

**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 2019**
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, 2019, the following resolutions were passed:

### **I. APPROVAL OF THE COMPANY'S 1<sup>ST</sup> QUARTER FINANCIAL REPORT FOR QUARTER ENDING MARCH 31, 2019**

The Chairman informed the Board that there is a need to approve the First Quarter Financial Report of the Company for the Quarter ended March 31, 2019. 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 for the quarter ended 31 March 2019 and the release of the same.”

### **II. PRESENTATION OF KEY BUSINESS UPDATES**

The Executive Committee presented the Company's Key Business Updates which the Board duly noted.

### **III. APPROVAL OF THE COMPANY'S DATA PRIVACY MANUAL**

The Chairman informed the Board that there is a need to approve the Data Privacy Manual of the Company in Compliance with the Data Privacy Act of 2012 and its Implementing Rules. 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 Data Privacy Manual of the Company and the release of the same.”

### **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 28, 2019. The Board unanimously approved the following resolutions:

“RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on **June 28, 2019, Friday 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 May 22, 2019 thus, only common stock shareholders as of May 22, 2019 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 2018 Annual Stockholders’ Meeting held on June 14, 2018
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 2018 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and three Independent Directors and additional non executive director
8. Appointment of External Auditor for 2019
9. Other Matters
  - i. Amendment of Article 5 of the Amended Articles of Incorporation to increase the number of Directors from ten (10) to eleven (11)
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. 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 2019-2020

Independent Directors:

CARLOS C. EJERCITO - nominated by CPI  
STEPHEN T. CuUNJIENG - nominated by CPI  
JOSE L. CUISIA Jr. - 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 – 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.”

## **VI. AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Chairman informed the Board that there is a need to amend the Fifth Articles of the Company’s Articles of Incorporation to increase the number of the Board of Directors from ten (10) to Eleven (11). 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 the Fifth Article under the Amended Articles of Incorporation of Century Properties Group Inc. to read as follows:

**FIFTH: That the number of the directors of said corporation shall be eleven (11) (As amended by the Board of Directors on May 19, 2015 and approval by the Majority Stockholders of CPGI on June 22, 2015 and**

**further amended by the Board of Directors on May 8, 2019, subject to the approval of the Majority Stockholders of CPGI on June 28, 2019)**

**“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”.

**VII. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2019**

The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2019 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2019. 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 2019.”

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**