

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **60566**
2. **CENTURY PROPERTIES GROUP INC.**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **004-504-281-000**
BIR Tax Identification Number
5. **HOLDING COMPANY AND REAL ESTATE BUSINESS**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **35/F, Century Diamond Tower,**
Century City, Kalayaan Ave. cor. Salamanca St., Poblacion, Makati City 1210
Telephone Number: (632) 7-7938905 / (632) 7-7938220
Facsimile Number: (632) 7-7935542
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): **December 31**

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Series B Preferred Shares (Firm Shares)	30,000,000	Php100.00	Php3,000,000,000.00	
Series B Preferred Shares (Oversubscription Option Shares)	20,000,000	Php100.00	Php2,000,000,000.00	
Total Number of Shares	50,000,000		Php5,000,000,000.00	First Php1 Billion – Php812,500.00 Excess of Php1 Billion – Php1,000,000.00

Legal Research Fee of 1% of the filing fee	Php18,125.00
Loose Documentary Stamp Tax	Php 30.00
TOTAL FEES	Php1,830,655.00

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

The information required by [Part VI](#), paragraph (A) of “[Annex C, as amended](#)” is on page 1 of the Prospectus.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

The information required by [Part VI](#), paragraph (B) of “[Annex C, as amended](#)”, to wit:

- (1) The following information is found on the following pages of the Prospectus:
 - (a) Number of shares offered by current stockholders is on page 2 of the Prospectus;
 - (b) Total number of shares outstanding after the offering is on page 2 of the Prospectus;
 - (c) Total proceeds raised by the offering is on page 4 of the Prospectus;
 - (d) Brief description of use of proceeds from the offering is on page 4 of the Prospectus;
 - (e) Underwriters' fees is on page 4 of the Prospectus;
 - (f) Dividend policy is on page 3 of the Prospectus;
 - (g) Address and telephone number of the company's principal office is on page 2 of the Prospectus.
- (2) Table of Contents is on page 8 of the Prospectus.
- (3) Brief description of the company's business is on page 114 of the Prospectus.
- (4) Summary paragraph or key points characterizing the risks of the offering under the caption “Risks of Investing” is on page 26 of the Prospectus.
- (5) Summary financial information in tabular or graphic form which is useful to potential investors is on page 29 of the Prospectus.
- (6) A Glossary is on page 10 of the Prospectus.
- (7) The required statement is on page 7 of the Prospectus.

Item 3. Risk Factors and Other Information

The information required by [Part VI](#), paragraph (C) and (D) of “[Annex C, as amended](#)” is on page 66 of the Prospectus, under the title, “Risk Factors”.

Item 4. Use of Proceeds.

The information required by [Part VI](#), paragraph (E) of “[Annex C, as amended](#)” is on page 99 of the Prospectus, under the title, “Use of Proceeds”.

Item 5. Determination of Offering Price.

The information required by [Part VI](#), paragraph (F) of “[Annex C, as amended](#)” is on page 104 of the Prospectus, under the title, “Determination of Offer Price”.

Item 6. Dilution.

The information required by [Part VI](#), paragraph (G) of “[Annex C, as amended](#)” is on page 103 of the Prospectus, under the title, “Dilution”.

Item 7. Selling Security Holders.

The information required by [Part VI](#), paragraph (H) of “[Annex C, as amended](#)” is on page [N/A] of the Prospectus, under the title, “N/A”.

Item 8. Plan of Distribution.

The information required by [Part VI](#), paragraphs (I), (J) and (K) of “[Annex C, as amended](#)” is on page 105 of the Prospectus, under the title, “Plan of Distribution”.

Item 9. Description of Securities to Be Registered.

The information required by [Part II](#), paragraph (B) of “[Annex C, as amended](#)” is on page 56 of the Prospectus, under the title, “Description of the Series B Preferred Shares”.

Item 10. Interests of Named Experts and Independent Counsel.

The information required by [Part VI](#), paragraph (L) of “[Annex C, as amended](#)” is on page 226 of the Prospectus, under the title, “Interests of Independent Legal Counsels and Independent Auditors”.

Item 11. Information with Respect to the Registrant.

- (a) Information required by [Part I](#), paragraph (A) of “[Annex C, as amended](#)”, is on page 114 of the Prospectus, under the title, Description of Business;
- (b) Information required by [Part I](#), paragraph (B) of “[Annex C, as amended](#)”, is on page 153 of the Prospectus, under the title, Description of Properties;
- (c) Information required by [Part I](#), paragraph (C) of “[Annex C, as amended](#)”, is on page 171 of the Prospectus, under the title, Legal Proceedings;
- (d) Where common equity securities are being offered, information required by [Part II](#), paragraph (A)(1) through (4) of “[Annex C, as amended](#)”, Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;

- (e) Information required by Part III, paragraph (A) of “Annex C, as amended”, is on page 200 of the Prospectus, under the title, Management’s Discussion and Analysis of Financial Condition and Results of Operations;
- (f) Information required by Part III, paragraph (B) of “Annex C, as amended”, is on page N/A of the Prospectus, under the title, N/A;
- (g) Information required by Part IV, paragraph (A) of “Annex C, as amended”, is on page 229 of the Prospectus, under the title, Directors, Executive Officers, and Control Persons;
- (h) Information required by Part IV, paragraph (B) of “Annex C, as amended”, is on page 234 of the Prospectus, under the title, Compensation and Benefits of Key Management Personnel;
- (i) Information required by Part IV, paragraph (C) of “Annex C, as amended”, is on page 236 of the Prospectus, under the title, Security Ownership of Management and Certain Record and Beneficial Owners;
- (j) Information required by Part IV, Section (D) of “Annex C, as amended”, is on page 237 of the Prospectus, under the title, Certain Relationships and Related Transactions.

Item 12. Financial Information

The financial information as required by SRC Rule 68 is attached to the Prospectus as Exhibits.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

The information required by Part VI, paragraph (M) of “Annex C, as amended” is on page 99 of the Prospectus, under the title, “Use of Proceeds”.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by Part VII of “Annex C, as amended”.

DOCUMENT	EXHIBIT
Preliminary Prospectus	A
Audited Financial Statements for the last three (3) years (consolidated, if applicable), with Statement of Management’s Responsibility	B
Interim reviewed financial statements for the period ending 30 September 2023, with Statement of Management’s Responsibility	C
Publication of Notice of Filing of Registration Statement 1. Undertaking to Publish Notice of Filing of Registration Statement 2. Notice of Filing of Registration Statement for signature of MSRD Director	D
Draft Underwriting Agreement	E
Latest Amended Articles of Incorporation	F
Latest Amended By-laws	G
Instruments defining the rights of security holders, including indentures	H
Opinion of independent counsel as to the legality of the securities being registered and tax-related matters	I
Certification on No Material Contracts	J

Latest Annual / Quarterly Reports to security holders 1. SEC Form 17-A Report, for the fiscal year ended 31 December 2022 2. SEC Form 17-Q Report, for the quarterly period ended 30 September 2023	K
Report furnished to security holders	L
List of subsidiaries of the Issuer	M
Curriculum vitae and recent photos of officers and directors	N
Authorization in favor of the SEC to examine bank accounts of the Issuer and those of its subsidiaries, affiliates, and persons under common control with or by the Issuer	O
Board resolution manually signed by a majority of the directors of the Issuer, on the approval or authorization for the public offering, issuance of the Offer Shares, the listing of the Offer Shares, the filing of the Registration Statement covering the Offer Shares, and the execution of all relevant agreements (including the Underwriting Agreement), and the approval of the disclosures contained in the Registration Statement and the assumption by the Board of full responsibility for information contained therein	P
Secretary's Certificate on the adoption of Manual on Corporate Governance and submission of copy to the SEC, adoption of a fit and proper rule, and undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors	Q
Mandate Letter of the Underwriter	R
Certification from the Corporate Secretary of the Issuer that the AFS of all of the Issuer's subsidiaries have been filed with the SEC	S
Certification from the legal counsel of the Issuer on the on-going legal proceedings involving the Issuer, its subsidiaries, affiliates and their respective properties, including a list of non-material cases	T
Certification from the Corporate Secretary of the Issuer that all mandated government licenses and permits have been secured and that such licenses and permits are valid and current.	U
Certification from the Issuer that it is aware of documents/amendments submitted in connection with the Registration Statement	V
Certification from the Underwriter that it is aware of documents/amendments submitted in connection with the Registration Statement and certification on the conduct of due diligence	W

Item 15.

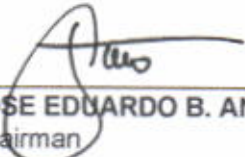
There are no other documents, the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

[Signature page follows]


SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on NOV 30 2023 2023.

By:

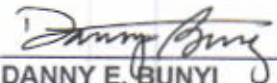

JOSE EDUARDO B. ANTONIO
 Chairman

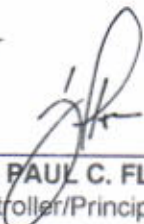

JOSE MARCO R. ANTONIO
 President & CEO


JOSE CARLO R. ANTONIO
 Director


RAFAEL G. YAPTINCHAY
 Director


PONCIANO S. CARREON
 Chief Financial Officer /
 Corporate Treasurer /
 Investor Relations Officer


DANNY E. BUNYI
 Corporate Secretary


JOHN PAUL C. FLORES
 Comptroller/Principal Accounting Officer

SUBSCRIBED AND SWORN to before me this NOV 30 2023 day of NOV 30 2023 2023 at Makati City, affiants who personally appeared and exhibited to me the following:

Name	Type of ID and ID No.	Issued On/Valid Until
Jose Eduardo B. Antonio	Passport P8567867B	Dec. 23, 2021/ Dec 22, 2031
Jose Marco R. Antonio	Passport No. P2695556B	Aug 1, 2019/ July 31, 2029
Jose Carlo R. Antonio	Driver's License No. N01-01-240611	/ June 26, 2024
Rafael G. Yaptinchay	Passport No. 1087178B	March 18, 2019/ March 17, 2029
Ponciano S. Carreon	Passport No. P6959417B	June 10, 2021/June 9, 2031,
Danny E. Bunyi	SSS ID No. 33-0659721-4	N/A
John Paul C. Flores	Driver's License No. N03-18-008663	/ Dec.14, 2023

Doc. No. 322
 Page No. 63
 Book No. V
 Series of 2023.
 SEC Form 12-1
 Century Properties Group Inc.


DAREN T. LIBAN
 Appointment No. M-164 (2022-2023)
 Notary Public for Makati City
 Until December 2023
 23rd Floor, Century Diamond Tower, Century City,
 Kalayaan Avenue corner Salamanca Street,
 Barangay Poblacion, Makati City
 Roll of Attorneys No. 73659
 IBP No. 268918, 01.04.2023/PPLM Chapter
 PTR No. 9568050 MM, 01.04.2023/Makati City
 MCLE Compliance No. VII-0017405
 Valid until April 14, 2025