

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): **14 May 2024**
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, Philippines**
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**
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Item 9. Other Events / Material Information

CPGI would like to inform the Honorable Exchange that the Company, during its Board Meeting held today, May 14, 2024, the following resolutions were passed:

I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THE QUARTER ENDING MARCH 31, 2024

The Chairman informed the Board that there is a need to approve the Financial Report of the Company for the Quarter ending March 31, 2024. 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 Financial Report of the Company for the Quarter ending March 31, 2024 and the release of the same."

II. PRESENTATION OF KEY BUSINESS UPDATES

The Management presented the Company's Key Business Updates which the Board duly noted and approved.

III. ANNUAL STOCKHOLDERS MEETING

The Chairman discussed the need to set and approve the details of the Annual Stockholders' Meeting of the Company on JUNE 28, 2024 . The Board unanimously approved the following resolutions:

"RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on JUNE 28, 2024, Friday at 9:00 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 28, 2024, thus, only common stock shareholders as of MAY 28, 2024 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 30, 2023
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers, including the Ratification of the Written Assent issued by Majority of the stockholders last November 13, 2023

6. Approval of the 2023 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and extension of term for 3 Independent Directors
8. Appointment of External Auditor for 2024
9. Other Matters

A. *Amendment of Article 5 of the Amended Articles of Incorporation to change the number of Directors from Twelve (12) to Eleven (11)*

B. *Amendment of Article 6, Section 2 of the Amended Articles of Incorporation, specifically on the provision for Redemption of Preferred Shares, to wit:*

from: *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.

to: *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 deemed and recorded as retired.** 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.*

10. Adjournment

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 25, 2024**

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 28, 2024** 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."

III. 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 the Risk Management and Corporate Governance Committee hereby approves the extension of term for one (1) year, and nomination of the following Independent Directors, subject to the approval of the stockholders during the annual stockholders meeting for the year 2024,

1. JOSE L. CUISIA Jr.
2. STEPHEN T. CuUNJIENG
3. CARLOS C. EJERCITO

The Committee as well as the Board of Directors strongly believe that the above Independent Directors subject for Term extension all possess the wealth of experience and expertise have been proven invaluable in providing input and guidance in the overall strategy of the Corporation. The independent and objective perspectives provided by them during Committee and Board meetings are essential and indispensable. The length of time that the extended independent directors sat on the Board has not and will not impair said directors' ability to act independently and objectively.

The following Independent Directors and Regular Directors for the year 2024-2025

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.”

IV. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Chairman informed the Board that there is a need to amend ARTICLE 5 and ARTICLE 6, SECTION 2 ON REDEMPTION OF PREFERRED SHARES, of the Company's Amended Articles of Incorporation, as follows:

- A. Amendment of Article 5 of the Amended Articles of Incorporation to change the number of Directors from Twelve (12) to Eleven (11). The Board of Directors unanimously approved and resolved:

"RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article 5 of the Company's Amended Articles of Incorporation, to read as follows:

FIFTH: That the number of directors of the said Corporation shall be **Eleven (11)** *(As amended by the Board of Directors on June 8, 2021 and approved by the Majority of the Stockholders of CPGI on July 26, 2021 and further amended by the Board of Directors on May 14, 2024, subject to the approval of the Majority of the Stockholders of the Corporation on June 28, 2024)*

- B. Amendment of Article 6, Section 2 of the Amended Articles of Incorporation, specifically on the provision for Redemption of Preferred Shares. The Board of Directors unanimously approved and resolved:

"RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article 6, Section 2 specifically on the Redemption of Preferred Shares, of the Company's Amended Articles of Incorporation, to read as follows:

SIXTH: x x x

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 deemed and recorded as retired.** 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.

“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 these resolutions be furnished the entity concerned”.

V. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2024

The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2024 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2024. 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 2024.”

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