



Minutes of the Annual Meeting of the Stockholders

Metrobank Auditorium, Second Floor Metrobank Plaza
Sen. Gil Puyat Avenue, Makati City
May 08, 2019 at 3:00 p.m.

1. **Call to Order** – Chairman Arthur Vy Ty called the meeting to order and Corporate Secretary Antonio V. Viray recorded the minutes.
2. **Proof of Notice and Quorum** – The Corporate Secretary reported that notices were sent to all stockholders of GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"). Of the Three Hundred Seventy Three Million Six Hundred Thirty Seven Thousand Five Hundred Eighty Four (373,637,584) total issued and outstanding shares of the Corporation entitled to vote, Three Hundred Eighteen Million Sixty Four Thousand Five Hundred Twenty Seven (318,064,527) shares or 85.13% comprising at least two-thirds (2/3) of the outstanding capital stock of GT Capital entitled to vote were present or duly represented at the meeting of stockholders. There was therefore a quorum for the purpose of transaction of the business in the agenda.

The Corporate Secretary also reported that the following directors were present: Arthur Vy Ty (Chairman of the Board of Directors), Francisco C. Sebastian (Co-Vice Chairman of the Board of Directors), Carmelo Maria Luza Bautista (President), Renato C. Valencia (Lead Independent Director of the Board of Directors), Jaime Miguel G. Belmonte, Rene J. Buenaventura, Wilfredo A. Paras, David T. Go, Pascual M. Garcia III and Atty. Regis V. Puno.

3. **Voting Procedures** – The Corporate Secretary discussed the voting and voting tabulation procedures for the meeting. All matters in the agenda subject to the vote of the stockholders shall be decided by the plurality vote of stockholders present in person or by proxy, except in cases where the law provides otherwise. As provided by law, the declaration of stock dividends is subject to approval of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock. However, for election of directors, every stockholder may cumulate his shares in accordance with the Revised Corporation Code of the Philippines, and each outstanding share of stock entitles the registered stockholder to one (1) vote. As required by the ASEAN Corporate Governance Scorecard, the final tally of votes will be reflected in the minutes of the meeting.

The voting was by poll and the votes of stockholders who attended in person or by proxy were received and tabulated by the Corporation's Stock Transfer Agent, MBTC-Trust Banking Group, and validated by the external auditor, Sycip Gorres Velayo & Company ("SGV").

4. **Approval of Minutes of Annual Meeting of Stockholders held on May 09, 2018** – There being a motion duly made and seconded, the minutes of the Annual Stockholders' Meeting ("ASM") held on May 09, 2018 were approved. Out of a total of 318,064,527 shares of the Corporation entitled to vote which were present or duly represented at the meeting, 318,064,527 were cast in favor of approval of the minutes of the previous ASM while none abstained. No shareholder opposed the approval of the minutes. The minutes of the previous ASM held on May 09, 2018 were approved by 85.13% of the 373,637,584 total issued and outstanding shares of the Corporation entitled to vote.



5. ***President's Report*** – President Carmelo Maria Luza Bautista rendered his Annual Report for the year 2018. After the President's Report ("Report"), the Chairman opened the floor for questions or clarifications from the stockholders present.

A stockholder inquired as to what the Corporation was doing to increase the sales of Toyota Motor Philippines, Corp. ("TMP"), given the decline from the previous year. The President explained that as mentioned in the Report, the reason for the decline in sales was that buyers anticipated a price increase in 2018 with the implementation of the excise tax. As a result, there was a front-loading effect. In terms of enhancing sales, President stated that TMP is actively pursuing the demand for vehicle sales through promotions and discounts. He added that he is confident that there may be a recovery this year in terms of volume sales.

Another stockholder raised the issue of the waiting period for the Toyota Alphard ("Alphard") model. The President explained that since the model is popular globally, Toyota Motor Corporation allocates the Alphard units to countries on a periodic basis. The President suggested as a worthwhile substitute the all-new Toyota Hiace Grandia model, to be launched locally in July of this year.

Lastly, another stockholder inquired as to the Corporation's response to the proposed "no garage, no car" policy, which would require proof of parking space or garage prior to purchase of new automobiles. The President responded that since the policy is not yet enacted into law, there are no guidelines as to the policy's implementation.

Thereafter, no other questions were raised by the stockholders present.

6. ***Ratification of Corporate Acts*** – Upon motion duly made and seconded, the following resolution was adopted:

"RESOLVED, that all acts, transactions and resolutions, including related party transactions, approved by the Board of Directors, the Executive Committee, and Management from the date of the 2018 Annual Stockholders' Meeting on May 09, 2018 until the date of this meeting, be hereby ratified and confirmed."

Out of a total of 318,064,527 shares of the Corporation entitled to vote which were present or duly represented at the meeting, 317,403,386 were cast in favor of ratification of corporate acts, 561,781 abstained, and 99,360 voted against. The ratification of corporate acts undertaken by the Corporation's Board of Directors, Executive Committee, and Management was approved therefore by 84.95% of the 373,637,584 total issued and outstanding shares of the Corporation entitled to vote.

7. ***Election of Directors*** – On behalf of the Nominations Committee, Mr. Renato C. Valencia explained the nomination procedure under the rules and regulations of the Securities and Exchange Commission ("SEC").



In compliance with the regulatory requirements of the SEC and as required under the Corporation's Manual on Corporate Governance, the Nominations Committee, with Mr. Valencia as Chairman and Mr. Wilfredo A. Paras and Mr. Rene J. Buenaventura as members, reviewed and evaluated the qualifications of all persons nominated for election to the Board of Directors and certified that, based on the Corporation's records and relevant information made available to the Nominations Committee, the nominees possessed all of the qualifications and none of the disqualifications prescribed by existing laws, rules, and regulations. Mr. Valencia proceeded to present the Final List of Candidates, as follows:

1. Atty. Regis V. Puno
2. Mr. Pascual M. Garcia III
3. Dr. David T. Go
4. Mr. Wilfredo A. Paras
5. Mr. Rene J. Buenaventura
6. Mr. Jaime Miguel G. Belmonte
7. Mr. Renato C. Valencia
8. Mr. Carmelo Maria Luza Bautista
9. Mr. Alfred Vy Ty
10. Mr. Francisco C. Sebastian
11. Mr. Arthur Vy Ty

Mr. Valencia further informed the stockholders that four (4) of the eleven (11) nominees for directors were nominated as independent directors, namely: Mr. Wilfredo A. Paras, Mr. Jaime Miguel G. Belmonte, Mr. Renato C. Valencia and Mr. Rene J. Buenaventura.

Upon motion duly made and seconded, the nominations were closed and the aforementioned were respectively re-elected as members of the Board of Directors of GT Capital.

Out of a total of 318,064,527 shares of the Corporation entitled to vote which were present or duly represented at the meeting, the following votes were cast:

| DIRECTOR | FOR | AGAINST | ABSTAIN |
|-----------------------------|-------------|----------------|----------------|
| Arthur Vy Ty | 315,540,167 | 818,751 | 1,705,609 |
| Francisco C. Sebastian | 316,246,662 | 818,751 | 999,114 |
| Alfred Vy Ty | 316,146,683 | 894,449 | 1,023,395 |
| Carmelo Maria Luza Bautista | 316,359,309 | 910,889 | 794,329 |
| Renato C. Valencia | 313,612,824 | 2,465,090 | 1,986,613 |
| Jaime Miguel G. Belmonte | 317,909,654 | 154,873 | 0 |
| Rene J. Buenaventura | 317,796,533 | 154,873 | 113,121 |
| Wilfredo A. Paras | 317,796,533 | 154,873 | 113,121 |
| David T. Go | 316,250,252 | 818,751 | 995,524 |
| Pascual M. Garcia III | 315,844,805 | 894,449 | 1,325,273 |
| Regis V. Puno | 315,719,506 | 894,449 | 1,450,572 |



8. **Re-Appointment of External Auditor** – The Chairman requested Mr. Wilfredo A. Paras, Chairman of the Audit Committee, to explain the procedure for the appointment of the external auditor. Mr. Paras stated that the appointment of the Corporation's external auditor is made pursuant to the recommendation of the Controller and with the conformity of the Audit Committee. For the year 2019, SGV has been recommended for re-appointment, subject to the approval of majority of the Corporation's outstanding capital stock.

Upon a motion made and duly seconded, the following resolution was adopted:

"RESOLVED, that Sycip Gorres Velayo & Co. be appointed as External Auditor of GT Capital Holdings, Inc. for the year 2019."

Out of a total of 318,064,527 shares of the Corporation entitled to vote which were present or duly represented at the meeting, 318,022,894 were cast in favor of the appointment of the external auditor, none abstained, and 41,633 voted against. The appointment of SGV as the Corporation's External Auditor was therefore approved by 85.12% of the 373,637,584 total issued and outstanding shares of the Corporation entitled to vote.

9. **Approval of Stock Dividends for Common Shares** – The Chairman requested the President to explain the proposed declaration of stock dividend to the Corporation's stockholders.

The President explained that the Corporation seeks the approval from the stockholders to declare 8.0% stock dividends to the Corporation's common stockholders for 2019 equivalent to an estimate of Fifteen Million Nine Hundred Fifty Thousand (15,950,000) shares.

There being no other comments, and upon a motion made and duly seconded, the following resolution was adopted:

"RESOLVED, that GT Capital Holdings, Inc. (the "Corporation") be, as it is hereby authorized and empowered to declare 8.0% stock dividends equivalent to 15,950,000 shares, to be paid out of the Corporation's unrestricted retained earnings as of March 31, 2019.

RESOLVED FURTHER, that the record date for the stock dividends be set on July 8, 2019 and the payment date thereof be set on August 1, 2019.

RESOLVED FURTHER, that the treatment of all fractional shares computed as a result of the Corporation's stock dividends distribution is as follows: any stockholder with less than one-half (1/2) share shall not receive any share nor shall any cash payment be made to them while stockholders with one-half (1/2) or more than one-half (1/2) share shall receive a full share.



RESOLVED FURTHER, that President Carmelo Maria Luza Bautista and Executive Vice-President/Chief Financial Officer Francisco H. Suarez, Jr., acting or signing jointly, be hereby authorized and empowered to sign, execute, deliver any and all instruments, instructions, and documents, and in general, to do and execute any and all acts necessary or required to implement the foregoing resolutions, under such terms and conditions as each may deem to be in the best interests of the Corporation.

RESOLVED FINALLY, that the Corporate Secretary and Assistant Corporate Secretary be hereby authorized and empowered to adopt the format of any regulatory agency resolution; Provided, that the change does not alter the substance of the transaction or increase the liabilities or obligations of the Corporation under the originally approved resolution; Provided further, that the substitute resolution shall be the one to be recorded in the minutes of the meeting."

Out of a total of 318,064,527 shares of the Corporation entitled to vote which were present or duly represented at the meeting, 318,064,527 votes were cast in favor of the approval of stock dividends, none abstained, and none voted against. The declaration of stock dividend was therefore approved by 85.13% of the 373,637,584 total issued and outstanding shares of the Corporation entitled to vote.

10. Others Matters/Adjournment–

The Chairman inquired whether there were other matters that the stockholders present may wish to take up. There being none, the meeting was adjourned at 3:45 p.m.

ANTONIO V. VIRAY
Corporate Secretary

ATTESTED BY:

ARTHUR VY TY
Chairman of the Board