



21ST FLOOR PACIFIC STAR BLDG., SEN. GIL PUYAT AVENUE CORNER MAKATI AVENUE,
MAKATI CITY, PHILIPPINES 1200
TELEPHONE: (632) 793-5500 TO 04 FAX: (632) 811-5588

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

FOR : The Stockholders of CENTURY PROPERTIES GROUP INC.
FROM : The Corporate Secretary
SUBJECT : 2018 Annual Stockholders' Meeting on JUNE 28, 2019

Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on JUNE 28, 2019, FRIDAY at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.

Only common stock shareholders as of MAY 22, 2019 shall be entitled to notice and to vote at the said meeting.

The Agenda for the meeting is as follows:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the 2017 Annual Stockholders' Meeting held on June 14, 2018
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2018 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors and a new non-executive director
8. Appointment of External Auditor for 2019
9. Other Matters
 - i. Amendment of Article 5 of the Amended Articles of Incorporation to increase the number of Directors from ten (10) to eleven (11)
10. Adjournment

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


ATTY. DANNY E. BUNYI
Corporate Secretary

PART II.
PROXY FORM
CENTURY PROPERTIES GROUP INC.

Item 1: **Identification**

This proxy is being solicited by CENTURY PROPERTIES GROUP INC. (the "Company"). The Chairman of the Board of Directors or, in his absence, the President of the Company will vote the proxies at the Special Stockholders' Meeting to be held on **June 28, 2019, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.**

Item 2: **Instructions**

- (a) The proxy form must be completed, signed and dated by the stockholder on or before 11 June 2019 or his duly authorized representative, and received by the Compliance Officer not later than 5:00 p.m. on 11 June 2019 at the following address:

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

- (b) ***The stockholder may withhold authority to vote on any nominee/s by lining through or striking out the name of the specific nominee for which authority to vote is withheld.***
- (c) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (d) Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary on 14 June 2019
- (e) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of Rule 20 Section 11(b) of the SRC IRR.
- (f) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1), (2), (3), (4), (5),(6) and (7) (8) (9) below by checking the appropriate box. **Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items below.**

The undersigned hereby appoints the Chairman of the Board of Directors of the Company; or in his absence or any substitute proxy designated by him, the President of the Company, with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the shares of common stock of the undersigned at the ANNUAL stockholders' meeting of the Company to be held on June 28, 2019 and at any and all adjournments or postponements thereof, for the purpose of acting on the proposals enumerated below:

Item 3: **Revocability of Proxy**

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

Item 4: **Persons Making the Solicitation**

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

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

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

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on the matter to be acted upon at the annual stockholders' meeting to be held on June 28, 2019.

| Proposal | FOR | AGAINST | ABSTAIN |
|--|------------|--------------------|-----------------------------------|
| 1. Approval of the minutes of the 2017 Annual Stockholders' Meeting held on June 14, 2018 | | | |
| 2. Presentation and approval/ratification of the 2016 Reports and Audited Financial Statements for year ended December 31, 2018 | | | |
| 3. Ratification of the acts of the Board of Directors and of Management; To approve, ratify and confirm all previous acts of the Board from 31 May 2018 to 31 May 2019 | | | |
| 4. Election of Directors | FOR | DO NOT VOTE | WITHHOLD AUTHORITY TO VOTE |
| Jose E. B. Antonio | | | |
| John Victor R. Antonio | | | |
| Jose Marco R. Antonio | | | |
| Jose Roberto R. Antonio | | | |
| Jose Carlo R. Antonio | | | |
| Ricardo P. Cuerva | | | |
| Rafael G. Yaptinchay | | | |
| Hilda R. Antonio | | | |
| INDEPENDENT DIRECTORS | | | |
| Jose Cuisia | | | |
| Stephen CuUnjieng | | | |
| Carlos C. Ejercito | | | |
| | FOR | AGAINST | ABSTAIN |
| 5. Appointment of Sycip Gorres, Velayo & Co. as External Auditors | | | |
| 6. Other Matters: Amendment of Article 5 of the Amended Articles of Incorporation to increase the number of Directors from ten (10) to Eleven (11) | | | |
| 7. Consideration of such other business as may properly come before the meeting | | | |

Date of Proxy

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

THE PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE JUNE 11, 2019, THE DEADLINE FOR THE SUBMISSION OF PROXIES.

THIS PROXY, WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO VOTE FOR A DIRECTOR IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY BE PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

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

SECURITIES AND EXCHANGE COMMISSION

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

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: CENTURY PROPERTIES GROUP INC.
("Company")
3. Province, country or other jurisdiction of incorporation or organization: PHILIPPINES
4. SEC Identification Number: 60566
5. BIR Tax Identification Code: 004-504-281
6. 21st Floor, Pacific Star Building, Senator Gil Puyat Corner Makati Avenue, Makati City
Address of principal office Postal Code
7. Registrant's telephone number, including area code: (632) 7935500
8. JUNE 28, 2019, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders:
June 6, 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 or Amount of Debt Outstanding |
|---------------------|--|
|---------------------|--|
- Common Shares
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes X No _____
- If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
The Company's 11,699,723,690 common shares are listed in the Philippine Stock Exchange.

PART I.
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Date, Time and Place of Meeting of Security Holders.

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

JUNE 28, 2019, 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.

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

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

(c) Intended date of sending out copies of the information statement: JUNE 6, 2019

Dissenters' Right of Appraisal

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

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

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

Sec. 82. How right is exercised. – The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation, within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

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

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

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

- (a) As of MARCH 31, 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 March 31, 2019, 184,684,896 shares or 1.59% of the total outstanding shares are owned by Non-Filipinos.

- (b) All common shareholders of record at the close of business hours on May 22, 2019 shall be entitled to notice of and to vote at the annual stockholders' meeting.
- (c) For the matters requiring a vote in the annual stockholders' meeting, each common share shall be entitled to one vote.
- (d) Information required by Part IV paragraph (C) of "Annex C"

- (1) Security Ownership of Certain Record and Beneficial Owners
As of March 31, 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 Percent | (2) Name, address of record owner and relationship with issuer | (3) Name of Beneficial Owner and Relationship with Record Owner | (4) Citizenship | (5) No. of Shares Held | (6) |
|-------------------------------|---|---|-----------------|---------------------------|--------|
| Common | Century Properties Inc. (CPI) ¹ 21/F Pacific Star. Bldg Makati Ave, Makati City (relationship with issuer - Parent) | | Filipino | 5,612,370,679 | 47.97% |
| | PCD Nominee Corporation (Filipino) G/F Phil Stock Exchange Bldg., Makati (relationship with issuer - None) | PCD Fil ² | Filipino | 1,764,050,002 | 15.21% |

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

² N.B. PCD Nominee Corporation (Filipino) is a beneficial stockholder of CPGI held by accredited brokers and institutions. The Company shall be notified of their proxies 10 days prior to the Annual Stockholders Meeting or by June 7, 2019

***PCD Nomine Corporation Filipino has a total shares of 1,764,050,002 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,
 7899 Makati Avenue, Makati City,

(2) Security Ownership of Management

As of March 31, 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) Citizen-ship | Percent of Class |
|--------------------|----------------------------------|---|------------------|------------------|
| Common | Jose E.B. Antonio | 1 - Direct | Filipino | 0.00000028 % |
| Common | John Victor R. Antonio | 1 - Direct | Filipino | 0.00000028 % |
| Common | Jose Marco R. Antonio | 1 - Direct | Filipino | 0.00000028 % |
| Common | Jose Roberto R. Antonio | 1 - Direct | Filipino | 0.00000028 % |
| Common | Jose Carlo R. Antonio | 1 - Direct | Filipino | 0.00000028 % |
| Common | Rafael G. Yaptinchay | 1 - Direct | Filipino | 0.00000028 % |
| Common | Ricardo Cuerva | 214,995,169- Direct | Filipino | 1.838% |
| Common | Jose L. Cuisia | 1 - Direct | Filipino | 0.00000028 % |
| Common | Stephen T. Cuunjieng | 1 - Direct | Filipino | 0.00000028 % |
| Common | Carlos C. Ejercito | 1 - Direct | Filipino | 0.00000028 % |
| Common | Domie S. Eduvane | none | Filipino | 0.0000000% |
| Common | Atty. Camille Kristine I. Aromas | none | Filipino | 0.0000000% |
| Common | Carlos Benedict K. Rivilla, IV | none | Filipino | 0.0000000% |
| Common | Gerry Joseph Ilagan | none | Filipino | 0.0000000% |
| Common | Maria Theresa Fucanan -Yu | none | Filipino | 0.0000000% |
| Common | Kristina I. Garcia | none | Filipino | 0.0000000% |

| | | | | | |
|--------|------------------|---|-------------|----------|------------|
| Common | A | Isabelita Ching Sales | none | Filipino | 0.0000000% |
| Common | s | Patrick C. Carague | none | Filipino | 0.0000000% |
| Common | o | John Paul C. Flores | none | Filipino | 0.0000000% |
| Common | f | Gerardo A. Morales | none | Filipino | 0.0000000% |
| Common | M | Ricky M. Celis | none | Filipino | 0.0000000% |
| Common | a | Gerardo A. Mina | none | Filipino | 0.0000000% |
| Common | r | Gerardo A. Mina | none | Filipino | 0.0000000% |
| Common | c | Ricardo C. Cuerva | 214,995,160 | Filipino | 1.838% |
| Common | h | Ritchelle T. Cordero | none | Filipino | 0.0000000% |
| Common | 3 1 , 2 | Aggregate shareholding of all directors and officers as a group | 429,990,338 | | |

(3) Voting Trust Holders of 5% or More

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

(4) Changes in Control

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

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

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

Directors and Executive Officers

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

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

Independent Directors

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

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

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

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

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

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

Furthermore, CARLOS C. EJERCITO, STEPHEN CuUNJIENG, JOSE CUISIA submitted their Certificate of Qualification of Independent Directors on May 8, 2019 (as attached in this report) which to date have no changes nor amendments with respect to their qualifications in compliance with the SEC Notice dated October 20, 2006 implementing section 38 of the Securities Regulations Code.

During its meeting held on May 8, 2019 the Nomination and Remuneration Committee passed upon the qualifications of the following nominees for the year 2017-2018

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

Amb. Jose L. Cuisia Jr., 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.

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

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

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

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

Regular Directors

During its meeting on May 8, 2019, the Nomination and Remuneration Committee noted the nomination of the following individuals, who are currently the directors of the Corporation, as nominees for regular director for the year 2019-2020:

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

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

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

The incumbent directors and officers of the Company as of April 30, 2019 are listed below and the relevant data including their respective professional work experience are summarized in paragraph 3 below.

*Mrs. Hilda R. Antonio's appointment as a Board Director shall be effective as soon as the SEC approves the Amendment of Article 5 of the Company's Amended Articles of Incorporation to increase the number of directors from ten (10) to eleven (11).

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

Amb. Jose E.B. Antonio, 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.

Amb. Jose L. Cuisia Jr., 72 years old, Filipino citizen, is the incumbent Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the

efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Investment & Capital Corporation of the Philippines, Asian Institute of Management, Phinma Corporation, SM Prime Holdings Inc., Philippine Investment Management, Inc.. He likewise serves as an Independent Director of Manila Water Company, Inc.

Mr. Stephen T. CuUnjieng, 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.

Mr. Domie S. Edivane, 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. Gerry Joseph Albert L. Ilagan, 39 years old, Filipino, is the Executive Vice-President for Century Worldwide Services and Sales Management Operations of the Company. In October 2015, he was appointed as fulltime group head of Century World Sales Operations. He graduated with academic distinction from San Beda College with a Bachelor's Degree in Human Resources Development and Philosophy. He also attended De La Salle College of St. Benilde's School of Professional and Continuing Education where he received a diploma in Organizational Development and a diploma in Human Resources. He is a licensed Real Estate Broker with more than 10 years of human resources and sales management experience gained from several multinational and Philippine companies. Mr. Ilagan also worked with Sun Microsystems Philippines Inc. and Crown Asia Properties Inc. prior to joining the Company.

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

Atty. 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. John Paul Flores, 36 years old, Filipino, is the Comptroller of the Company. He graduated from the Laguna College with a Bachelor of Science Degree in Accountancy. Prior to joining the Company, he served as a Senior Auditor of Punongbayan and Araullo Auditing Firm.

Mr. Gerardo A. Morales, 57 years old, Filipino, serves as the Company's Treasurer. He was the former President of Optimum Development Bank. He has been involved in varying capacities with several banks (Planters Development Bank, Union Bank of the Philippines and Far East Bank) for more than 25 years. He graduated from Ateneo de Manila University in 1981 with a Bachelor of Science Degree, Major in Business Management.

Mr. Ricardo C. Cuerva, 46 years old, Filipino, is the Senior Vice President for Design Innovation and Material Management Group of the Company. He graduated with the Bachelor Degree in Architecture from Southern California Institute of Architecture, U.S.A in 1998. He also obtained a Master of Science degree in Real Estate Development from Columbian University, U.S.A in 2002. As of date, he serves as Managing Director of Nova Construction, an exclusive residential and commercial project builder of Century Properties Group, Inc.

Mr. Gerardo R. Mina, 54 years old, Filipino, is the Vice President for Property Management of the Company. He graduated from Adamson University with the degree of Bachelor of Science in Civil Engineering and earned units in MBA from Ateneo Graduate School of Business. He was with Century Properties Management, Inc. (CPMI), a subsidiary of Century Properties Group, Inc. (CPGI) for 21 years and occupied senior management post in the Operations Division.

Mr. Ramon S. Villanueva III, 39 years old, Filipino, is the Tax Compliance Officer of the Company. He graduated with the degree of Bachelor of Science in Accountancy from Palawan State University in 2002. He is the 10th placer at the Licensure Examination for Certified Public Accountants in May 2005. Prior re-joining the Company, he served as the Comptroller of the Company for 4 years. He also served as Senior Auditor for Punongbayan & Araullo. He also worked as Accounting Professor at the Palawan State University.

Mr. Ritchelle T. Cordero, 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.

Mr. Ricky M. Celis, 50 years old, Filipino, will lead Century Properties in capturing the vast opportunities in the affordable housing segment. Prior to joining the Company, he served as the Head for Corporate Sales of Ayala Land Residential Business Group and President of Amaia Land (ALI Subsidiary). He also worked for Vista Land and Lifescapes for 11 years where he served as Technical Services Engineer and eventually the Operating Head for Camella Homes South Division. He earned his degree in Civil Engineering at the Holy Angel University where he graduated as Magna Cum Laude. He also took Management Development Program at the Asian Institute of Management and Executive Development Program (LEAP) at the Harvard School of Business.

Mr. Timothy Hallett, 58 years old, British, is the Company's President for the Tourism and Leisure Business Segments of the Company. Mr. Hallett was the former Chief Operating Officer of Century Properties Hospitality and former Chairman of Century Acqua Lifestyle Corporation, has more than 30 years hospitality business experience in UK and Asia and has developed, pre-opened and operated multiple international hotels and golf resorts worldwide. He started his career with Europe's leading golf & leisure operator, the Marriott Country Club Hotels and then was part of PGA Golf Management in UK and Asia. His career continued with CCA International in Hong Kong where he oversaw the development of their Asian golf business and managed their 5-Star Club in Guangzhou, China. Prior to joining Alila Hotels & Resorts, he was Managing Director of Palm Resort Bhd the Hotel & Leisure business of AFP Land a division of Indonesia Sin Mas Group. Post this, Tim has create a number a key businesses and brands in the hotel and hospitality real estate private equity space including Zinc Hospitality, Cosi Hotels and Silverneedle Hospitality before joining Century Properties Group to create and roll out multiple Hotel and Hospitality Real Estate projects in the Philippines.

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 (President and CEO) Jose Marco R. Antonio (Director and COO) Jose Roberto R. Antonio (Director) Jose Carlo R. Antonio (Director and CFO) Rafael G. Yaptinchay (Director and Treasurer) | | | | |
| Aggregate executive compensation for CEO and Top 5 Most Highly Compensated Officers/Directors | Actual 2013 Actual 2014 Actual 2015 Actual 2016 Actual 2017 Actual 2018 Projected 2019 | P 46.6 Million P 66.4 Million P 55.84 Million P 58.51 Million P 68.40 Million P 75.66 Million P 77.10 Million | None None P 4.34 Million P2.18 Million P5.25 Million P5.24 Million P5.24 Million | None None None None None None None |
| Aggregate executive compensation all other officers unnamed | Actual 2013 Actual 2014 Actual 2015 Actual 2016 Actual 2017 Actual 2018 Projected 2019 | P 33.1 Million P 50.2 Million P 57.99 Million P 60.34 Million P 69.52 Million P 77.31 Million | P 4.5 Million P 2.5 Million P 4.30 Million P 2.48 Million P 4.10 Million P 8.99 Million | None None None None None None 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 (₱100,000.00) for board meetings, special meetings and board committee meetings. As regards the employment contracts between the Company and the executive officers, the Company employs the same standard employment contract applicable to all its officers and employees. The Company has not issued and/or granted stock warrants or options in favor of its officers and employees.
2. Except for the per diem being paid to its independent directors, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such.

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

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

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

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

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

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

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

Significant Employees

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

Independent Public Accountants

On June 14, 2018, at the Annual Stockholders' Meeting of the Company, the stockholders approved the re-appointment of SGV and Co. as the external auditor of the Company for the incumbent year and to serve as such until their successor shall have been appointed and qualified in compliance with SRC Rule 68.

On May 8, 2019, the Audit Committee, with the following members: Mr. Stephen T. Cuunjieng (as Chairman), Mr. Jose Carlo R. Antonio and Jose Marco R. Antonio (as members), held a meeting recommending the re-appointment and qualification of Sycip Gorres & Velayo, as the auditors of the Corporation for the year 2019.

On May 8, 2019, the Board of Directors held a meeting to approve the endorsement of the Audit Committee for the appointment of SGV as external auditors of the Corporation to be ratified on the next Annual Stockholder Meeting on June 28, 2019.

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

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

Audit and Audit Related Fees

For the audits of the financial statements of CPGI and all its subsidiaries, the aggregate fees for the audit services of SGV and Co. for 2018 inclusive of VAT amounted to P 3.9 Million.

Fees for the years 2017 and 2016, inclusive of VAT, amounted to P 3.6 Million and P 3.5 Million respectively.

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

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

No engagement for other services from SGV and Co. either for professional services, tax accounting compliance, advise and planning nor any services rendered for products and services other than the aforementioned audit services reported in 2018.

Tax Fees

Other than the above, SGV & Company has not provided any professional service relative to tax accounting, compliance, advice, planning and any other form of tax services for the year 2017 and 2018.

All Other Fees

SGV & Company has been engaged by the Group to review its Q3 2018 financial statements for the Bond Offering. All other fees are for the audit of the Group's financial statements.

Approval Policies of Audit Committee

The engagement of the external auditors is recommended by the Audit Committee for approval of the Company's stockholders pursuant to the Code of Corporate Governance. As discussed, on May 8, 2019, the Audit Committee passed a resolution recommending to the stockholders of the Company the appointment of Sycip Gorres Velayo & Company as the external auditor of the Company for the incumbent year.

Previously, on June 14, 2018, the stockholders passed a resolution approving the appointment of SGV and Co. as the Company's external auditor for the period ending on December 31, 2018

Compensation Plans

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

C. ISSUANCE AND EXCHANGE OF SECURITIES

Authorization or Issuance of Securities Other than for Exchange

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

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

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

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

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

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

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

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

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

D. FINANCIAL AND OTHER INFORMATION

Please see attached Annex "A" - Annual Management Report as of December 31, 2018 with the accompanying audited consolidated financial statements as of period ended 31 December 2018; Annex "B" Management Report as of March 31, 2019 (unaudited);

E. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Chairman informed the Board that there is a need to amend the Fifth Articles of the Company's Articles of Incorporation to increase the number of the Board of Directors from ten (10) to Eleven (11). Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:

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

FIFTH: That the number of the directors of said corporation shall be eleven (11) *(As amended by the Board of Directors on May 19, 2015 and approval by the Majority Stockholders of CPGI on June 22, 2015 and further amended by the Board of Directors on May 8, 2019, subject to the approval of the Majority Stockholders of CPGI on June 28, 2019)*

"RESOLVED FURTHER, 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."

"RESOLVED FINALLY", that a copy of this resolution be furnished the entity concerned".

The Amendment of Fifth Article of the Articles of Incorporation is pursuant to the Company's objective to continuously uphold diversity in the Board and fully comply with the Corporate Governance best practices.

F. OTHER MATTERS

Action with Respect to Reports

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

- (a) Minutes of the Annual stockholders' meeting held on June 14, 2018 attached as part of the Exhibits in this report
- (b) Audited financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2018

Agenda

The following are included in the agenda of the annual meeting of the stockholders of the Company on June 28, 2019:

- 1. Call to order
- 2. Certification of notice and the existence of a quorum
- 3. Approval of the minutes of the 2016 Annual Stockholders' Meeting held on June 14, 2018
- 4. Annual Report of the President

5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2018 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors and a new non-executive director
8. Appointment of External Auditor for 2019
9. Other Matters
 - i. Amendment of Article 5 of the Amended Articles of Incorporation to increase the number of Directors from ten (10) to Eleven (11)
10. Adjournment

Other Matters Not Required to be Submitted

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

The acts of the Board of Directors covering the period between the period 31 May 2018 to to 31 May 2019 shall also be submitted to the stockholders for ratification for the purpose of formally obtaining their support therefor. In the event that a negative vote is registered, the Board of Directors and management reserves the option to disregard such vote entirely or study the matter further.

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

| | |
|-------------|--|
| May 4, 2018 | Results of the Special Board Meeting held last May 4, 2018 |
| | The following resolutions were passed: |
| | <p>I. NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE ENDORSEMENT FOR THE SELECTION AND NOMINEES FOR INDEPENDENT DIRECTORS AND REGULAR DIRECTORS</p> <p>The Chairman of the Nomination, Remuneration and Compensation Committee discussed the selection and qualification of the Independent Directors and Regular Directors based on the SRC Rules and Corporate Governance Code. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the Corporation) upon endorsement of majority of the Board Committee on Nomination, Remuneration and Compensation hereby approves the selection and nomination of the following Independent Directors and Regular Directors for the year 2018-2019</p> <p>Independent Directors: CARLOS C. EJERCITO - nominated by CPI STEPHEN CuUNJIENG - nominated by CPI JOSE CUISIA - nominated by CPI</p> <p>Regular Directors: Jose E. B. Antonio John Victor R. Antonio Jose Marco R. Antonio Jose Roberto R. Antonio Jose Carlo R. Antonio Ricardo P. Cuerva Rafael G. Yaptinchay</p> |

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| | <p>“RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue the notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”</p> <p>II. ANNUAL STOCKHOLDERS’ MEETING</p> <p>3</p> <p>The Chairman then discussed the need to set and approve the date of the Annual Stockholders’ Meeting of the Company on June 14, 2018. The Board unanimously approved the following resolutions:</p> <p>“RESOLVED, to set and approve the date of the Annual Stockholders’ Meeting on June 14, 2018, Thursday at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.</p> <p>RESOLVED, FURTHER, that the record date is set on May 18, 2018 thus, only common stock shareholders as of May 18, 2018 shall be entitled to notice and to vote at the said meeting;</p> <p>“RESOLVED, FURTHER, that the agenda for the said meeting shall be as follows:</p> <ol style="list-style-type: none"> 1. Call to order 2. Certification of notice and the existence of a quorum 3. Approval of the minutes of the 2016 Annual Stockholders’ Meeting held on June 29, 2017 4. Annual Report of the President 5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers 6. Approval of the 2017 Audited Consolidated Financial Statements of the Corporation |
| | <ol style="list-style-type: none"> 7. Election of Members of the Board of Directors and three Independent Directors 8. Appointment of External Auditor for 2018 9. Other Matters 10. Adjournment <p>“RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue the notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”</p> <p>III. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2018</p> <p>The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2018 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2018. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to endorse for approval of the Stockholders the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2018.”</p> |
| May 8, 2018 | Results of the Board Meeting held last May 8, 2018 |
| | The following resolutions were passed: |

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| | <p>I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR 1st QUARTER ENDING MARCH 31, 2018 The Chairman informed the Board that there is a need to approve the First Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the First Quarter Financial Report of the Company." II. PRESENTATION OF KEY BUSINESS UPDATES The Executive Committee presented the Company's Key Business Updates which the Board duly noted. III. APPROVAL OF THE JOINT VENTURE AGREEMENT WITH MITSUBISHI CORPORATION The Chairman informed the Board that there is a need to approve the Joint Venture Agreement with Mitsubishi Corporation for the development of real estate projects. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Joint Venture Agreement with Mitsubishi Corporation and for this purposes authorizes the Chairman, Mr. Jose E.B. Antonio, with full power and authority to delegate the powers granted herein, to negotiate and agree on the terms of, as he may deem to be in the best interest of the Corporation, and to enter into, sign, execute, endorse, and deliver contracts, agreements, and any and all documents and other writings of whatever nature or kind, and to execute and perform any and all acts necessary for the purpose, under such terms as he may deem acceptable and beneficial for the Corporation." The Company fully undertakes that it shall furnish the Honorable Exchange all material documentation and filings for the aforementioned transactions.</p> |
| June 8, 2018 | CPGI would like to inform the Securities and Exchange Commission and the Philippine Stock Exchange that at a special meeting of the Board of Directors on June 8, 18, the following were unanimously approved: |
| | "RESOLVED, That CENTURY PROPERTIES GROUP INC. (the "Corporation") be, as it is hereby authorized, to allocate the aggregate amount of PESOS: SIXTY FOUR MILLION NINE HUNDRED NINETY TWO THOUSAND FIVE HUNDRED FOURTEEN ONLY (PHP 64,992,514.00) from its unrestricted retained earnings as of 31 December 2017, for the purpose of distribution as REGULAR cash dividends to its stockholders of record as of June 26, 2018 in proportion to their respective stockholdings; RESOLVED FURTHER, That CENTURY PROPERTIES GROUP INC. (the "Corporation") be, as it is hereby authorized, to allocate the aggregate amount of PESOS: ONE HUNDRED THIRTY FIVE MILLION SEVEN THOUSAND FOUR HUNDRED EIGHTY SIX ONLY (Php135,007,486.00) from its unrestricted retained earnings as of 31 December 2017, for the purpose of distribution as SPECIAL cash dividends to its stockholders of record as of June 26, 2018 in proportion to their respective stockholdings "RESOLVED, FINALLY, That, for the purpose of carrying out the foregoing resolution, Mr. John Paul Flores, Comptroller of the Corporation, be, as he is hereby, authorized and empowered to distribute the above-mentioned amount by approving the issuance of checks through the Corporation's Stock and Transfer Agent, Banco De Oro evidencing the cash dividends to the said stockholders of record, in proportion to their respective stockholdings, and to distribute and receipt said checks not later than July 6, 2018" |
| June 11, 2018 | CPGI would like to inform the Honorable Philippine Stock Exchange and the Securities and Exchange Commission that on 11 June 2018, the Company held its Special Board of Directors Meeting at which the following resolutions were adopted: |

| | <p>I. Appointment of Mr. Timothy Hallett as the President for the Tourism and Leisure Business Segments of the Company. Mr. Hallett was the former Chief Operating Officer of Century Properties Hospitality and former Chairman of Century Acqua Lifestyle Corporation, has more than 30 years hospitality business experience in UK and Asia and has developed, pre-opened and operated multiple international hotels and golf resorts worldwide. He started his career with Europe's leading golf & leisure operator, the Marriott Country Club Hotels and then was part of PGA Golf Management in UK and Asia. His career continued with CCA International in Hong Kong where he oversaw the development of their Asian golf business and managed their 5-Star Club in Guangzhou, China. Prior to joining Alila Hotels & Resorts, he was Managing Director of Palm Resort Bhd the Hotel & Leisure business of AFP Land a division of Indonesia Sin Mas Group. Post this, Tim has create a number a key businesses and brands in the hotel and hospitality real estate private equity space including Zinc Hospitality, Cosi Hotels and Silverneedle Hospitality before joining Century Properties Group to create and roll out multiple Hotel and Hospitality Real Estate projects in the Philippines.</p> <p>II. Acceptance of the resignation of Mr. Patrick Carague, Senior Vice President for Decision Support Services and IT</p> | | | | | | | | | |
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| June 14, 2018 | Annual Stockholders' Meeting held today, June 14, 2018, the following resolutions were unanimously approved: PRESENT: | | | | | | | | | |
| | <table border="0" style="width: 100%;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: center;">Number of Shares</th> <th style="text-align: center;">Percentage</th> </tr> </thead> <tbody> <tr> <td>Total Shares Present (in person or by Proxy)</td> <td style="text-align: center;">8,847,227,934</td> <td style="text-align: center;">76.27%</td> </tr> <tr> <td>Total Outstanding Shares (Treasury shares)</td> <td style="text-align: center;">11,599,600,690 (100,123,000)</td> <td></td> </tr> </tbody> </table> <p>As of Record Date: May 18, 2018</p> <p>I. CALL TO ORDER The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Assistant Corporate Secretary Mr. Carlos Benedict K. Rivilla, IV, recorded the minutes of the proceedings.</p> <p>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 18, 2018, 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 8,847,227,934 shares of the Corporation, constituting approximately 76.27% of the Corporation's total outstanding capital stock.</p> <p>III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JUNE 29, 2017 Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on 29 JUNE 2017 was dispensed with and the said minutes were approved as presented.</p> | | Number of Shares | Percentage | Total Shares Present (in person or by Proxy) | 8,847,227,934 | 76.27% | Total Outstanding Shares (Treasury shares) | 11,599,600,690 (100,123,000) | |
| | Number of Shares | Percentage | | | | | | | | |
| Total Shares Present (in person or by Proxy) | 8,847,227,934 | 76.27% | | | | | | | | |
| Total Outstanding Shares (Treasury shares) | 11,599,600,690 (100,123,000) | | | | | | | | | |

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| | <p>IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2017 The Chairman presented his report to the stockholders of the Corporation for the year 2017, while the CFO presented the results of operations, management report inclusive of the presentation of the 2017 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 2017 was approved.</p> <p>V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION The Chairman notified the stockholders of the need to ratify specific acts and proceedings of the Board of Directors and its Corporate Officers relative to business operations of the Corporation. Upon motion duly made and seconded, each and every legal act, proceeding, contract or deed performed, entered into or executed by the Corporation's Board of Directors and Officers since June 29, 2017, as appearing in the minutes of the meetings of the Board of Directors and other records of the Corporation have been approved, confirmed and ratified as if such acts were entered into or executed with the specific and special authorization of the stockholders in a meeting duly convoked and held.</p> |
| | <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:</p> <ol style="list-style-type: none"> 1. Jose E.B. Antonio 2. John Victor R. Antonio 3. Jose Marco R. Antonio 4. Jose Roberto R. Antonio 5. Jose Carlo R. Antonio 6. Ricardo P Cuerva 7. Rafael G. Yaptinchay 8. Jose L. Cuisia Jr - Independent Director 9. Stephen T. CuUnjieng - Independent Director 10. Carlos C. Ejercito - Independent Director <p>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."</p> |
| June 14, 2018 | Results of the Organizational Meeting held last June 14, 2018 |
| | The following resolutions were passed: |

| | <p>A. The Corporate Secretary certified to the election of the following Directors of the Corporation at the recently concluded Annual Stockholders' Meeting:</p> <ol style="list-style-type: none"> 1. Jose E.B. Antonio 2. John Victor R. Antonio 3. Jose Marco R. Antonio 4. Jose Roberto R. Antonio 5. Jose Carlo R. Antonio 6. Ricardo P Cuerva 7. Rafael G. Yaptinchay 8. Jose L. Cuisia Jr - Independent Director 9. Stephen T. CuUnjieng - Independent Director 10. Carlos C. Ejercito - Independent Director <p>B. Upon nomination duly made and seconded, the following persons were unanimously confirmed to the positions set forth after their respective names:</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------|---|------|----------|-------------------|-------------------|------------------------|--|-----------------------|--|-------------------------|-------------------|-----------------------|-------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------------|---------------------|--------------------|-----------|--------------------------------|--|---------------------|--|---------------------------|---|--------------------|---------------------------------|-----------------------|--|----------------------|---|---------------------|-------------|---------------------|------------------------|-------------------|--|-----------------|----------------------------|----------------|---|-----------------|---|
| | <table border="0"> <thead> <tr> <th data-bbox="422 589 502 611">Name</th> <th data-bbox="502 589 582 611">Position</th> </tr> </thead> <tbody> <tr> <td data-bbox="422 611 502 633">Jose E.B. Antonio</td> <td data-bbox="502 611 1407 633">President and CEO</td> </tr> <tr> <td data-bbox="422 633 502 656">John Victor R. Antonio</td> <td data-bbox="502 633 1407 656">Co-Chief Operating Officer/Managing Director</td> </tr> <tr> <td data-bbox="422 656 502 678">Jose Marco R. Antonio</td> <td data-bbox="502 656 1407 678">Co-Chief Operating Officer/Managing Director</td> </tr> <tr> <td data-bbox="422 678 502 701">Jose Roberto R. Antonio</td> <td data-bbox="502 678 1407 701">Managing Director</td> </tr> <tr> <td data-bbox="422 701 502 723">Jose Carlo R. Antonio</td> <td data-bbox="502 701 1407 723">Chief Financial Officer</td> </tr> <tr> <td data-bbox="422 723 502 745">Rafael G. Yaptinchay</td> <td data-bbox="502 723 1407 745">Co-Managing Director</td> </tr> <tr> <td data-bbox="422 745 502 768">Domie S. Eduvane</td> <td data-bbox="502 745 1407 768">SVP for Legal and Corporate Affairs</td> </tr> <tr> <td data-bbox="422 768 502 790">Atty. Camille Khristine I. Aromas</td> <td data-bbox="502 768 1407 790">Corporate Secretary</td> </tr> <tr> <td data-bbox="422 790 502 813">Gerardo A. Morales</td> <td data-bbox="502 790 1407 813">Treasurer</td> </tr> <tr> <td data-bbox="422 813 502 835">Carlos Benedict K. Rivilla, IV</td> <td data-bbox="502 813 1407 835">Assistant Corporate Secretary / Vice President for Corporate Affairs</td> </tr> <tr> <td data-bbox="422 835 502 857">Gerry Joseph Ilagan</td> <td data-bbox="502 835 1407 857">EVP for Century Worldwide Services & Sales Management Operations</td> </tr> <tr> <td data-bbox="422 857 502 880">Maria Theresa Fucanan -Yu</td> <td data-bbox="502 857 1407 880">Vice President for Corporate Communications</td> </tr> <tr> <td data-bbox="422 880 502 902">Kristina I. Garcia</td> <td data-bbox="502 880 1407 902">Director for Investor Relations</td> </tr> <tr> <td data-bbox="422 902 502 925">Atty. Isabelita Ching</td> <td data-bbox="502 902 1407 925">Sales Chief Information and Compliance Officer</td> </tr> <tr> <td data-bbox="422 925 502 947">Ritchelle T. Cordero</td> <td data-bbox="502 925 1407 947">Head for Human Resources and Administration</td> </tr> <tr> <td data-bbox="422 947 502 969">John Paul C. Flores</td> <td data-bbox="502 947 1407 969">Comptroller</td> </tr> <tr> <td data-bbox="422 969 502 992">Ramon T. Villanueva</td> <td data-bbox="502 969 1407 992">Tax Compliance Officer</td> </tr> <tr> <td data-bbox="422 992 502 1014">Ricardo C. Cuerva</td> <td data-bbox="502 992 1407 1014">SVP for Design Innovation and Materials Management</td> </tr> <tr> <td data-bbox="422 1014 502 1037">Gerardo R. Mina</td> <td data-bbox="502 1014 1407 1037">VP for Property Management</td> </tr> <tr> <td data-bbox="422 1037 502 1059">Ricky M. Celis</td> <td data-bbox="502 1037 1407 1059">President for the Affordable Housing Business Segment</td> </tr> <tr> <td data-bbox="422 1059 502 1081">Timothy Hallett</td> <td data-bbox="502 1059 1407 1081">President for Tourism and Leisure Business Segments</td> </tr> </tbody> </table> | Name | Position | Jose E.B. Antonio | President and CEO | John Victor R. Antonio | Co-Chief Operating Officer/Managing Director | Jose Marco R. Antonio | Co-Chief Operating Officer/Managing Director | Jose Roberto R. Antonio | Managing Director | Jose Carlo R. Antonio | Chief Financial Officer | Rafael G. Yaptinchay | Co-Managing Director | Domie S. Eduvane | SVP for Legal and Corporate Affairs | Atty. Camille Khristine I. Aromas | Corporate Secretary | Gerardo A. Morales | Treasurer | Carlos Benedict K. Rivilla, IV | Assistant Corporate Secretary / Vice President for Corporate Affairs | Gerry Joseph Ilagan | EVP for Century Worldwide Services & Sales Management Operations | Maria Theresa Fucanan -Yu | Vice President for Corporate Communications | Kristina I. Garcia | Director for Investor Relations | Atty. Isabelita Ching | Sales Chief Information and Compliance Officer | Ritchelle T. Cordero | Head for Human Resources and Administration | John Paul C. Flores | Comptroller | Ramon T. Villanueva | Tax Compliance Officer | Ricardo C. Cuerva | SVP for Design Innovation and Materials Management | Gerardo R. Mina | VP for Property Management | Ricky M. Celis | President for the Affordable Housing Business Segment | Timothy Hallett | President for Tourism and Leisure Business Segments |
| Name | Position | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jose E.B. Antonio | President and CEO | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| John Victor R. Antonio | Co-Chief Operating Officer/Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jose Marco R. Antonio | Co-Chief Operating Officer/Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jose Roberto R. Antonio | Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jose Carlo R. Antonio | Chief Financial Officer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rafael G. Yaptinchay | Co-Managing Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Domie S. Eduvane | SVP for Legal and Corporate Affairs | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Atty. Camille Khristine I. Aromas | Corporate Secretary | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gerardo A. Morales | Treasurer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Carlos Benedict K. Rivilla, IV | Assistant Corporate Secretary / Vice President for Corporate Affairs | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gerry Joseph Ilagan | EVP for Century Worldwide Services & Sales Management Operations | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Maria Theresa Fucanan -Yu | Vice President for Corporate Communications | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kristina I. Garcia | Director for Investor Relations | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Atty. Isabelita Ching | Sales Chief Information and Compliance Officer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ritchelle T. Cordero | Head for Human Resources and Administration | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| John Paul C. Flores | Comptroller | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramon T. Villanueva | Tax Compliance Officer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ricardo C. Cuerva | SVP for Design Innovation and Materials Management | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gerardo R. Mina | VP for Property Management | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ricky M. Celis | President for the Affordable Housing Business Segment | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Timothy Hallett | President for Tourism and Leisure Business Segments | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | <p>C. Election of members of the Compensation and Remuneration Committee, the Audit Committee, and the Nomination Committee as follows:</p> <p>Nomination, Compensation and Remuneration Committee: Jose E.B. Antonio - Chairman of the Committee Carlos C. Ejercito - Member (Ind. Director) Jose L. Cuisia - Member (Ind. Director) Jose Marco R. Antonio - Member Atty. Isabelita Ching-Sales - Member Ritchelle T. Cordero - Member</p> <p>Audit Committee: Stephen CuUnjieng- Chairman of the Committee (Ind. Director) Carlos C. Ejercito - Member (Ind. Director) Jose Carlo R. Antonio - Member Jose Marco R. Antonio - Member Ricardo P. Cuerva- Member (Non-executive Director)</p> <p>Executive Committee Jose E.B. Antonio - Chairman of the Committee John Victor R. Antonio - Member Jose Marco R. Antonio - Member Jose Roberto R. Antonio - Member Jose Carlo R. Antonio - Member Rafael G. Yaptinchay - Member</p> <p>Risk Management Committee Jose L. Cuisia - Chairman of the Committee (Ind. Director) Jose E.B. Antonio - Member Stephen CuUnjieng - Member (Ind. Director) Carlos C. Ejercito - Member (Ind. Director) Jose Carlo R. Antonio - Member Rafael G. Yaptinchay - Member Isabelita Ching-Sales - Member</p> |
| | <p>Related Party Transactions Committee: Carlos C. Ejercito - Chairman of the Committee (Ind. Director) Jose L. Cuisia - Member (Ind. Director) Rafael G. Yaptinchay - Member Jose Marco R. Antonio - Member Jose Carlo R. Antonio - Member Isabelita Ching-Sales - Member</p> |
| <p>August 2, 2018</p> | <p>CPGI would like to inform the Securities and Exchange Commission and the Philippine Stock Exchange that at a special meeting of the Board of Directors on August 2, 2018, the following were unanimously approved:</p> |
| | <p>I. Appointment of Mr. JOSE CARLO R. ANTONIO as the Company's Comanaging Director. II. Appointment of Mr. PONCIANO S. CARREON, JR. as the Company's Chief Financial Officer and Head for Investor Relations. Prior to joining CPGI, Mr. Ponciano S. Carreon, Jr. he served as Chief Finance Officer of Landco Pacific Corporation, Chief Finance Officer of Arthaland Corporation, Assistant Vice President of Controllershship 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 topnotcher. III. Acceptance of the Resignation of Ms. Kristina Lowella Garcia as the Company's Investor Relations Director.</p> |

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| August 8, 2018 | Results of the Board Meeting held last August 8, 2018 |
| | The following resolutions were passed: |
| | <p>I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR 2nd QUARTER ENDING JUNE 30, 2018</p> <p>The Chairman informed the Board that there is a need to approve the Second Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Second Quarter Financial Report of the Company."</p> <p>II. PRESENTATION OF KEY BUSINESS UPDATES</p> <p>The Executive Committee presented the Company's Key Business Updates , which the Board duly noted.</p> |
| August 10, 2018 | Official Press release entitled: Century Properties increases revenues by 40% Net income up by 10% to P490 million in 1H of 2018 |
| September 12, 2018 | Special meeting of the Board of Directors on September 12, 2018, the following were duly approved for release: |
| | <p>CHANGE OF NAME OF THE FORBES MEDIA TOWER</p> <p>The Board of Directors confirms and ratifies the change of name of the project building from FORBES MEDIA TOWER to CENTURY DIAMOND TOWER.</p> |
| September 12, 2018 | Official Press release entitled: Century Properties Group Signs Leasing Agreement with Leechiu Property Consultants for Century Diamond Tower in Makati |
| September 12, 2018 | Official Press release entitled: CENTURY PROPERTIES GROUP AND MITSUBISHI CORPORATION LAUNCH PHIRST PARK HOMES, INC. New firm to roll out 33,000 homes valued at Php57 billion |
| October 5, 2018 | Official Press release entitled: Century Properties Group sells P2B vacation homes in Batulao Artscapes project |
| October 29, 2018 | Official Press release entitled: Century Properties Group to open Asian Century Center office tower in Fort Bonifacio this December |
| November 14, 2018 | Results of the Board Meeting held November 14, 2018: |
| | The following resolutions were passed: |
| | <p>I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THIRD QUARTER ENDING SEPTEMBER 30, 2018</p> <p>The Chairman informed the Board that there is a need to approve the Third Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Third Quarter Financial Report of the Company."</p> <p>II. PRESENTATION OF KEY BUSINESS UPDATES</p> <p>The Executive Committee presented the Company's Key Business Updates which the Board duly noted.</p> <p>III. ACCEPTANCE OF THE RESIGNATION OF ATTY. CAMILLE KHRISTINE AROMAS AND APPOINTMENT OF A NEW CORPORATE SECRETARY</p> <p>The Chairman informed the Board that the Company's current corporate secretary Atty Camille Khristine Aromas has resigned from her post effective November 14, 2018 and there is a need to appoint a new Corporate Secretary. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> |

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| | <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. (the “Corporation”) be authorized, as it is hereby authorized to accept the resignation of Atty. Camille Khristine Aromas and appoint ATTY. DANNY ESPEJO BUNYI, as the new Corporate Secretary of the company, to serve as such until his successor shall have been duly appointed and qualified.</p> <p>“The Board of Directors have duly noted that Atty. Danny Bunyi 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.”</p> |
| November 14, 2018 | <p>Official Press release entitled: Century Properties Group posts 45% revenue growth to Php7.5B for first 9 months of 2018 amid diversification initiatives Net income grows to 23% and exceeds 2017 full year results</p> |
| December 18, 2018 | <p>Official Press release entitled: Century Properties Group and Asian Carmakers Corporation open BGC’s newest green office building PEZA-accredited Asian Century Center 75-percent leased</p> |
| January 30, 2019 | <p>Results of the Special Board Meetings held on January 29, 2019 and January 30, 2019</p> <p>The following resolutions were passed:</p> <p>January 29, 2019:</p> <ol style="list-style-type: none"> 1. Resolution on the approval for CPGI’s application of public offering of unsecured fixed-rate peso denominated retail bonds in the aggregate amount of up to Php3,000,000,000.00; 2. Resolution on the authority of the Company to issue Peso denominated retail bonds and the filing with the Securities and Exchange Commission of a registration statement and prospectus for the retail bonds under the provisions of the Securities Regulations Code; <p>January 30, 2019:</p> <ol style="list-style-type: none"> 3. Resolution on the ratification of the disclosures contained in the Registration Statement and Prospectus to be filed by the Corporation with the Securities and Exchange Commission (“SEC”) in connection with the registration of the unsecured bonds to be offered by the Corporation to the public; and 4. Resolution further authorizing the Company to implement all necessary corporate and other actions to proceed with the offering and issuance of the Bonds; |
| February 12, 2019 | <p>CPGI would like to inform the Honorable Exchange that the Company shall have its Institutional Investors’ Briefing on Fixed Rate Retail Bonds on February 12, 2019, Tuesday at 4:00 in the afternoon. Registration shall start at 3:30 P.M. The briefing shall be held at the Events Center, 5th Floor Century City Mall, Kalayaan Avenue, Makati City. Interested parties may confirm their attendance by contacting our Investment Relations’ Director, Mr. Ponciano S. Carreon at: Email: ponciano.carreon@century-properties.com</p> |

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| March 18, 2019 | Results of the Board Meeting held last May 8, 2018 |
| | The following resolutions were passed: |
| | <p>I. APPROVAL OF THE COMPANY'S ANNUAL FINANCIAL REPORT FOR THE YEAR ENDING DECEMBER 31, 2018 The Chairman informed the Board that there is a need to approve the Annual Financial Report of the Company for the year ended 31 December 2018. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Annual Financial Report of the Company for the year ended 31 December 2018 and the release of the same."</p> |
| March 19, 2019 | II. PRESENTATION OF KEY BUSINESS UPDATES The Executive Committee presented the Company's Key Business Updates which the Board duly noted. |
| | Official Press release entitled: Century Properties Group net income jumps 72% to P1.1B on portfolio expansion to affordable housing, commercial leasing Capex set at P8-10 billion for 2019 |
| March 22, 2019 | CPGI would like to inform the Honorable Exchange that the Securities and Exchange Commission during its Commission Meeting held last March 21, 2019 favorably considered the Company's Registration of its Unsecured Fixed-Rate Peso Retail Bonds with the aggregate principal amount of TWO BILLION PESOS (Php2,000,000,000.00) with a Oversubscription Option of up to ONE BILLION PESOS (Php1,000,000,000.00) subject to the submission of the Final Prospectus and the Transaction Agreements forming part of the offering. |
| March 27, 2019 | CPGI would like to inform the Honorable Exchange that the Securities and Exchange Commission has issued today, March 27, 2019, the Order rendering Effective the Company's Registration of its Unsecured Fixed-Rate Peso Retail Bonds with the aggregate principal amount of TWO BILLION PESOS (Php2,000,000,000.00) with an Oversubscription Option of up to ONE BILLION PESOS (Php1,000,000,000.00). A Certificate of Permit to Offer Securities for Sale has likewise been issued. |
| March 28, 2019 | Official Press release entitled: |
| | Century Properties Group prices 3-year bonds |
| May 3, 2019 | Official Press release entitled: |
| | Century Properties Group Completes 3-Year Bond Issuance |
| May 3, 2019 | Official Press release entitled: |
| | PHIRST PARK HOMES REPORTS STRONG PRE-SALES Century Properties Group's affordable housing brand pre-sells more than 3,000 homes for Php 4.4 billion across 3 projects since launch |

Other Proposed Action

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

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

Voting Procedures

(a) Vote Required

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

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

(b) Method by which Votes will be Counted

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

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on May 30, 2019

CENTURY PROPERTIES GROUP INC.

By:


ATTY. DANNY E. BUNYI
Corporate Secretary