



GT CAPITAL
HOLDINGS, INCORPORATED

Notice of Annual Stockholders' Meeting
May 11, 2016 at 2:30 p.m.
Metrobank Auditorium, Second Floor Metrobank Plaza
Sen. Gil Puyat Avenue, Makati City

To all Stockholders:

Please take notice that the 2016 annual stockholders' meeting of GT Capital Holdings, Inc. will be held on May 11, 2016 at 2:30 p.m. at the Metrobank Auditorium, Second Floor Metrobank Plaza, Sen. Gil Puyat Avenue, Makati City. Registration shall begin at 2:00 p.m. The agenda of the meeting is set forth below:

A G E N D A

1. Call to order
2. Certification of notice and quorum
3. Approval of minutes of annual meeting of stockholders held on May 11, 2015
4. Annual Report for the Year 2015
5. General ratification of the acts of the Board of Directors, Executive Committee, and Management from the date of the last annual stockholders' meeting up to the date of this meeting
6. Election of directors for 2016 - 2017
7. Appointment of external auditor
8. Amendment to the By-laws of the Corporation
9. Adjournment

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (PSE) on April 1, 2016 as the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you are requested to accomplish the attached proxy form and return the same to the office of the Secretary at 43/F GT Tower International, 6813 Ayala Avenue corner H. V. Dela Costa St., Makati City 1227 on or before 5:00 p.m. on April 29, 2016.

For your convenience in registering your attendance, please bring some form of identification with a photograph, such as a passport, driver's license, or company I.D.

Makati City, March 22, 2016.

BY THE ORDER OF THE BOARD OF DIRECTORS


ANTONIO V. VIRAY
Corporate Secretary
GT CAPITAL HOLDINGS, INC.

EXPLANATION / RATIONALE OF AGENDA ITEMS

1. **Call to order**
The Chairman will call to order the Annual Meeting of Stockholders of the Corporation.
2. **Certification of notice and quorum**
The Corporate Secretary will certify that copies of the notice of the meeting were delivered to holders of the Corporation's shares of stock as of April 1, 2016 Record Date and that, a quorum exists for the valid transaction of the business in the agenda.
3. **Approval of minutes of the May 11, 2015 Annual Stockholders' Meeting**
The Chairman will entertain a motion to approve the minutes of the May 11, 2015 Annual Stockholders' Meeting. Draft minutes were posted on the GT Capital website on the next working day after the meeting.
4. **Annual Report for the Year 2015**
The Chairman will call on the President, Mr. Carmelo Maria Luza Bautista, to render his report for the year 2015. After the President's report, the Chairman will entertain comments or questions from the stockholders present.
5. **General ratification of the acts of the Board of Directors, Executive Committee, and Management from the date of the last annual stockholders' meeting up to the date of this meeting**
The Chairman will entertain a motion to ratify all acts, transactions, and resolutions of the Board of Directors, the Executive Committee, and Management from the date of the 2015 annual stockholders' meeting up to May 11, 2016, including approval of loans, acquisitions, sale of shares, adoption of Enterprise Risk Management Manual, declaration of dividends, and appointment and promotion of officers.
6. **Election of directors for 2016 - 2017**
The Chairman will call on the Chairman of the Nominations Committee to explain the nomination procedure under the current SEC rules. Thereafter, a nomination for election to the Board of Directors of the eleven (11) candidates who have been pre-qualified by the Nominations Committee will be entertained. After the nomination is closed and seconded, the Chairman will announce the names of the directors who were elected to serve on the Board.
7. **Appointment of external auditor**
The Chairman will call on the Chairman of the Audit Committee to explain the procedure for the appointment of the external auditor. Thereafter, the Chairman will entertain a motion for the appointment of the Corporation's external auditor.
8. **Amendment to the By-laws of the Corporation**
The proposal is to amend Article II, Section 1 of the Corporation's By-laws, moving the date of its annual stockholders' meeting from second Monday of May to second Wednesday of May. The amendment seeks to avoid the coinciding of the annual/regular meeting of the stockholders with local and/or national elections every three years, which is a legal holiday pursuant to Republic Act No. 7166 (An Act Providing for Synchronized National and Local Elections and for Electoral Reforms, Authorizing Appropriations Therefor, and for Other Purposes). After the President's explanation, a motion to approve the said amendment will be entertained.
9. **Adjournment**
The Chairman will inquire whether there are other matters to be discussed and will entertain a motion for adjournment.