

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): **May 11, 2023**
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: **35th Floor Century Diamond Tower, Century City, Kalayaan Avenue, Makati City 1200**
8. Issuer's telephone number, including area code: **(632) 7-793-8905**
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
<u>Common Shares</u>	11,599,600,690 <u>Common Shares</u>
<u>Preferred Shares</u>	100,123,000 <u>Treasury Shares</u> 30,000,000

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 Special Board Meeting held today, May 11, 2023, the following resolutions were passed:

I. **ANNUAL STOCKHOLDERS' MEETING**

The Chairman discussed the need to set and approve the details of the Annual Stockholders' Meeting of the Company on **JUNE 30, 2023**. The Board unanimously approved the following resolutions:

“RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on **JUNE 30, 2023, Friday at 10:00 a.m., to be conducted virtually** and attendance at the meeting will be via remote communication only.

RESOLVED, FURTHER, that the record date is set on **MAY 26, 2023**, thus, only common stock shareholders as of **MAY 26, 2023** 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 Annual Stockholders' Meeting held on JUNE 27, 2022
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 2022 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 2023
9. Other Matters

i. Amendment of Article 1 of the Amended By-Laws of the Corporation to change the principal place of business of the Company –

from: *21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City*

to: *35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City*

10. Adjournment

In light of the increase in COVID-19 cases and in support of the measures to prevent the further spread thereof, **there will be no physical meeting**. Stockholders may only attend and participate in the meeting by remote communication. Stockholders may vote electronically in absentia, subject to validation procedures.

Stockholders who intend to attend by remote communication are required to REGISTER via <https://www.century-properties.com/asm2022/> on or before **June 23, 2023**

The instructions, procedures and requirements for electronic voting in absentia and participation by remote communication shall be sent to the email address provided in the stockholder's registration from.

The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder after validation. The procedures for participating in the meeting through remote communication and for casting of votes in absentia will be set forth and discussed in details in the Company's Definitive Information Statement (SEC Form 20-IS).

The Definitive Information Statement, Management Report, Audited Financial Statements, Quarterly Report/s and other documents relative to the Annual Stockholders' Meeting, including the Procedures and Guidelines on the **participation by remote communication** and voting in absentia may be accessed, beginning on **MAY 29, 2023** through any of the following:

1. Go to the Corporation website via this link: <https://www.century-properties.com/>
2. Go to the PSE EDGE portal via <https://edge.pse.com.ph/> or;
3. Request for a copy by sending an email to icsales@century-properties.com or danny.bunyi@divinalaw.com

RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue this 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."

II. RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE ENDORSEMENT FOR THE SELECTION AND NOMINEES FOR INDEPENDENT DIRECTORS AND REGULAR DIRECTORS

The Chairman of the Risk Management and Corporate Governance 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 Risk Management and Corporate Governance Committee hereby approves the selection and nomination of the following Independent Directors and Regular Directors for the year 2022-2023

Independent Directors:

CARLOS C. EJERCITO - nominated by CPI
STEPHEN T. CuUNJIENG - nominated by CPI
JOSE L. CUISIA Jr. - nominated by CPI
AILEEN CHRISTEL U. ONGKAUKO – nominated by CPI

Regular Directors:

Jose E. B. Antonio
John Victor R. Antonio
Jose Marco R. Antonio
Jose Carlo R. Antonio
Ricardo P. Cuerva – Non Executive
Rafael G. Yaptinchay
Hilda R. Antonio – Non Executive

“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.”

III. AMENDMENT OF THE BY-LAWS OF THE CORPORATION

The Chairman informed the Board that there is a need to amend ARTICLE 1 of the Company’s By-Laws to change the principal place of business 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. hereby approves the amendments of Article 1 under the Amended By-Laws of Century Properties Group Inc. to read as follows:

ARTICLE I
Office

The principal office of the Corporation shall be located at the **35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City.** The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate. (As amended by the Board of Directors on its special meeting on May 11, 2023 and subject to the approval of the Majority Stockholders of CPGI on June 30, 2023).

“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”.

IV. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2023

The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2023 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2023. 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 2023.”

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