

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): **June 28, 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**

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> And 100,123,000 Treasury Shares
<u>Preferred Shares</u>	20,000,000

11. Indicate the item numbers reported herein: **Item 9**

Item 9. Other Events / Material Information

In compliance to the rules and regulations for publicly listed corporations, Century Properties Group Inc. (CPGI or the "Company") would like to inform the Securities and Exchange Commission and the Philippine Stock Exchange that at the Annual Stockholders' Meeting held today, JUNE 28, 2024 the following events transpired and the following resolutions were unanimously approved:

PRESENT:

	Number of Shares	Percentage
Total Shares Present (in person or by Proxy)	9,266,231,526	79.88%
Total Outstanding Shares (Treasury shares)	11,599,600,690 (100,123,000)	

- As of Record Date: May 28, 2024

I. CALL TO ORDER

The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary Atty. Danny E. Bunyi, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that notices of this annual stockholders' meeting, together with the agenda thereof and the Definitive Information Statement, were duly sent to all the stockholders of the Corporation of record date as of May 28, 2024, and that a quorum existed for the transaction of such business as may properly come before the meeting, there being present (in person or by proxy) the stockholders representing 9,266,231,526 shares of the Corporation, constituting approximately 79.88% of the Corporation's total outstanding capital stock.

III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JUNE 30, 2023

Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on JUNE 30, 2023 was dispensed with and the said minutes were approved as presented

IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2023

The Chairman presented his report to the stockholders of the Corporation for the year 2023, the results of operations, management report inclusive of the presentation of the 2023 Audited Financial Statements.

After discussions between the stockholders present and the panel of directors and officers of the Corporation, the board duly noted clarifications and questions raised by each stockholder. Then upon motion duly made and seconded, the report of the Chairman was noted and the Audited Financial Statements of the Corporation for fiscal year 2023 was approved.

V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION

The Chairman notified the stockholders of the need to ratify specific acts and proceedings of the Board of Directors and its Corporate Officers relative to business operations of the Corporation.

Upon motion duly made and seconded, each and every legal act, proceeding, contract or deed performed, entered into or executed by the Corporation's Board of Directors and Officers since JUNE 30, 2023, as appearing in the minutes of the meetings of the Board of Directors, including the Ratification of the Written Assent issued by Majority of the stockholders last November 13, 2023 and other records of the Corporation have been approved, confirmed and ratified as if such acts were entered into or executed with the specific and special authorization of the stockholders in a meeting duly convoked and held.

VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND EXTENSION OF TERM FOR 1 YEAR FOR 3 INDEPENDENT DIRECTORS

The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified the Extension of Term for 1 year for the following Independent Directors:

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

Upon motion duly made and seconded, the Extension of Term for one (1) Year for the following Independent Directors have been Approved:

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

Likewise, upon motion duly made and seconded, the following persons were elected as Directors of the Company for the ensuing year:

1. Jose E.B. Antonio
2. John Victor R. Antonio
3. Jose Marco R. Antonio
4. Jose Carlo R. Antonio
5. Ricardo P Cuerva
6. Rafael G. Yaptinchay
7. Hilda R. Antonio
8. Jose L. Cuisia Jr – Independent Director
9. Stephen T. CuUnjieng – Independent Director
10. Carlos C. Ejercito – Independent Director
11. Aileen Christel U. Ongkauko – Independent Director

VII. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman informed the stockholders of the need to appoint an external auditor of the Corporation for the ensuing year. The Chairman said that the auditing firm of SGV and Company was recommended by the Audit Committee and endorsed by the Board of Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:

“RESOLVED, that the Corporation appoints SGV and Company as its external auditor for the ensuing year and to serve as such until its successor shall have been appointed and qualified.”

VIII. AMENDMENT OF THE ARTICLES OF INCORPORATION

The Chairman informed the Stockholders 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

Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:

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 Stockholders 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, approved 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 Stockholders 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 and maybe reissued at the option of the Company. 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. (As amended by the Board of Directors on May 14 and 27, 2004, and approved by the Majority of the Stockholders of the Corporation on June 28, 2024)

“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.”

IX. ADJOURNMENT

There being no other matter to discuss and business to transact, the meeting was adjourned at 10:05 a.m.

The Company fully undertakes that it shall furnish the Honorable Exchange all material documentation and filings for the aforementioned resolutions.

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
Compliance Information and Chief Compliance Officer