



July 15, 2024

SECURITIES AND EXCHANGE COMMISSION

7907 Makati Avenue
Salcedo Village, Brgy. Bel-Air,
Makati City, 1209

Attention: ATTY. EMMA A. VALNECIA
OIC, Markets and Securities Regulation Department

Re: Quarterly Report on the Use of Proceeds from Preferred Shares
Offering

Gentlemen:

In connection with the Primary Offer of 20,000,000 Series B (CPGPB) Preferred Shares that were listed on February 2, 2024, for the quarter ended June 30, 2024, proceeds were as follows:

Use of Proceeds	AS OF MARCH 31, 2024	AS OF JUNE 30, 2024
Net proceeds from the sale of Preferred Shares	2,000,000,000	2,000,000,000
Less: Offer Related Expenses		
Underwriting fees	27,392,063	27,392,063
DST	106,000	106,000
SEC registration and legal research fee	1,830,655	1,830,655
PSE Filing fee (inclusive of VAT)	5,600,000	5,600,000
Legal fees (excluding OPE)	4,563,285	4,563,285
Stock Transfer and Receiving Agent fee	728,000	728,000
Insurance Commission processing fee	10,100	10,100
Audit fees	3,900,000	3,900,000
Other miscellaneous expenses (signing, publicity, etc.)	774,479	774,479
Subtotal	44,904,582	44,904,582
Net proceeds for the Offer	1,955,095,418	1,955,095,418
Less: Payment of the principal amount of CPGI's Fixed Rate 3-Year Bonds with coupon rate of 4.8467% issued on March 1, 2021	1,955,095,418	1,955,095,418
Net Proceeds	-	-

No other disbursements were made for the period.

Enclosed herewith is the certification of the external auditor on the application of proceeds from the offering. Thank you.

Very truly yours,


Ponciano S. Carreon Jr.
Chief Finance Officer

AGREED-UPON PROCEDURES REPORT ON QUARTERLY PROGRESS REPORT FOR THE QUARTER ENDED JUNE 30, 2024 ON THE USE OF PROCEEDS FROM THE OFFERING OF SERIES B PREFERRED SHARES OF CENTURY PROPERTIES GROUP, INC.

Century Properties Group, Inc.
35/F Century Diamond Tower, Century City
Kalayaan Ave. cor. Salamanca St.
Poblacion, Makati City

Purpose of this Agreed-Upon Procedures Report

We have performed the procedures which were agreed to by Century Properties Group, Inc. (“CPGI” or the “Company”) and enumerated below with respect to the Quarterly Progress Report on the use of proceeds from offering of Series B Preferred Shares of the Company on February 2, 2024 for the quarter period ended June 30, 2024 (the “Subject Matter”). Our report is solely to assist you in complying with the requirements of the Philippine Stock Exchange Inc. (“PSE”) relating to the use of proceeds from the offering of Series B Preferred Shares, and this may not be suitable for another purpose.

Restriction on Use

This agreed-upon procedures report (“AUP Report”) is intended solely for the information and use of the Company and the PSE and is not intended to be and should not be used by anyone else.

Responsibilities of the Company

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Company is responsible for the Subject Matter on which the agreed-upon procedures are performed. The sufficiency of these procedures is solely the responsibility of the Company.

Practitioner’s Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services (PSRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness, or the sufficiency of the agreed-upon procedures described below either for the purpose for which this AUP Report has been requested or for any other purpose.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Management

In performing the Agreed-Upon Procedures engagement, we complied with the ethical requirements in the Code of Ethics for Professional Accountants in the Philippines (“Code of Ethics”). We are not required to be independent for the purpose of this engagement. We are the independent auditor of the Company and we have complied with the independence requirements of the Code of Ethics that apply in context of the financial statements audit.

Our firm applies Philippine Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires us to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Company in the terms of engagement dated June 29, 2024, on the Subject Matter.

1. Obtained from management the Quarterly Progress Report for the quarter ended June 30, 2024 showing the following information and checked the mathematical accuracy of the Quarterly Progress Report:
 - a) Net proceeds from the Offer;
 - b) Description of disbursements for the quarter period ended June 30, 2024 (i.e., the period);
 - c) Amount of disbursement for the period; and
 - d) Balance of net proceeds as of June 30, 2024.
2. Compared the schedule of disbursements as indicated in the Quarterly Progress Report as of June 30, 2024 to the subsidiary list of disbursements for the quarter period ended June 30, 2024.
3. Compared the disbursements as indicated in the Quarterly Progress Report as of June 30, 2024 with the schedule of planned use of proceeds from the offering of the Series B Preferred Shares as documented in the Prospectus dated February 2, 2024 and inquire with management the reason for any differences noted.
4. Obtained the list of Board of Directors resolutions for the period and review if there are any reallocations or changes in the schedule of planned use of proceeds from the offering of the Series B Preferred Shares.
5. Traced the disbursements in the subsidiary list of disbursements to the supporting documents such as cash disbursements journal, billing statements, invoices, check vouchers, official receipts, and bank statements and agree the amounts to the list of disbursements.
6. Traced the remaining balance of the net proceeds as of June 30, 2024 to the bank statement as of June 30, 2024.

We report our findings below:

- a) With respect to item 1, we obtained from management the Quarterly Progress Report for the quarter ended June 30, 2024 showing the following information (see Annex 1):
 - a. Net proceeds from the Offer;
 - b. Description of disbursements for the quarter period ended June 30, 2024 (i.e., the period);
 - c. Amount of disbursement for the period; and
 - d. Balance of net proceeds as of June 30, 2024.

We checked the mathematical accuracy of the Quarterly Progress Report and noted no exception.

- b) With respect to item 2, we compared the disbursements as indicated in the Quarterly Progress Report for the quarter ended June 30, 2024 to the subsidiary list of disbursements for the period. We found no exception.

- c) With respect to item 3, we compared disbursements as indicated in the Quarterly Progress Report as of June 30, 2024, with the schedule of planned use of proceeds from the offering of Series B Preferred Shares and we present below the summary of breakdown and application of net proceeds from the offering:

	Schedule of planned use of proceeds as presented in the Prospectus dated February 2, 2024 ¹	Actual disbursements as of June 30, 2024	Difference
Estimated proceeds from the Offer of Series B Preferred Shares	€2,000,000,000.00	€2,000,000,000.00	€-
Less: Offer-related expenses			
Underwriting fees	19,500,000.00	27,392,062.50	(7,892,062.50)
Trading Participant's selling fees	500,000.00	107,937.50	392,062.50
DST	106,000.00	106,000.00	-
SEC registration and legal research fee	1,830,625.00	1,830,655.00	(30.00)
PSE Filing fee (inclusive of VAT)	5,500,000.00	5,600,000.00	(100,000.00)
PDTC Lodgment Fee	60,800.00	60,800.00	-
Legal fees (excluding OPE)	4,000,000.00	4,563,284.75	(563,284.75)
Stock Transfer and Receiving Agent fee	650,000.00	728,000.00	(78,000.00)
Insurance Commission processing fee	10,100.00	10,100.00	-
Audit fees	3,900,000.00	3,900,000.00	-
Other miscellaneous expenses	-	605,742.00	(605,742.00)
Total Offer-related expenses	36,057,525.00	44,904,581.75	(8,847,056.75)
Estimated net proceeds from the Offer	1,963,942,475.00	1,955,095,418.25	8,847,056.75
Less: Payment of the principal amount of CPGI's Fixed Rate 3-Year Bonds with coupon rate of 4.8467% issued on March 1, 2021	1,963,942,475.00	1,955,095,418.25	8,847,056.75
Unused net proceeds as of June 30, 2024	€-	€-	€-

¹Prospectus dated February 2, 2024 in relation to the Company's offering of Series B Preferred Shares.

The difference in the estimated and actual net proceeds from the offer of the Series B shares is due to higher offer-related expenses actually paid compared to the estimates of offer-related expenses. We found no exception.

- d) With respect to item 4, we obtained the list of Board of Directors resolutions for the quarter period ended June 30, 2024 and reviewed if there were any reallocations or changes in the schedule of planned use of proceeds from the offering of Series B Preferred Shares (i.e., payment of the principal amount of Company's fixed rate 3-year bonds with coupon rate of 4.8467% issued on March 1, 2021). Per our review, there were no agenda or decisions made by the BOD to reallocate or change the schedule of planned use of the proceeds. We found no exception.
- e) With respect to item 5, we traced the disbursements in the subsidiary list of disbursements to the supporting documents such as cash disbursements journal, billing statements, invoices, check vouchers, official receipts, bank statements, and agreed the amounts to the list of disbursements. We found no exception.
- f) With respect to item 6, we traced the remaining balance of the unused net proceeds as of June 30, 2024 to the bank statement as of June 30, 2024, and found the balance reported amounted to zero. We found no exception.

Explanatory Paragraph

The Company is responsible for the source documents that are described in the specified procedures and related findings section. We were not engaged to perform and we have not performed any procedures other than those previously listed. We have not performed procedures to test the accuracy or completeness of the information provided to us except as indicated in our procedures. Furthermore, we have not performed any procedures with respect to the preparation or verification of any of the source documents. We have no responsibility for the verification of any underlying information upon which we relied in forming our findings.

This AUP report relates only to the Quarterly Progress Report for the quarter period ended June 30, 2024, as specified above and do not extend to the financial statements of the Company, taken as a whole.

We undertake no responsibility to update this AUP Report for events and circumstances occurring after the AUP Report is issued.

SYCIP GORRES VELAYO & CO.



Ma. Emilita L. Villanueva
Partner

CPA Certificate No. 95198

Tax Identification No. 176-158-478

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024

PTR No. 10082036, January 6, 2024, Makati City

July 15, 2024

Annex 1

CENTURY PROPERTIES GROUP INC.

**QUARTERLY PROGRESS REPORT ON THE USE OF PROCEEDS FROM THE OFFER OF
SERIES B PREFERRED SHARES
FOR THE QUARTER ENDED JUNE 30, 2024**

Use of Proceeds		As of June 30, 2024
Net proceeds from the sale of Series B Preferred Shares		₱2,000,000,000.00
Less: Offer-related Expenses		
Underwriting fees	27,392,062.50	
DST	106,000.00	
SEC registration and legal research fee	1,830,655.00	
PSE Filing fee (inclusive of VAT)	5,600,000.00	
Legal fees (excluding OPE)	4,563,284.75	
Stock Transfer and Receiving Agent fee	728,000.00	
Insurance Commission processing fee	10,100.00	
Audit fees	3,900,000.00	
Other miscellaneous expenses (signing, publicity, etc.)	774,479.50	44,904,581.75
Net proceeds from the Offer		1,955,095,418.25
Less: Payment of the principal amount of CPGI's Fixed Rate 3-Year Bonds with coupon rate of 4.8467% issued on March 1, 2021		1,955,095,418.25
Unused net proceeds		₱-