

**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): **08 May 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: **N/A**
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**  
**100,123,000 Treasury Shares**

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

## **Item 9. Other Events / Material Information**

CPGI would like to inform the Honorable Exchange that the Company, during its Board Meeting held today, May 8, 2017, the following resolutions were passed:

### **I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THE FIRST QUARTER ENDING MARCH 31, 2017**

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. AMENDMENT OF ARTICLE SIX OF THE CORPORATION'S AMENDED ARTICLES OF INCORPORATION**

The Chairman informed the Board that there is a need to amend Article Six of the Amended Articles of Incorporation of the Company.

**"RESOLVED** that the Board of Directors of Century Properties Group Inc. hereby approves the amendment of Article Six of the Amended Articles of Incorporation, specifically:

1. To reclassify 3,000,000,000 unissued common shares with a par value of Php0.53 per share to 3,000,000,000 preferred shares with a par value of Php1.00 per share
2. To increase the company's authorized capital stock from Php9,540,000,000.00 to Php10,950,000,000.00
3. To authorize the Board of Directors to adopt resolutions authorizing the issuance of one or more series for such number of preferred 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 Security and Exchange Commission.

	<b>FROM</b>	<b>TO</b>
Number of Common Shares	18,000,000,000	15,000,000,000
Par Value per Share	0.53	0.53
Value	9,540,000,000.00	7,950,000,000.00
Reclassified to Preferred Shares		3,000,000,000
Par Value per Share		1.00
Total Authorized Capital	9,540,000,000.00	10,950,000,000.00

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

**III. NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE ENDORSEMENT FOR THE SELECTION AND NOMINEES FOR INDEPENDENT DIRECTORS AND REGULAR DIRECTORS**

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:

**“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 2017-2018

Independent Directors:

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

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

**“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.”

#### **IV. ANNUAL STOCKHOLDERS’ MEETING**

The Chairman then discussed the need to set and approve the date of the Annual Stockholders’ Meeting of the Company on June 29, 2017. The Board unanimously approved the following resolutions:

**“RESOLVED**, to set and approve the date of the Annual Stockholders’ Meeting on **June 29, 2017, Thursday at 9:00 a.m.** at the **EVENTS CENTER, 5<sup>th</sup> Floor, Century City Mall, Kalayaan Ave., Makati City.**

**RESOLVED, FURTHER**, that the record date is set on June 1, 2017 thus, only common stock shareholders as of June 1, 2017 shall be entitled to notice and to vote at the said meeting;

**“RESOLVED, FURTHER**, that the agenda for the said meeting shall be as follows:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the 2015 Annual Stockholders’ Meeting held on July 22, 2016
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 2016 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors
8. Appointment of External Auditor for 2017
9. Other Matters

- a.) Amendment of Article Six of the Company's Amended Articles of Incorporation
- 10. Adjournment

**“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.”

**V. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2017**

The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2017 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2017. 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:

**“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 2017.”

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

**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.

**CENTURY PROPERTIES GROUP, INC.**



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