



**NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
CENTURY PEAK METALS HOLDINGS CORPORATION**

**NOTICE IS HEREBY GIVEN** that the annual meeting of the stockholders of **CENTURY PEAK METALS HOLDINGS CORPORATION** (the “Corporation”) will be held on December 13, 2018, Thursday, starting at 10:00 AM, at Ramie and Raffia Rooms of the Holiday Inn & Suites Makati, Palm Drive, Ayala Center, Makati City. The following is the agenda for this meeting:

**Agenda**

1. Call to Order;
2. Certification of Notice of Quorum;
3. Approval of the Minutes of the Annual Meeting of the stockholders held on December 14, 2017;
4. Presentation of the Management’s Report;
5. Election of Board of Directors;
6. Ratification of the appointment of R.G. Manabat & Co. (KPMG) as external auditor for 2018;
7. Approval of the Audited Financial Statements as of December 31, 2017;and
8. Adjournment.

Stockholders of record as at November 19, 2018 shall be entitled to notice and to vote at the meeting or any adjournments or postponement thereof.

Stockholders may attend in person or via proxy. For your reference, attached is a form of a proxy. Please note, however, that **THE MANAGEMENT IS NOT SOLICITING YOUR PROXY.**

The original proxy must be submitted to the Corporate Secretary by December 12, 2018.

The Definitive Information Statement of the Corporation dated October 30, 2018, along with its attachments and annexes is attached.

All Holders of record of shares in the Corporation which are entitled to vote at the annual stockholders’ meeting on December 13, 2018 and who are brokers, dealers, investment houses, voting trustees, banks, associations or other entities that exercise fiduciary powers as nominees or otherwise, are hereby requested by the Corporation to inform the Corporation if there are other persons who beneficially own such shares and if so, the number of copies of the attached Preliminary Information Statement that is necessary to supply such material to such beneficial owners.

**NOTE: THE MANAGEMENT IS NOT SOLICITING YOUR PROXY. THIS FORM IS PROVIDED FOR THE INFORMATION OF THE STOCKHOLDER AND IS NOT A SOLICITATION ON BEHALF OF ANY PERSON.**

**PROXY**

The undersigned stockholder of **CENTURY PEAK METALS HOLDINGS CORPORATION** (the “**Corporation**”) hereby appoints:

(name(s) of proxy(ies))

as my/our/its proxy to represent me/us/it and vote all the shares registered in my/our/its name in the books of the Corporation at the annual meeting of the stockholders of the Corporation on December 13, 2018and any adjournments or postponements thereof.

In case of the non-attendance of the above-named proxy (ies), the Chairman of the meeting is hereby authorized and empowered to fully exercise all the rights of the undersigned stockholder at such meeting.

**THE PROXY IS HEREBY GRANTED BY THE UNDERSIGNED STOCKHOLDER OF THE DISCRETION TO DECIDE WHETHER TO APPROVE, DISAPPROVE OR ABSTAIN FROM VOTING ON THE MATTERS TO BE TAKEN UP DURING THE STOCKHOLDERS' MEETING, PROVIDED THAT ALL THE SHARES OF THE UNDERSIGNED STOCKHOLDER ARE USED TO VOTE IN THE SAME MANNER.**

This proxy shall continue until such time as the same is revoked or withdrawn by the undersigned stockholder either through an instrument in writing duly presented or recorded with the Corporate Secretary, prior to a scheduled meeting or by the undersigned stockholder's personal presence at the meeting.

IN WITNESS WHEREOF, the undersigned has caused this proxy to be signed on the date and place indicated below.

**[Name of Corporate Stockholder, if applicable]**

By:

\_\_\_\_\_

Name of Individual Stockholder/ Authorized Signatory of Corporate Stockholder

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Note: Please submit a notarized proxy. If the proxy is executed outside the Philippines, it must be consularized by the Philippine Embassy or Consular Office at the place of its execution.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS  
INFORMATION STATEMENT PURSUANT TO SECTION 20

OF THE SECURITIES REGULATION CODE

SECURITIES AND EXCHANGE  
COMMISSION  
NOV 07 2018  
MARKET REGULATION DEPT.  
BY: *[Signature]* TIME: 2:00

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Corporation as specified in its charter: Century Peak Metals Holdings Corporation (the "Corporation")

3. Philippines

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: CS200324966

5. BIR Identification Number: 228-423-401

6. Units 1403 & 1404, Equitable Bank Tower Condominium, 8751 Paseo de Roxas St., Salcedo Village, Makati City, Philippines, 1227

7. Corporation's Telephone Number: +63 2 856 0999

8. Date, time and place of special meeting of security holders

Date: December 13, 2018

Time: 10:00 AM to 2:00 PM

Place: Ramie & Raffia Meeting Rooms, Holiday Inn & Suites Makati Palm Drive, Ayala Center, Makati City

9. Approximate date on which Definitive Information Statement is first to be sent or given to security holders: November 21, 2018

10. Securities of the Corporation;

Title of Each Class	Number of Shares of Outstanding Common Stocks
Common	2,820,330,450

11. All of the Corporation's issued shares are listed in the Philippines Stock Exchange.

**CENTURY PEAK METALS HOLDINGS CORPORATION**

**INFORMATION STATEMENT**

(SEC FORM 20-IS)

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE  
REQUESTED NOT TO SEND US A PROXY**

**GENERAL INFORMATION**

*Date, time and place of special meeting of security holders.*

Date: **December 13, 2018**  
Time: **10:00 AM**  
Place: **Ramie & Raffia Meeting Rooms, Holiday Inn &  
Suites Makati, Palm Drive, Ayala Center, Makati  
City**  
Corporation's Mailing Address: **Units 1403 & 1404, Equitable Bank Tower  
Condominiums, 8751 Paseo De Roxas, Salcedo  
Village, Makati City, Philippines 1227**

The approximate date on which the Definitive Information Statement with the accompanying Management Report is first to be sent or given to security holders is on November 21, 2017.

***Dissenters' Right of Appraisal***

There are no matters to be acted upon at the meeting involving instances set forth in the Corporation Code of the Philippines (the Code) for which a stockholder may exercise the right of appraisal. Nevertheless, the following are the instances when a stockholder may exercise his appraisal right, as provided in the Code:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);
2. In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the Code (Section 81);
3. In case of merger or consolidation (Section 81); and
4. In case of investments in another corporation, business or purpose other than the primary purpose for which it was organized (Section 42).

The appraisal right may be exercised by a stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action in order to avail himself of

the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder upon surrender of his certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation after such corporate action. If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The finding of the majority of appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

***Interest of Certain Persons in or Opposition to Matters to be Acted Upon***

(1) *Interest of Certain Persons in Matters to be Acted Upon*

No person who has been a director or officer of the Corporation, or a nominee for election as a director of the Corporation, or any of their associates has a substantial interest in any matter to be acted upon at the annual stockholders' meeting.

(2) *Opposition to Matters to be Acted Upon*

No director of the Corporation has informed in writing that he intends to oppose any matter to be acted upon at the annual stockholders' meeting.

## CONTROL AND COMPENSATION INFORMATION

### *Voting Securities and Principal Holders Thereof*

#### *Number of Shares Outstanding*

As of October 31, 2018, the total number of shares outstanding and which have voting rights in respect of the stockholders' meeting are 2,820,330,450 common shares. All of these are common shares, with each share entitled to one vote in accordance with the by-laws of the Corporation.

#### *Record Date*

The record date for purposes of determining the stockholders entitled to notice and vote is November 19, 2018 (the "Record Date").

The By-Laws of the Corporation do not allow cumulative voting by the stockholders.

#### *Foreign Ownership Equity*

Based on the Foreign Ownership Monitoring Report of Stock Transfer Service, Inc., the number of foreign-owned and local-owned shares of the Corporation as of **October 31, 2018** is as follows:

Stock Symbol	Shares Owned by Foreigners	Shares Owned by Filipino	Total Outstanding Shares
CPM	293,597,372	2,220,412,787	2,820,330,450

Foreign Ownership Level of Total Outstanding Voting Shares (in %)	10.41%
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#### *Action with respect to Election of Directors*

No form of solicitation whatsoever will be made in respect of the election of directors.

***Security Ownership of Certain Record and Beneficial Owners***

(1) *Security Ownership of Certain Record and Beneficial Owners*

The beneficial owners of more than five percent (5%) of the outstanding voting shares of the Corporation (all common) as of September 30, 2018, are as follows:

<b>Title of Class</b>	<b>Name and Address Of Record Owner and Relationship with Issuer</b>	<b>Name and Address of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>Number of Shares Held</b>	<b>Percent</b>
Common	<b>Wilfredo D. Keng</b> 500 Juan Luna St., Binondo, Manila, 1006  <i>Stockholder, Director, Chairman of the Board and President of the Issuer</i>	Wilfredo D. Keng (Direct)	Filipino	1,565,338,498	55.5020%
Common	<b>Colony Real Estate Development (Weifang) Co. Ltd.</b> Room 1803, Century Taihua A, 360 East Wind St., Weifung City, China 261500  <i>Stockholder</i>	<b>Colony Real Estate Development (Weifang) Co. Ltd.</b> (Direct)	Chinese	229,300,000	8.13%

No shareholder of Colony Real Estate Development (Weifang) Co. Ltd. has the right to direct the manner in which Colony Real Estate Development (Weifang) Co. Ltd. will vote its shares in the Corporation. The holder of the Colony Real Estate Development (Weifang) Co. Ltd's proxy for purpose of voting its shares in the Corporation on December13, 2018 is Katrina C. Keng.

Except as stated above, the Board of Directors and the Management of the Corporation have no knowledge of any person who, as of the Record Date, was directly or indirectly the beneficial owner of more than 5% of the Corporation's outstanding shares of common stock or who has voting power or investment power with respect to shares comprising more than 5% of the Corporation's outstanding common stock.



(2) Security Ownership of Management as of October 31, 2018

As of **October 31, 2018**, only the following members of the management of the Corporation are beneficial owners of shares in the Corporation:

Title of Class	Name of Beneficial Owner and Holder of Qualifying Share	Amount and Nature	Type of Ownership (Direct/ Indirect)	Citizenship of Beneficial Owner and Holder of Qualifying Share	Percentage of Ownership
Common	Wilfredo D. Keng/ Wilfredo D. Keng	1,565,338,498	Direct	Filipino	55.5020%
Common	Emilio Tiu/ Emilio Tiu	66,000,000	Direct	Filipino	2.34%
Common	Leoben Luis T. Evangelista	1	Direct	Filipino	0.00%
Common	Guo Cong Yuan aka Anson Tan/ Guo Cong Yuan aka Anson Tan	64,319,000	Direct	Chinese	2.281%
Common	Daniel Pascual/ Daniel Pascual	1	Direct	Filipino	0.00%
Common	Jose Rey Cedo/ Jose Rey Cedo	1	Direct	Filipino	0.00%
Common	Jose Vicente Bengzon III / Jose Vicente Bengzon III	1	Direct	Filipino	0.00%

The directors and executive officers as a group hold 60.1227% of the total outstanding common stock.

(3) Voting Trust Agreement

There is no person who holds more than five percent (5%) of the common stock under a voting trust or similar agreement.

(4) Change in Control

There has been no change in control of the Corporation.

## DIRECTORS AND EXECUTIVE OFFICERS

### (1) Information on Directors and Executive Officers

#### Directors

The following are the present directors of the Company whose terms of office are for one (1) year or until their successors are elected and qualified:

1. Wilfredo D. Keng - Director, Chairman of the Board and President
2. Emilio Tiu - Director
3. Leoben Luis T. Evangelista - Director
4. Guo Cong Yuan aka Anson Tan - Director
5. Daniel Pascual - Director
6. Jose R. Cedo - Independent Director
7. Jose Vicente C. Bengzon III - Independent Director

#### Business Experience of Directors

1. Wilfredo D. Keng, 53, Filipino, is the President of Century Hua Guang Smelting Incorporated ("CHGSI") and Century Peak Corporation ("CPC"). Moreover, he is currently the President of Colony Investors, Inc., Good Earth Plaza, U-Need Shopping Center, Carriedo Plaza and Balikbayan Shopping Mall. In addition, his business interests in China include Fil-China (Tianjin) Textile, Inc., Colony Real Property Development (Weifang), Inc. and Wuzhou Long (Quanzhou) Automotive Mfg. Co. Ltd.
2. Emilio Tiu, 64, Filipino, is the President of Solid Shipping and is a Director of Terminal Facilities & Services Corp.
4. Leoben Luis T. Evangelista, 53, is a registered Geologist. His mining career spans almost 28 years. He served as Exploration Geologist for Suricon Resources Inc. and handled overall operation of the project, including the implementation exploration work program, implemented ore grade control measures during the initial phase of mining operations and oversaw administrative and managerial work. He was also an Exploration Geologist for Bagacay Development Corporation and supervised actual coal mining operations and negotiations concerning acquisition of property and land rights, managed at least two (2) contractors for hauling and mining operations and more than one hundred (100) contract workers/miners at site, work on the technical aspects and administrative works and supervised coal transport from mine site to loading bay at ports/pier for shipment to local clients. He was also a Project Geologist for TVI Pacific Group of Companies (Siocon) and planned and supervised all exploration works such as geological mapping, geo-chemical, geo-physical drilling and test pitting programs, prepared necessary reports, oversaw the mine plant operation for metallurgical testing of gold products, and conducted administrative work including manpower management, budget control and public relations with local communities. He was also an Executive Consultant for Platinum Group Metals Corporation and provided technical assistance for Management Decision with regard to mining operations and market information and assisted in the alignment of the company's objective with its performance. He was also a Manager for QNI (Phils) Inc./BHP Billiton and managed and develop the technical support department and its staff, participated in the

development and execution of Ore Supply strategies, maintained relationship with suppliers, the government and other industry players within the country, negotiated and directly support all negotiations in association with the Ore Supply opportunities, maintained a solid technical understanding of geological nickel opportunities in the country, organized and managed marketing portals services to deliver superior information (including competitor analysis, customer operational data) to marketing assets and regional offices, advised SSM executives of issues and significant occurrence within the country that directly influence SSM business and strategy and implemented exploration works for Palawan, Zambales and Bicol areas.

5. Guo Cong Yuan aka Anson Tan, 61, a citizen of the People's Republic of China, is the Chairman of Tambo Realty Corporation and the proprietor of Alison's Steel Bar Marketing.
6. Mr. Daniel Pascual, 55, Filipino, has been in marketing and sales since 1987. He served as Vice-President for Marketing of Container Corporation of the Philippines in 1987 to 1989. He became the Vice-President for Marketing of Park Place Developments, a company based in Vancouver, from 1989 to 1995. He returned to Container Corporation of the Philippines as Vice-President for Marketing in 1995 and holds the same position at present. He serves as concurrent Vice-President for Sales of Pagkakaisa Development Corporation.
7. Mr. Jose Rey Cedo, 80, Filipino, has senior level expertise in financial audits, due diligence reviews, tax planning, and other accounting and financial services in various industries. During his career, he has held senior level positions in organizations in the Philippines and in Asia Pacific. He is a Director of the following corporations - Apple Philippines, Inc.; Amazon Corporate Services, Inc.; Black Pencil Holdings Inc.; Carnelian Fin Corp.; Commscope Philippines, Inc. (formerly Andrew Philippines, Inc.); Credit Information Corporation; GGS Technical Information; Howden Insurance Brokers, Inc. (Independent Director); Invensys Phils., Inc.; NCS Philippines, Inc.; Rialton Avenue, Inc.; Romago Inc.; and SPML Land Inc. He is a member of the Membership and Finance Committee of the Manila Southwoods Golf and Country Club, Inc., Audit Partner of SGV and Co. (an Ernst and Young member firm), Manila, Philippines, and Partner and Advisor of Drs. Utomo, Mulia & Co and P.T. SGV-Utomo (an SGV member firm). From November 1958 to August 1968, he was an Audit Division Staff of SGV & Co. He has a broad range of experience in leadership, consulting and hands-on roles in the following industries: real estate/construction, forest products, pharmaceutical, manufacturing, and mining including oil exploration, refining and marketing. In 1968, he relocated to Jakarta, Indonesia, to establish Drs. Utomo Mulia & Co. and P.T. SGV-Utomo. Mr. Cedo attended the Univeristy of the Philippines and Far Eastern University in Manila, and completed an Executive Program at the Stanford Graduate School of Business, California, USA.
8. Mr. Jose Vicente C. Bengzon III, has a senior level corporate expertise and has been involved in the corporate field since 1982. He held various key positions in several companies during his career, this includes: as Consultant of SGV & Co. (Makati) from 1982 to 1985, Financial Planning and Projects Manager at Reuters America (New York) from 1988 to 1990, Assistant to the Country Manager at DOLE Philippines Inc., (Davao City), Senior Managing Consultant at Ayala Financial and Insurance Services, Inc., (Davao City) from 1996 to 1998, Entrepreneur at Westborough Food Corp. (Davao City) from 1993 to 2001, President of ABARTI Artworks Corporation (Muntinlupa City) from 2001 to 2004, Chief Privatization Officer, with the same rank as Undersecretary, at Department of Finance, Privatization and Management Office (Makati City) in 2005. Mr Bengzon is also currently engaged with the

following firms as an active corporate officer: President and Chief Operating Officer at DUMA Group of Companies since 2006, Vice Chairman & Chairman, Excom at Commtrend Construction Corporation since 2014, and as Chairman of the Board of Directors of Vitarich Corporation since 2012, who guided Vitarich out of 15-year court approved corporate rehabilitation plan – 6 years ahead of schedule.

The Corporation’s directors have a term of one (1) year. The foregoing directors have served as such from October 14, 2011 to present except for Leoben Luis T. Evangelista, and, Daniel Pascual who served as Directors since December 14, 2017 and December 10, 2014, respectively, and Jose R. Cedo, who served as Director since December 15, 2015. Jose Vicente C. Bengzon III assumed the position of Independent Director last July 5, 2016.

Jose R. Cedo and Jose Vicente C. Bengzon III. are independent directors whose qualifications are in accordance with Securities and Exchange Commission (“SEC”) Memorandum Circular No. 16, Series of 2002, and SEC Memorandum Circular No. 9, Series of 2011. Mr. Jose R. Cedo has served as independent director since 2015. Mr Jose Vicente C. Bengzon III has served the position of Independent Director since July 5, 2016.

No officer or director is currently working with the Philippine Government, or in any manner connected with the Philippine Government.

The independent directors have no relationship by consanguinity or affinity up to the fourth civil degree to Mr. Wilfredo D. Keng.

Pursuant to SEC Memorandum Circular No. 4 Series of 2017, both independent directors are still qualified to be nominated as such as Mr. Bengzon started his term of office only last 2016, while Mr. Cedo started his term of office last 2015.

The foregoing were nominated for election and re-election as directors, including the independent directors, by Mr. Wilfredo D. Keng.

The foregoing nominees for election and re-election as Directors and Independent Directors were pre-screened by the Corporation’s Nominations Committee in accordance with SEC Memorandum Circular No. 16, Series of 2002. The nominees for independent directors were also pre-screened in compliance with Securities Regulation Code Rule 38 (Requirements on Nomination and Election of Independent Directors). Two slots are reserved for them during the election of directors in order to ensure their election as independent directors.

The Nominations and Remuneration Committee is composed of the following:

<b>Name of Members</b>	<b>Designation</b>
Wilfredo D. Keng	Chairman
Guo Cong Yuan a.k.a. Anson Tan	Member
Jose Vicente C Bengzon III	Member

The members of the Nominations and Remuneration Committee and the nominees for re-election as independent directors have no relationship by consanguinity or affinity up to the fourth civil degree to Mr. Wilfredo D. Keng.

## Executive Officers

The following are the incumbent officers of the Corporation:

1. Wilfredo D. Keng - President & Executive Officer
2. Simeon Ken Ferrer - Corporate Secretary
3. Katrina C. Keng - Assistant Corporate Secretary/  
Corporate Information Officer

## Business Experience of Officers

1. Wilfredo D. Keng, 53, Filipino, is the President of Century Hua Guang Smelting Inc. ("CHGSI") and Century Peak Corporation ("CPC"). Moreover, he is currently the President of Colony Investors, Inc., Good Earth Plaza, U-Need Shopping Center and Carriedo Plaza. In addition, his business interests in China include Fil-China (Tianjin) Textile, Inc., Colony Real Property Development (Weifang), Inc. and Wuzhou Long (Quanzhou) Automotive Mfg. Co. Ltd.
2. Simeon Ken Ferrer, Filipino, is a Partner at SyCip Salazar Hernandez & Gatmaitan Law Office ("SyCipLaw") with business address at the 4<sup>th</sup> Floor, SyCipLaw Center, 105 Paseo de Roxas, Makati City.
3. Katrina C. Keng, 23, Filipino, is a young entrepreneur and is a graduate of De la Salle University in Manila with a degree on Business and Marketing.

### (2) Involvement in legal proceeding

As of October 31, 2018, none of the Executive Officers and Directors is involved in any material pending legal proceeding for the following:

- a. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to the time;
- b. Any conviction by final judgment, including the nature of the offense, in criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- d. Being found by a domestic or foreign court or competent jurisdiction (in a civil action), the commission or comparable foreign body of a domestic or foreign Exchange or other organized trading market

### (3) Significant Employees

There is no person who is not an Executive Officer of the Corporation who is expected to make a significant contribution to the business.

(4) Family Relationships

None of the Directors and Executive Officers of the Corporation is related in any way, either by consanguinity or affinity up to the fourth civil degree, except for Mr. Wilfredo D. Keng, the Chairman and President, and Ms. Katrina Keng. Ms. Keng is the daughter of Mr. Keng.

(5) Related Transactions

Transactions between related parties are accounted for at arm's-length prices or on terms similar to those offered to non-related entities in an economically comparable market.

In the normal course of business, the Group has the following significant transactions with related parties:

Category/ Transaction	Year	Note	Amount of The Transaction	Outstanding Balance		Terms	Condition
				Due from Related Parties	Due to Related Parties		
Stockholder Advances*	2017	a	P -	P -	P204,205,781	Due on demand;	Unsecured;
	2016	a	-	-	127,198,296	Noninterest-bearing	no Impairment
						Due on demand;	Unsecured;
						noninterest-bearing	no Impairment
<b>TOTAL</b>	<b>2017</b>				<b>P204,205,781</b>		
<b>TOTAL</b>	<b>2016</b>				<b>P127,198,096</b>		

- a. *Non-interest bearing cash advances from stockholders were used by the Group to finance its working capital requirements.*
- b. *On April 14, 2016, the Board of Directors executed a Memorandum of Agreement whereby the Group has committed to legally transfer and/or assign its payables and receivables from entities under common control of the stockholder.*

(6) Resignation of Director

Resignation of Teodoro G. Ablang Jr., and the election of Leoben T. Evangelista as of December 14, 2017.

(7) Compensation of Directors and Executive Officers

On January 10, 2011, the Board of Directors of the Company approved the grant of a per diem of Ten Thousand Pesos (P 10,000.00) to each director who attends a meeting of the Board of Directors in person.

Compensation and other benefits of key management personnel of the Corporation amounted to P 1.9 million and P 1.9 million in 2017 and 2016, respectively. The management and accounting functions are being performed by CPC for the Group.

For the current year, the Corporation has only three executive officers receiving compensation. They are:

1. Wilfredo D. Keng - President/CEO
2. Katrina C. Keng

The Corporate Secretary and Assistant Corporate secretary do not receive Compensation from the Corporation.

Name and Principal Position	Year	Salary (Php)	Bonus (Php)	Others (including Per Diem, in Php)	Total
Total compensation of the CEO/President and compensated officers hereof	2018 (indicative)	P 1,320,000	P -	P -	P 1,320,000
	2017	P840,000	P -	P -	P 840,000
	2016	P 1,824,230	P -	P -	P 1,824,230

The management and accounting functions are being performed by CPC for the Century Peak group of companies. There will be no significant changes in the compensation of key management personnel in 2018.

The members of the Nomination and Remuneration Committee are the following:

Name of Member	Designation
Wilfredo D Keng	Chairman
Guo Cong Yuan a.k.a, Anson Tan	Member
Jose Vicente Bengzon III	Member

(8) Compensation Plans

There is no standard arrangement whatsoever between the Corporation and any of its directors and officers for the payment of any form of special compensation over and above the per diems disclosed above.

(9) Independent Public Accountant

The accounting firm of R.G. Manabat & Co (“**RGM & Co.**”), a Philippine partnership and a member firm of KPMG International, is the Corporation’s independent public accountant. The re-election of RGM&Co. as the Corporation’s independent public accountant will be taken up during the annual meeting of the stockholders on December 13, 2018for the years 2018to 2019. The engagement partner of RGM & Co. is **Mr. Vernilo G. Yu**.

RGM & Co. is qualified to be appointed as external auditor under SEC Memorandum Circular No. 8 (Series of 2003). Representatives of the external auditor will be invited by the Corporation to be present during the stockholders’ meeting and they shall have an opportunity to make statements if

they so desire. They will also be requested to be prepared to respond to appropriate questions, if any are addressed to them during the stockholders' meeting.

There has not been any disagreement between RGM & Co. and the Corporation on any matter of accounting principle or policy, or regarding the Corporation's financial statement or disclosures. RGM & Co. has not declined its appointment as the Corporation's independent auditor for the current year.

The Corporation's Audit Committee is composed of the following:

<b>Name</b>	<b>Designation</b>
Jose Vicente C. Bengzon III	Chairman
Daniel Pascual	Member
Jose Cedo	Member

### **APPOINTMENT OF AUDITORS**

The auditing firm of R.G. Manabat & Co. was re-elected as the Corporation's external auditor for the year 2017 to 2018. The same firm will be proposed for appointment as independent public auditor for the year 2018 to 2019.

#### ***Information on Independent Accountant and Other Related Matters***

Except for the audit of the Corporation's financial statements, no other professional fees are rendered to the Corporation by the external auditor.

The Corporation had no material disagreements on accounting and financial disclosure with R.G. Manabat & Co., its external auditors.

### **FINANCIAL AND OTHER INFORMATION**

The Audited Financial Statements of the Corporation as of December 31, 2017, including the Statement of the Management's Responsibility for the Audited Financial Statements, the Management Report, and the Quarterly Report (SEC Form 17-Q) of the Corporation for the quarter ending September 30, 2018 are attached. Copies of these documents will be made available to the stockholders upon written request.

### **OTHER MATTERS**

#### ***Actions with respect to reports***

The following are the matters to be taken up during the stockholders' meeting:

- a. Approval of the minutes of the Annual Meeting of the stockholders held on December 1, 2017
- b. Presentation of the Management's Report
- c. Approval of Appointment of External Auditor/Independent Public Accountant for the year 2018 to 2019;
- e. Approval of Audited Financial Statements as of December 31, 2017; and
- f. Election of Directors



## VOTING PROCEDURES

### *Vote Required for Approval or Election*

Each stockholder shall be entitled to one vote, in person or by proxy duly given in writing, for each share of stock standing in his name in the books of the Corporation. All proxies must be presented to the Corporate Secretary for inspection and record at or prior to the time set for the meeting. A proxy filed with the Corporate Secretary may be revoked by the stockholder either in an instrument in writing duly presented or recorded with the Corporate Secretary, prior to a scheduled meeting or by his personal presence at the meeting.

A sample form of the proxy is attached to the notice of the meeting. The Corporation is not soliciting any proxies from its stockholders. The form of the proxy is being provided solely for the purpose of informing the stockholders.

Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Corporate Secretary.

All elections and questions, except as otherwise provided by law, shall be decided by the plurality of vote of the stockholders present in person or by proxy, a quorum (majority of the issued and outstanding capital stock having voting powers) being present.

The nominee who acquires the highest number of votes in the election, casted by the stockholders present in person or by proxy, shall be declared the elected officer/director. As regards the matters subject for approval of the stockholders stated in the agenda, the same shall be deemed approved when at least the majority of the stockholders present in person or by proxy, approved the same, except that for the amendment of the articles of incorporation for the change of name, amendment

Of the primary purpose and additional secondary purpose of the Corporation, the amendment shall be deemed approved when shareholders representing at least the 2/3 of outstanding capital stock of the Corporation present in person or by proxy, approved the same.

### *Method by which Votes will be Counted*

Unless required by law or demanded by a stockholder present in person or by proxy, the vote on any question need not be by ballot. It is sufficient for a stockholder to verbally cast his vote.

The Corporation's Corporate Secretary and Assistant Corporate Secretary are authorized to count the votes cast during the meeting.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on October 30, 2018

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Corporation has duly caused this report to be signed on its behalf by the undersigned authorized representative.

Issuer:

CENTURY PEAK METALS HOLDINGS CORPORATION

By:

KATRINA C. KENG  
Assistant Corporate Secretary and Corporate Information Officer  
November 7, 2018