

**SECURITIES AND EXCHANGE COMMISSION**

*SEC FORM 17-C*

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

1. Date of Report (Date of earliest event reported): **June 29, 2017**

2. SEC Identification Number: **60566**

3. BIR Tax Identification No. : **004-504-281-000**

4. Exact name of issuer as specified in its charter:

**CENTURY PROPERTIES GROUP INC.**

5. Province, country or other jurisdiction of incorporation: **Metro Manila**

6. Industry Classification Code:  (SEC Use Only)

7. Address of principal office/Postal Code: **21<sup>st</sup> Floor, Pacific Star Building, Sen. Gil Puyat Avenue corner Makati Avenue, Makati City**

8. Issuer's telephone number, including area code: **(632) 793-8905**

9. Former name or former address, if changed since last report: **EAST ASIA POWER RESOURCES CORPORATION , Ground Floor, Philippine Fisheries Development Authority, PFDA Building, Navotas Fishport Complex, Navotas City**

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Each Class

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

**Common Shares**

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

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

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## Item 9. Other Events / Material Information

In compliance to the rules and regulations for publicly listed corporations, Century Properties Group Inc. (CPGI or the "Company") would like to inform the Securities and Exchange Commission and the Philippine Stock Exchange that at the Annual Stockholders' Meeting held today, June 29, 2017, the following events transpired and the following resolutions were unanimously approved:

### PRESENT:

	Number of Shares	Percentage
Total Shares Present (in person or by Proxy)	9,344,319,550	79.87%
Total Outstanding Shares (Treasury shares)	11,599,600,690 (100,123,000)	

- As of Record Date: June 1, 2017

### I. CALL TO ORDER

The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary, Atty. Camille Khristine I Aromas, recorded the minutes of the proceedings.

### 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 June 1, 2017, and that a quorum existed for the transaction of such business as may properly come before the meeting, there being present (in person or by proxy) the stockholders representing 9,344,319,550 shares of the Corporation, constituting approximately 79.87% of the Corporation's total outstanding capital stock.

### III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JULY 22, 2016

Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on 22 JULY 2016 was dispensed with and the said minutes were approved as presented.

### IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2016

The Chairman presented his report to the stockholders of the Corporation for the year 2016, while the CFO presented the results of operations, management report inclusive of the presentation of the 2016 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 2016 was approved.

## 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, the following resolutions were unanimously ratified by the stockholders:

<p>May 6, 2016</p>	<p>Results of the regular Board Meeting held last May 6, 2016:</p> <p>The following resolutions were passed:</p> <p>I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THE FIRST QUARTER ENDING MARCH 31, 2016</p> <p>The Chairman informed the Board that there is a need to approve the First Quarter Financial Report of the Company. U</p> <p>II. 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.</p> <p>III. ANNUAL STOCKHOLDERS' MEETING</p> <p>The Chairman then discussed the need to set and approve the date of the Annual Stockholders' Meeting of the Company on July 15, 2016. The Board unanimously approved the following resolutions:</p> <p>"RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on July 15, 2016, Friday at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.</p> <p>RESOLVED, FURTHER, that the record date is set on June 17, 2016 thus, only common stock shareholders as of June 17, 2016 shall be entitled to notice and to vote at the said meeting.</p> <p>IV. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2016</p> <p>The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2016 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2016.</p>
<p>May 13, 2016</p>	<p>NOTICE OF ANNUAL STOCKHOLDERS MEETING</p> <p>Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on JULY 15, 2016 at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City.</p> <p>Only common stock shareholders as of JUNE 17, 2016 shall be entitled to notice and to vote at the said meeting.</p> <p>The Agenda for the meeting is as follows:</p> <ol style="list-style-type: none"> <li>1. Call to order</li> <li>2. Certification of notice and the existence of a quorum</li> <li>3. Approval of the minutes of the 2014 Annual Stockholders' Meeting held on June 22, 2015</li> <li>4. Annual Report of the President</li> <li>5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers</li> <li>6. Approval of the 2015 Audited Consolidated Financial Statements of the Corporation</li> <li>7. Election of Members of the Board of Directors and three Independent Directors</li> <li>8. Appointment of External Auditor for 2016</li> <li>9. Other Matters (Reserved - to be further discussed by the Board)</li> <li>10. Adjournment</li> </ol> <p>The Minutes of the last Annual Stockholders' Meeting will be available for inspection during the office hours at the Office of the Corporate Secretary. In addition, copies of the minutes will also be made available at the said meetin</p>
<p>June 16, 2016</p>	<p>AMENDMENT OF ARTICLE II OF THE COMPANY'S ARTICLES OF INCORPORATION</p> <p>The Chairman informed the Board that there is a need to amend Article II of the Amended Articles of Incorporation of the Company.</p>

	<p>“RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article II under the Amended Articles of Incorporation to read as follows:</p> <p>A.) SECOND: That the purposes for which the corporation is formed are:</p> <p><b>PRIMARY PURPOSE</b></p> <p>To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at any time held, owned or developed by the Corporation; to engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of properties of any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form (sic) or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures exchange/broker/merchant, investment house, and an investment company adviser/mutual fund distributor of any investment company/mutual fund company (as amended by the Board of Directors on June 16 and ratified by the stockholders on July 22, 2016).</p> <p>B.) DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES.</p> <p>10. To guarantee and secure, for and in behalf of the corporation, loans, obligations and other corporation or entities in which it has lawful interest” (As amended by the Board of Directors on April 04, 2014 and Stockholders on July 23, 2014)</p>
<p>June 16, 2016</p>	<p>Results of the Special Board Meeting on June 16, 2016  Re-schedule of the Annual Shareholders Meeting to JULY 22, 2016  Moving Record Date to June 30, 2016  Amendment of Art. II of the Amended Articles of Incorporation</p> <p>The following were unanimously approved:</p> <ul style="list-style-type: none"> <li>• RE-SCHEDULE OF THE ANNUAL SHAREHOLDERS’ MEETING:  The Chairman informed the Board that there is a need to re-schedule the annual stockholders meeting originally scheduled on JULY 15, 2016 as the Chairman will be attending an important Conference out of the country:  “RESOLVED, That the Board of Directors of Century Properties Group Inc. ( the “Corporation”) be authorized, as it is hereby authorized to approve the re-scheduling of the annual stockholders meeting to from JULY 15, 2016 to JULY 22, 2016, Friday at 9:00 a.m. at the EVENTS CENTER, 5th Floor, Century City Mall, Kalayaan Ave., Makati City;”  “RESOLVED, FURTHER, that the record date BE MOVED TO JUNE 30, 2016 thus, only common stock shareholders as of June 30, 2016 shall be entitled to notice and to vote at the said meeting;”</li> <li>• AMENDMENT OF ARTICLE II OF THE COMPANY’S ARTICLES OF INCORPORATION  The Chairman informed the Board that there is a need to amend Article II of the Amended Articles of Incorporation of the Company.  “RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article II under the Amended Articles of Incorporation to read as follows:  A.) SECOND: That the purposes for which the corporation is formed are:</li> </ul> <p><b>PRIMARY PURPOSE</b></p> <p>To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at any time held, owned or developed by the Corporation; to engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell,</p>

	<p>exchange, or otherwise dispose of properties of any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form (sic) or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures ex-change/broker/merchant, investment house, and an in-vestment company adviser/mutual fund distributor of any investment company/mutual fund company</p> <p>B.) DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES</p>
June 29, 2016	Declaration of Special Cash Dividends
June 29, 2016	Declaration of Regular Cash Dividends
July 12, 2016	Information Statement for Annual Stockholders' Meeting
July 12, 2016	Extension for the Submission of Proxy Forms
July 22, 2016	<p>Results of the Annual Shareholders' Meeting dated July 22, 2016</p> <p>PRESENT:  Number of Shares Percentage  Total Shares Present (in person or by Proxy) 9,225,793,871 79.54%  Total Outstanding Shares (Treasury shares) 11,599,600,690 (100,123,000)  • As of Record Date: June 30, 2016</p> <p>I. CALL TO ORDER  The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary, Atty. Camille Khristine I Aromas, recorded the minutes of the proceedings.</p> <p>II. CERTIFICATION OF NOTICE AND QUORUM  The Corporate Secretary certified that notices of this annual stockholders' meeting, together with the agenda thereof and the Definitive Information Statement, were duly sent to all the stockholders of the Corporation of record date as of June 30, 2016, and that a quorum existed for the transaction of such business as may properly come before the meeting, there being present (in person or by proxy) the stockholders representing 9,225,793,871 shares of the Corporation, constituting approximately 79.54% of the Corporation's total outstanding capital stock.</p> <p>III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JUNE 22, 2015</p> <p>IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2015</p> <p>V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION</p> <p>VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS  The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified. Upon motion duly made and seconded, the following persons were elected as Directors:  1. Jose E.B. Antonio 2. John Victor R. Antonio 3. Jose Marco R. Antonio 4. Jose Roberto R. Antonio 5. Jose Carlo R. Antonio 6. Ricardo P Cuerva 7. Rafael G. Yaptinchay 8. Jose L. Cuisia Jr - Independent Director 9. Stephen T. CuUnjieng - Independent Director  10. Carlos C. Ejercito - Independent Director</p> <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.</p> <p>VIII. AMENDMENT OF CHARTER, BYLAWS</p> <p>The Chairman discussed to the stockholders that the ratification for approval of shareholders is being secured to: Amend Article II under the Amended Articles of Incorporation</p> <p>VIII. ADJOURNMENT  There being no other matter to discuss and business to transact, the meeting was adjourned at 11:00 a.m.</p>

July 22, 2016

Results of the Organizational Meeting of the Board of Directors

A. The Corporate Secretary certified to the election of the following Directors of the Corporation at the recently concluded Annual Stockholders' Meeting:

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

B.

B. Upon nomination duly made and seconded, the following persons were unanimously confirmed and elected to the positions set forth after their respective names:

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 Senior Vice President 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 Senior Vice President for Sales Management  
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  
Patrick C. Carague Senior Vice President for Risk Management  
Jeffrey R. Balmores Tax Director  
John Paul C. Flores Comptroller

C. Appointment of Senior Advisor to the Board of Directors - Upon motion duly made and seconded, Mr. Washington Sycip is hereby appointed as Senior Advisor to the Board of Directors for the ensuing year.

D. Election of members of the Compensation and Remuneration Committee, the Audit Committee, and the Nomination Committee as follows:

Nomination, Compensation and Remuneration Committee:

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

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

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

November 8, 2016	<p>Results of the Regular Board Meeting held on November 8, 2016</p> <p>the following were unanimously approved:</p> <p><b>I. APPROVAL OF QUARTERLY REPORT</b></p> <p>The Chairman informed the Board that there is a need to approve the 3rd Quarter Financial Report of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. ( the “Corporation”) be authorized, as it is hereby authorized to approve the Third Quarter Financial Report of the Company and the release of the same.”</p> <p><b>II. PRESENTATION OF KEY BUSINESS UPDATES</b></p> <p>The Executive Committee presented the Company’s Key Business Updates which the Board duly noted.</p> <p><b>III. OTHER BUSINESS</b></p> <p>The Chairman informed the Board that there is a need to accept and confirm the resignation of Mr. Tim Hallett as Chief Operating Officer for Hospitality.</p>
March 29, 2017	<p>Results of the Regular Board Meeting held on March 29, 2017, the following were unanimously approved:</p> <p><b>I. APPROVAL OF ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2016</b></p> <p>The Chairman informed the Board that there is a need to approve the Annual Financial Report of the Company for the year ended 31 December 2016. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:</p> <p>“RESOLVED, That the Board of Directors of Century Properties Group Inc. ( the “Corporation”) be authorized, as it is hereby authorized to approve the Annual Financial Report of the Company for the year ended 31 December 2016 and the release of the same.”</p> <p><b>II. OTHER BUSINESS</b></p> <p><b>1. Key Business and Project Updates</b></p> <p>The Executive Committee presented the Company’s Key Business and Project Updates which the Board duly noted.</p> <p><b>2. Appointment of Senior Officer</b></p> <p>The Board approved the appointment of MR. RICKY M. CELIS as President for the Company’s Affordable Housing Business Segment.</p>



## **VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified. Upon motion duly made and seconded, the following persons were elected as Directors:

1. Jose E.B. Antonio
2. John Victor R. Antonio
3. Jose Marco R. Antonio
4. Jose Roberto R. Antonio
5. Jose Carlo R. Antonio
6. Ricardo P Cuerva
7. Rafael G. Yaptinchay
8. Jose L. Cuisia Jr – Independent Director
9. Stephen T. CuUnjieng – Independent Director
10. Carlos C. Ejercito – Independent Director

## **VII. APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman informed the stockholders of the need to appoint an external auditor of the Corporation. The Chairman said that the auditing firm of SGV and Company was recommended by the Audit Committee and endorsed by the Board of Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:

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

## **VIII. AMENDMENT OF CHARTER, BYLAWS**

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

Amend Article VI under the Amended Articles of Incorporation to read as follows:

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

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

**FROM:**

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

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

**TO:**

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

1. **FIFTEEN BILLION (15,000,000,000)** common shares of the par value of PHP 0.53 each;

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

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

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

#### Voting Rights

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

#### Dividends

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

#### Liquidation Preferences

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

#### Redemption

The Preferred Shares shall be redeemable at the option of the Corporation at such times and prices as may be determined by the Board of Directors at the time of issue, which price may not be less than the par value thereof plus accrued dividends. Any shares redeemed or purchased by the Corporation shall be recorded as treasury stock and may be re-issued in the

future. The Board of Directors shall determine the terms and conditions of a retirement or a sinking fund, if any, for the purchase or redemption of the shares for such series.

#### Pre-emptive Rights

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

#### Eligibility of Investors

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

#### Other Features

The Preferred Shares may have such other terms and conditions, preferences, rights restrictions and qualifications not inconsistent herewith and may include convertible feature, as may be determined by the Board of Directors. *(As amended by the Board on May 8, 2017 and by the Stockholders on June 29, 2017)*

### **VIII. ADJOURNMENT**

There being no other matter to discuss and business to transact, the meeting was adjourned at 11:00 a.m.

The Company fully undertakes that it shall furnish the Honorable Exchange all material documentation and filings for the aforementioned resolutions.

### **SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**For: CENTURY PROPERTIES GROUP INC.**



**ATTY. ISABELITA CHING-SALES**  
Chief Information and Compliance Officer