



January 17, 2022

**SECURITIES AND EXCHANGE COMMISSION**

G/F Secretariat Building  
PICC Complex, Roxas Boulevard  
Pasay City 1307

**Attention: Vicente Graciano P. Felizmenio, Jr.  
Director, Markets and Securities Regulation Department**

**Re: Quarterly Report on the Use of Proceeds from Preferred Shares Offering**

**Gentlemen:**


In connection with the Primary Offer of 20,000,000 Preferred Shares, with an oversubscription option of up to 10,000,000 Preferred Shares that were listed on January 10, 2020, for the quarter ended December 31, 2021, proceeds were as follows:

<b>Use of Proceeds</b>	<b>AS OF SEPTEMBER 30, 2021</b>	<b>AS OF DECEMBER 31, 2021</b>
Net proceeds from the sale of Preferred Shares	3,000,000,000	3,000,000,000
Less: Offer Related Expenses		
Underwriting fees	49,031,689	49,031,689
DST	159,000	159,000
SEC registration and legal research fee	1,325,725	1,325,725
SEC listing fee	2,525	2,525
PSE Filing fee (inclusive of VAT)	3,300,050	3,300,050
Legal fees (excluding OPE)	1,711,217	1,711,217
Stock Transfer and Receiving Agent fee	550,000	550,000
Insurance Commission processing fee	10,100	10,100
Audit fees	4,693,071	4,693,071
Other miscellaneous expenses (signing, publicity, etc.)	99,027	99,027
Subtotal	60,882,404	60,882,404
Net proceeds for the Offer	2,939,117,596	2,939,117,596
Capital Expenditures	2,115,785,637	2,325,514,199
<b>Net Proceeds</b>	<b>823,331,959</b>	<b>613,603,397</b>

No other disbursements were made for the period.

Enclosed herewith is the certification of the external auditor on the application of proceeds from the offering. Thank you.

Very truly yours,

  
**Ponciano S. Carreon Jr.**  
**Chief Finance Officer**

**STRICTLY CONFIDENTIAL**

The Stockholders and the Board of Directors  
Century Properties Group, Inc.  
19/F Pacific Star Building  
Sen. Gil Puyat Ave. co. Makati Ave.  
Makati City

We have performed the procedures agreed with you and enumerated below with respect to the Quarterly Progress Report on Use of Proceeds from Preferred Shares Offering as at December 31, 2021 on the use of proceeds from the preferred shares offering of Century Properties Group, Inc. (the Company) and Subsidiaries (the Group) on January 10, 2020 (the “Progress Report”). Our engagement was undertaken in accordance with the Philippine Standard on Related Services (PSRS) 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. These procedures were performed solely to enable the Group to comply with the Philippine Securities and Exchange Commission’s (SEC) requirement to submit an external auditor’s certification on the information being presented by the Group relating to the Progress Report as of December 31, 2021.

Summarized below are the procedures performed and our findings:

**Procedures Performed**

1. We obtained from management the Progress Report as of December 31, 2021 showing the following information:
  - a. Balance of net proceeds as of September 30, 2021;
  - b. Description of disbursements for the period ended October 1 to December 31, 2021 (the period);
  - c. Amount of disbursement for the period; and
  - d. Balance of net proceeds as of December 31, 2021.
2. We checked the mathematical accuracy of the Progress Report.
3. We compared the balance of the net proceeds (amounting to ₱823.33 million) as of September 30, 2021 indicated in the Progress Report as of December 31, 2021, to the ending balance of net proceeds as of September 30, 2021 disclosed in the Progress Report as of September 30, 2021 submitted to the SEC on October 15, 2021.
4. We compared the disbursements as indicated in the Progress Report as of December 31, 2021 amounting to ₱2,386.40 million to the subsidiary list of disbursements for the period.
5. We traced the disbursements in the subsidiary list of disbursements to the supporting documents such as cash disbursements journal, billing statements, invoices, check vouchers, official receipts, bank statements and loan agreements, and agreed the amounts to the list of disbursements.
6. We traced the remaining balance of the net proceeds as of December 31, 2021 to the bank statement as of December 31, 2021.

7. We compared disbursements as indicated in the Progress Report as of December 31, 2021. with the schedule of planned use of proceeds from the Offering and inquired with management the reason for any differences noted.
8. We obtained the list of Board of Directors resolutions for the period and reviewed if there were any reallocations or changes in the schedule of planned use of proceeds from the Offering.

## Findings

We report our findings below:

1. With respect to item (1), we were able to obtain the Progress Report showing the following information:
  - a) Balance of net proceeds as of September 30, 2021;
  - b) Description of disbursements for the period;
  - c) Amount of disbursement for the period; and
  - d) Balance of net proceeds as of December 31, 2021.
2. With respect to item (2), no exception noted.
3. With respect to item (3), no exception noted.
4. With respect to item (4), no exception noted.
5. With respect to item (5), no exception noted.
6. With respect to item (6), no exception noted.
7. With respect to item (7), we noted that the following differences (in millions).

	Disbursement included only in Progress Report as of December 31, 2021 not in the schedule of planned use of proceeds from the Offering Circular	Disbursement included only in schedule of planned use of proceeds in the Offering Circular and not in the Progress Report as of December 31, 2021
Upfront fees	₱18.95	₱-
Project development fees	-	632.49

As represented by management, the upfront fees were due to certain additional professional fees paid by the Group for the oversubscription of the shares, while the project development fees were due to postponement of the development of the Group's project due to COVID-19 pandemic. As the economy has not yet fully recovered from the effects of several lockdowns during the year, management prudently deferred the launching of new projects. Management expects that the above differences will reverse in the future.

8. With respect to item (8), we found that there were no board resolutions pertaining to any reallocations or changes in the schedule of planned use of proceeds during the period.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagement, we do not express any assurance on the Group's consolidated financial statements.

Had we performed additional procedures, or had we performed an audit or review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagement, other matters might have come to our attention that would have been reported to you. This report is intended solely for the purpose set forth in the first paragraph of this report and should not be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the accounts and items specified above and do not extend to any financial statements of the Group taken as a whole.

SYCIP GORRES VELAYO & CO.



John T. Villa

Partner

CPA Certificate No. 94065

Tax Identification No. 901-617-005

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 94065-SEC (Group A),

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-076-2020

December 3, 2020, valid until December 2, 2023

PTR No. 8534381, January 4, 2021, Makati City

December 31, 2021