214,995,169- Direct                           | Filipino        | 1.838%           |
| Common             | Jose L. Cuisia               | 1 - Direct                                    | Filipino        | 0.000000028      |

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

<sup>2</sup> N.B. PCD Nominee Corporation (Filipino) is a beneficial stockholder of CPGI held by accredited brokers and institutions.

|        |   |   |             |          |                 |
|--------|---|---|-------------|----------|-----------------|
|        | A |   |             |          | %               |
| Common | S | Stephen T. Cuunjieng  | 1 - Direct  | Filipino | 0.00000028<br>% |
| Common | A | Carlos C. Ejercito  | 1 - Direct  | Filipino | 0.00000028<br>% |
| Common | O | Domie S. Eduvane  | none        | Filipino | 0.0000000%      |
| Common | f | Atty. Danny E. Bunyi  | none        | Filipino | 0.0000000%      |
| Common | J | Carlos Benedict K. Rivilla, IV                                  | none        | Filipino | 0.0000000%      |
| Common | u | Maria Theresa Fucanan -Yu                                       | none        | Filipino | 0.0000000%      |
| Common | n |   |             |          |                 |
| Common | e |   |             |          |                 |
| Common | 3 | Isabelita Ching Sales   | none        | Filipino | 0.0000000%      |
| Common | 0 | Ponciano S. Carreon   | none        | Filipino | 0.0000000%      |
| Common | , | Ritchelle T. Cordero  | none        | Filipino | 0.0000000%      |
| Common | 2 |   |             |          |                 |
| Common | 0 | Aggregate shareholding of all directors and officers as a group | 294,525,179 |          | 2.53%           |
| (      | 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

The Company is not aware of any arrangements, which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of the last fiscal year.

## Directors and Executive Officers

### Independent Directors

**Amb. Jose L. Cuisia Jr.**, 72 years old, Filipino citizen, is the former Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Investment & Capital Corporation of the Philippines, Asian Institute of Management, Phinma Corporation, SM Prime Holdings Inc., Philippine Investment Management, Inc.. He likewise serves as an Independent Director of Manila Water Company, Inc.

**Mr. Stephen T. CuUnjieng**, 59 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**, 72 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.

#### Regular Directors and Executive Officers

**Amb. Jose E.B. Antonio**, 72 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 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**, 46 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**, 44 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**, 42 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**, 35 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**, 74 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**, 68 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.

**Mrs. Hilda R. Antonio**, 72 years old, Filipino, is the wife of the Chairman Amb. Jose E.B. Antonio. She is a Philanthropist. She is a member of the Board of Directors of Century Properties, Inc., Museum Properties, Inc. Heirloom Properties Inc and Sovereign Property Holdings. She graduated from Assumption College of Manila with a degree in Economics.

**Atty. Danny E. Bunyi**, 54 years old, Filipino, is the Corporate Secretary of the Company. He is likewise a Partner at Divina Law Offices and a lecturer at John Gokongwei School of Management in Ateneo de Manila University, and at the Trust Institute Foundation of the Philippines. He was the Senior Vice President and Corporate Secretary of the Development Bank of the Philippines and the Chief Compliance Officer and Legal Services Group Head of Robinsons Bank. He was also the Legal Counsel for Consumer Banking of Standard Chartered Bank (Manila Office) and the Head of the Legal Advisory Division of the Philippine Commercial International Bank. He completed the Finance for Senior Executives Program in the Asian Institute of Management as well as the course on Trust Operations and Investment Management conducted by the Trust Institute Foundation of the Philippines. He obtained his law degree at the Ateneo de Manila University, with a Bachelor's degree in Business Management, major in Legal Management from the same university. Atty. Bunyi has extensive work experience in the field of banking and finance, trust banking and investment management, and corporate and special projects.

**Mr. Ponciano S. Carreon, Jr.**, 45 years old, is the Chief Financial Officer and Head for Investor Relations. Prior to joining CPGI, he served as Chief Finance Officer of Landco Pacific Corporation, Chief Finance Officer of Arthaland Corporation, Assistant Vice President of Controllership at SM Development Corporation and Controller of Crown Asia Properties, Inc., a Vista Land subsidiary, and as member of the Board of Directors of Club Punta Fuego Inc., Fuego Land Corporation, and Fuego Development Corporation. He also brings with him solid banking experience having served as a bank controller, audit head and examiner. He is an Ateneo-BAP Certified Treasury Professional, a cum laude graduate of BS Accountancy degree at San Beda College and a CPA board topper.

**Atty. Domie S. Eduvane**, 54 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. Carlos Benedict K. Rivilla IV**, 47 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**, 39 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.

**Atty. Isabelita Ching-Sales**, 39 years old, serves as the Company's Chief Information and Chief Compliance 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.

**Mr. Ritchelle T. Cordero**, 38 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.

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 and Mrs. Hilda 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 and Mrs. Hilda R. Antonio is their mother.

**(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 2018, 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 15 of the Audited Financial Statement, the Company states that there have been no guarantees provided or received for any related party receivables or payables. The Group does not provide allowance relating to receivable from related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

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

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

**Compensation of Directors and Executive Officers**

- (a) Compensation of Directors and Senior Officers

**SUMMARY COMPENSATION**

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

| Name and Principal Position   | Year   | Salary (Php)  | Bonus (Php)  | Other Annual Compensation                            |
|---|--|---|--|--|
| Jose E.B. Antonio<br>(President and CEO)<br>Jose Marco R. Antonio<br>(Director and COO)<br>Jose Roberto R. Antonio<br>(Director)<br>Jose Carlo R. Antonio<br>(Director and CFO)<br>Rafael G. Yaptinchay<br>(Director and Treasurer) |  |   |  |  |
| Aggregate executive compensation for CEO and Top 5 Most Highly Compensated Officers/Directors   | Actual 2013<br>Actual 2014<br>Actual 2015<br>Actual 2016<br>Actual 2017<br>Actual 2018<br>Projected 2019 | P 46.6 Million<br>P 66.4 Million<br>P 55.84 Million<br>P 58.51 Million<br>P 68.40 Million<br>P 75.66 Million<br>P 77.10 Million | None<br>None<br>P 4.34 Million<br>P2.18 Million<br>P5.25 Million<br>P5.24 Million<br>P5.24 Million     | None<br>None<br>None<br>None<br>None<br>None<br>None |
| Aggregate executive compensation all other officers unnamed   | Actual 2013<br>Actual 2014<br>Actual 2015<br>Actual 2016<br>Actual 2017<br>Actual 2018<br>Projected 2019 | P 33.1 Million<br>P 50.2 Million<br>P 57.99 Million<br>P 60.34 Million<br>P 69.52 Million<br>P 77.31 Million                    | P 4.5 Million<br>P 2.5 Million<br>P 4.30 Million<br>P 2.48 Million<br>P 4.10 Million<br>P 8.99 Million | None<br>None<br>None<br>None<br>None<br>None<br>None |

**NOTES:**

1. 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 (P100,000.00) 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.

### FINANCIAL AND OTHER INFORMATION

Please see attached Annex "A" Management Report as of June 30, 2019 (unaudited).

### OTHER MATTERS

#### Proposed Action

The Chairman informed the Board that there is a need to amend the Stockholders' Resolution issued on June 29, 2017, specifically: (a) Change in the par value of the proposed reclassified 3,000,000,000 Preferred Shares from Php1.00 to Php0.53 per share and (b) No Increase in the Authorized Capital Stock of the Corporation, together with the consequent amendment of Article Six of the Company's Amended Articles of Incorporation as follows:

#### FROM:

SIXTH: That the capital stock of said corporation is **NINE BILLION FIVE HUNDRED FORTY MILLION PE-SOS (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 NINE **BILLION FIVE HUNDRED FORTY MILLION PE-SOS (P9,540,000,000.00)**, 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 0.53 per share, with the following rights and privileges: *(As amended by the Board of Directors on August 30, 2019 and by written assent of 2/3 of the Stockholders on September 23, 2019)*

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 therefor 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.

Upon motion made and duly seconded, a resolution was unanimously approved and adopted by the Board approving the above action.

The amendment to change the par value of the Preferred shares is sought to dispense the need to increase the authorized capital stock of the company. The existing Authorized capital stock is sufficient to cover the Company's current and future capital requirements.



## Voting Procedures

(a) Manner of Voting

The written assent of the shareholders holding 2/3 of the common shares shall be required for the approval of the above proposed action.

Each common share entitles the holder to one vote for each share of stock standing in his name.

Voting shall be made through written assent, as evidenced by the Written Assent Form attached to this Information Statement, accomplished in all parts and duly received by post or email at the addresses below:

**Atty. Danny E. Bunyi**  
**Office of the Corporate Secretary**  
**8<sup>th</sup> Floor Pacific Star Bldg. Sen. Gil Puyat cor.**  
**Makati Ave. Makati City**  
**Tel: (632) 822-0808**  
**Email: [danny.bunyi@divinalaw.com](mailto:danny.bunyi@divinalaw.com)**

Or

**Atty. Isabelita Ching-Sales**  
**Chief Information and Compliance Officer**  
**19<sup>th</sup> Floor Pacific Star Bldg. Gil Puyat cor.**  
**Makati Ave. Makati City**  
**Tel: (632) 7938905**  
**Email: [icsales@century-properties.com](mailto:icsales@century-properties.com)**

(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 Revised 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.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on September 13, 2019

## CENTURY PROPERTIES GROUP INC.

By:

  
**ATTY. DANNY E. BUNYI**  
Corporate Secretary