

# COVER SHEET

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S.E.C. Registration Number

G T C A P I T A L H O L D I N G S , I N C .

(Company's Full Name)

4 3 r d F L O O R , G T T O W E R I N T E R N A -  
T I O N A L A Y A L A A V E N U E C O R N E R H . V  
D E L A C O S T A S T R E E T M A K A T I C I T Y

(Business Address: No. Street City / Town Province)

Atty. Joselito V. Banaag

Contact Person

8 3 6 - 4 5 - 0 0

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Definitive Information Statement

Form Type

Second Monday of May

Regular Meeting

Certificate of Permit to Offer Securities for Sale (Order #092)

Secondary License type, if applicable

M S R D

Dept. Requiring this Doc.

Amended Articles Number/Section

74

Total No. of Stockholders

Total amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

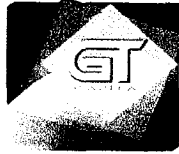
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Cashier

Remarks = Pls. use black ink for scanning purposes.



**GT CAPITAL**  
HOLDINGS, INCORPORATED

**Notice of Annual Stockholders' Meeting**  
**May 12, 2014 at 3:00 p.m.**  
**Metrobank Auditorium, Second Floor Metrobank Plaza**  
**Sen. Gil Puyat Avenue, Makati City**

SECURITY  
J. W.

To all Stockholders:

Please take notice that the 2014 annual stockholders' meeting of GT Capital Holdings, Inc. will be held on May 12, 2014 at 3:00 p.m. at the Metrobank Auditorium, Second Floor Metrobank Plaza, Sen. Gil Puyat Avenue, Makati City. Registration shall begin at 2:30 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 regular meeting of stockholders held on May 14, 2013
4. Annual Report for the Year 2013
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 2014 - 2015
7. Appointment of external auditor
8. Amendment to Articles of Incorporation of the Corporation
9. Amendment to By-laws of the Corporation
10. Adjournment


The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (PSE) on March 27, 2014 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 May 2, 2014.

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 31, 2014.

**BY THE ORDER OF THE BOARD OF DIRECTORS**

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

## PROXY

The undersigned stockholder of GT Capital Holdings, Inc. (the "Company") hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as *attorney* and *proxy*, with the power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on May 12, 2014 and at any of the adjournments thereof for the purpose of acting on the following matters:

- |  |  |
|--|--|
| 1. Approval of minutes of previous annual stockholders' meeting                              | 7. Election of Directors                                     |
| ___ Yes ___ No ___ Abstain   | ___ Vote for all nominees listed below                       |
| 2. Approval of Annual Report for the year 2013   | Dr. George S.K. Ty   |
| ___ Yes ___ No ___ Abstain   | Arthur V. Ty   |
| 3. Ratification of all acts and resolutions of the Board of Directors and Executive Officers | Alfred V. Ty   |
| ___ Yes ___ No ___ Abstain   | Carmelo Maria Luza Bautista                                  |
| 4. Election of independent auditors  | Roderico V. Puno   |
| ___ Yes ___ No ___ Abstain   | Solomon S. Cua   |
| 5. Amendment of Article SIXTH of Articles of Incorporation                                   | Jaime Miguel G. Belmonte (Independent Director)              |
| ___ Yes ___ No ___ Abstain   | Christopher P. Beshouri                                      |
| 6. Amendment of Article III, Section 3 of the By-laws  | Wilfredo A. Paras  |
| ___ Yes ___ No ___ Abstain   | ___ Withhold authority for all nominees listed above         |
|  | ___ Withhold authority to vote for the nominees listed below |
|  | _____  |
|  | _____  |
|  | _____  |
|  | _____  |
|  | _____  |
|  | _____  |

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
DATE

THIS PROXY SHOULD BE REQUIRED BY THE CORPORATE SECRETARY ON OR BEFORE May 2, 2014, THE DEADLINE FOR SUBMISSION OF PROXIES.

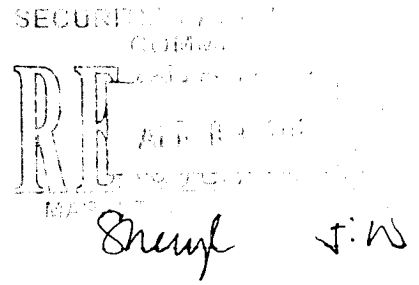
THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VETOED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED 'FOR' THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSES HIS OR HER INTENTION TO VOTE IN PERSON.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:  
☐ Preliminary Information Statement  
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter: **GT CAPITAL HOLDINGS, INC.**
3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
4. SEC Identification Number: **CS200711792**
5. BIR Tax Identification Code **006-806-867**
6. Address of principal office: **43/F GT Tower International, 6813 Ayala Avenue corner H. V. Dela Costa St., Makati City, Metro Manila, Philippines Postal Code: 1227**
7. Registrant's telephone number, including area code: **(632) 836-4500**
8. Date, time and place of the meeting of security holders: **May 12, 2014 at 3:00 p.m., to be held at the Metrobank Auditorium, Second Floor Metrobank Plaza, Sen. Gil Puyat Avenue, Makati City**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **April 15, 2013**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the SRC (information on number of shares and amount of debt is applicable only to corporate registrants):
  - a) Shares of Stock

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<b>Common Shares</b>	<b>174,300,000</b>

b) Debt securities: **Php10 Billion Bonds**

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes   X   No           

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**The Philippine Stock Exchange, Inc., common shares.**

## PART I.

### INFORMATION REQUIRED IN INFORMATION STATEMENT

#### A. GENERAL INFORMATION

**Item 1. Date, time and place of meeting of security holders.**

- (a) The Annual Stockholders' Meeting of GT Capital Holdings, Inc. ("GT Capital" or the "Company") is scheduled to be held on May 12, 2014 at 3:00 p.m. at the Metrobank Auditorium, Second Floor Metrobank Plaza, Sen. Gil Puyat Avenue, Makati City. The complete mailing address of the principal office of the registrant is 43/F GT Tower International, 6813 Ayala Avenue corner H. V. Dela Costa Street, Makati City, Metro Manila, Philippines 1227.
- (b) The approximate date on which the Information Statement will be sent or given to the stockholders is on April 15, 2014.

**Statement that proxies are not solicited**

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

**Voting Securities**

The record date for purposes of determining the stockholders entitled to vote is March 27, 2014. The total number of shares outstanding and entitled to vote in the stockholders' meeting is 174,300,000 shares. Stockholders are entitled to cumulative voting in the election of the board of directors, as provided by the Corporation Code.

**Item 2. Dissenters' Right of Appraisal**

Pursuant to Section 81 of the Corporation Code of the Philippines, a stockholder has the right to dissent and demand payment of the fair value of his shares in the following instances:

- (a) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any shares of any class, or of extending or shortening the term of corporate existence.
- (b) 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 Corporation Code; and
- (c) In case of merger or consolidation.

A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

- (a) The dissenting stockholder shall make a written demand on the corporation within 30 days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within 30 day period shall be deemed a waiver on his appraisal right;
- (b) If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock within 10 days after demanding payment for his shares (Sec. 86), the fair value thereof; and
- (c) Upon payment of the agreed or awarded price, the stockholder shall transfer his share to the corporation.

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) No director or officer of the Company since the beginning of the last fiscal year, nominee for election as director, or associate of the foregoing persons, have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

- (b) No director in the Company has given written notice that he intends to oppose any action to be taken by the Company at the meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **Item 4. Voting Securities and Principal Holders Thereof**

- (a) As of March 27, 2014, the total number of shares outstanding and entitled to vote in the stockholders' meeting is 174,300,000 common shares.
- (b) The record date for determining the stockholders entitled to notice and to vote is March 27, 2014.
- (c) Stockholders shall be entitled to vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by the plurality of vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases where other provision is made under a statute. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by proxy if there be by proxy, and shall state the number of shares voted by him.

Provided however, that in the election of Directors, each stockholder shall be entitled to cumulate his votes in the manner prescribed by Title III, Section 24 of the Corporation Code of the Philippines.

### **(c) Security Ownership of Certain Record and Beneficial Owners as of March 27, 2014:**

As of March 27, 2014, the following are the owners of the Company's common stock in excess of 5% of total outstanding shares:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent (%)
Common	Grand Titan Capital Holdings, Inc.  4 <sup>th</sup> Floor Metrobank Plaza, Sen. Gil Puyat Ave., Makati City	Same as the Record Owner  Arthur Vy Ty is authorized to vote the shares held by Grand Titan Capital Holdings, Inc.	Filipino	103,371,110	59.306%
Common	PCD Nominee Corp. (Non-Filipino)	Various Clients <sup>1</sup>	Foreign	58,406,484	33.509%
Common	PCD Nominee Corp. (Filipino)	Various Clients <sup>1</sup>	Filipino	11,886,055	06.819%

(1) The number of shares held by PCD Nominee Corp. (Filipino and Non-Filipino) is comprised of various clients who are the beneficial owners of GT Capital Shares which are lodged with the Philippine Depository & Trust Corp.

Security Ownership of Management as of March 27, 2014

Title of Securities	Name of Beneficial Owner of Common Stock	Amount and Nature of Beneficial Ownership (D) direct/(I) indirect	Citizenship	Percent of Class
Common	Dr. George S. K. Ty	200,000 (D)	Filipino	0.115%
Common	Arthur Vy Ty	100,000 (D) 1,500 (I)	Filipino	0.057% 0.001%
Common	Alfred Vy Ty	100,000 (D) 1,500 (I)	Filipino	0.057% 0.001%
Common	Mary Vy Ty	99,000 (D)	Filipino	0.057%
Common	Anjanette T. Dy Buncio	40,000 (D) 1,500 (I)	Filipino	0.023% 0.001%
Common	Solomon S. Cua	1,000 (D) 20,000 (I)	Filipino	0.001% 0.011%
Common	Carmelo Maria Luza Bautista	1,000 (D) 10,000 (I)	Filipino	0.001% 0.006%
Common	Francisco H. Suarez, Jr.	5,000 (I)	Filipino	0.003%
Common	Jocelyn Y. Kho	2,200 (I)	Filipino	0.001%
Common	Margaret T. Cham	1,500 (I)	Filipino	0.001%
Common	Roderico V. Puno	1,000 (D)	Filipino	0.001%
Common	Jaime Miguel G. Belmonte	1,000 (D)	Filipino	0.001%
Common	Christopher P. Beshouri	1,000 (D) 3,000 (I)	American	0.001% 0.002%
Common	Wilfredo A. Paras	1,000 (D)	Filipino	0.001%
Common	Joselito V. Banaag	900 (I)	Filipino	0.001%
Common	Alesandra T. Ty	500 (I)	Filipino	0.000%
Common	Antonio V. Viray	0	Filipino	0.000%
Common	Jose B. Crisol, Jr.	0	Filipino	0.000%
Common	Susan E. Cornelio	0	Filipino	0.000%
Common	Richel D. Mendoza	0	Filipino	0.000%
Common	Reyna Rose P. Manon-Og	0	Filipino	0.000%
<b>Total</b>		<b>545,000 (D) 47,600 (I) 592,600 (D) and (I)</b>		<b>0.3400%</b>

There are no persons holding more than 5% of a class under a voting trust or any similar agreements as of balance sheet date.

(e) **Change in Control**

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

There are no existing or planned stock warrant offerings. There are no arrangements which may result in a change in control of the Company.

**Item 5. Directors and Executive Officers of the Registrant**

**(a) The incumbent Directors and Executive Officers of the Company are as follows:**

**Board of Directors**

<u>Office</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>
Group Chairman	Dr. George S.K. Ty	81	Filipino
Chairman	Arthur Vy Ty	47	Filipino
Vice Chairman	Alfred Vy Ty	46	Filipino
Director/President	Carmelo Maria Luza Bautista	56	Filipino
Director	Roderico V. Puno	50	Filipino
Director	Solomon S. Cua	58	Filipino
Independent Director	Jaime Miguel G. Belmonte	49	Filipino
Independent Director	Christopher P. Beshouri	51	American
Independent Director	Wilfredo A. Paras	67	Filipino
Adviser	Pascual M. Garcia III	60	Filipino

The business experience of the members of the Board for the last five (5) years is as follows:

**Dr. George S.K. Ty** served as GT Capital Holdings, Inc.'s Chairman of the Board since its inception in July 2007 until July 11, 2012. Dr. Ty is also the founder of Metropolitan Bank & Trust Company (Metrobank) and served as its Chairman from 1975 until 2006, when he became Group Chairman of the Metrobank group of companies. Dr. Ty graduated from the University of Santo Tomas. He is concurrently the Chairman of the Board of Trustees of the Metrobank Foundation, Inc. and of the Board of Directors of Toyota Motor Philippines Corporation.

**Arthur Vy Ty** served as the Company's Vice Chairman since its inception in 2007 before assuming his current position as Chairman in 2012. He was the President of Metrobank from 2006 to 2012 and was appointed as its Chairman in April 2012. He headed Metrobank's Consumer Lending Group from 2000 to 2004 and served as Vice Chairman of the Bank from 2004 to 2006. He also serves as the Chairman of Metropolitan Bank (China) Ltd., Inc., Vice Chairman of PSBank and First Metro Investment Corporation. He earned his Bachelor of Science degree in Economics at the University of California, Los Angeles and obtained his Masters in Business Administration degree from Columbia University, New York in 1991.

**Alfred Vy Ty** has been Vice Chairman of the Company since February 14, 2012 and has served as a Director of the Company since 2007. He is also the current President of Federal Land Inc. and the Vice-Chairman of Toyota Motor Phils. Corp. He graduated from the University of Southern California with a degree major in Business Administration in 1989. Some of his other current roles and positions include: Corporate Secretary, Metrobank; Chairman, Lexus Manila, Inc.; Director, Philippine Long Distance Telephone Company; Chairman, Asia Pacific Top Management; Director, Global Business Power Corporation.; President, GT-Metro Foundation, Inc.; Board of Trustees, Metrobank Foundation, Inc.; Honorary Consul, Consulate of Uruguay; and Former Special Envoy of the President to China.

**Carmelo Maria Luza Bautista** assumed the role of Director and President of GT Capital in 2011. Prior to his election, Mr. Bautista joined First Metro Investment Corporation in April of 2008 as Executive Director and was appointed as Chairman of the Risk Management Committee. He later assumed the position of Head of its Investment Banking Group in 2009. Mr. Bautista has been in the Banking and Financial



Services sector for 36 years. Some highlights of his previous scope of responsibilities over this period include: Program Director at Citibank Asia Pacific Banking Institute; Vice President and Head of the Local Corporate and Public Sector Groups Citibank Manila; Vice President Real Estate Finance Group Citibank N.A. Singapore branch; Vice President Structured Finance Citibank N.A. Singapore Regional Office; Country Manager ABN AMRO Bank Philippines; and President and CEO Philippine Bank of Communications. Mr. Bautista has a Masters in Business Management degree from the Asian Institute of Management where he graduated in the Dean's Citation List. He also has a Bachelors degree major in Economics from the Ateneo de Manila University.

**Solomon S. Cua** has been serving as Director of GT Capital Holdings, Inc. since July 11, 2012. With more than 20 years of experience in general management, banking and finance, Mr. Cua holds several other positions in other companies, among which are as Director of First Metro Investment Corporation (since 2001) and Chairman of Philippine AXA Life Insurance Corporation (since 2010). He graduated from the University of Melbourne and the University of Queensland where he earned degrees in Bachelor of Arts in Mathematical Sciences and Economics and Bachelor of Laws, respectively. He obtained his Masters of Law from the London School of Economics and Political Sciences. Mr. Cua also holds the following positions: Director and Vice Chairman of Philippine Racing Club, Inc.; Director of Grand Titan Capital Holdings, Inc.; Director of Global Treasure Holdings Inc.; Director of Greenhills West Association, Inc.; Director and Treasurer of Palm Integrated Commodities, Inc.; and Director of Philippine Newtown Global Solutions. Prior to his stint in First Metro Investment Corporation, Mr. Cua served as Undersecretary of Finance from 1998 to 2000.

**Roderico V. Puno** has been a director of the Company since August 5, 2011 and is a Senior Partner of Puno & Puno Law Offices. He earned his Bachelor of Laws degree from Ateneo de Manila University in 1989 and is a widely recognized expert in energy law and also specializes in general corporate law, banking, corporate and project finance, real estate, utilities regulation, securities and infrastructure. He is currently Corporate Secretary of Atlas Consolidated and Mining and Development Corporation, First Philippine Industrial Park and Rustan Supercenters, Inc.; Assistant Corporate Secretary of Metropolitan Bank & Trust Company. He served as Vice-President- Legal for First Philippine Holdings Corporation and First Generation Corporation.

**Jaime Miguel G. Belmonte\*** was elected as Independent Director of GT Capital on July 11, 2012. He is also the President and Chief Executive Officer of The Philippine Star (since 1998); President and Publisher of Pilipino Star Ngayon (since 1994) and PM-Pang Masa (since 2003); and President of Pilipino Star Printing Company (since 1994). Mr. Belmonte is also the President of Cebu-based The Freeman and Banat News (since 2004), Director of Stargate Media Corporation (since 2000), and member of the Board of Advisers of Manila Tytana College (since 2008). He earned his undergraduate degree from the University of the Philippines-Diliman.

**Christopher P. Beshouri\*** is Group President and COO of Vicsal Development (Gaisano), which has holdings in Property, Retail, and Financial Services. Prior to joining the Gaisanos, Mr. Beshouri was with McKinsey and Company for more than 15 years, where he held 3 distinct roles: Managing Partner of Philippines (2005-2013), Chief of Staff of Asia (2004-2005); and Senior Consultant (1997-2004). He also worked as a Senior Financial Economist and Director at the United States Treasury from 1989 to 1997, where he focused on financial markets and banking regulation. In addition, Mr. Beshouri was an Adjunct Professor of Georgetown University, College of Business from 1996-1997, a Consultant for the West Africa Country Operations of the World Bank in 1988, a Financial Auditor of the Catholic Relief Services from 1987 to 1988, and an Analyst and Research Assistant for the Federal Reserve Bank of Atlanta from 1984 to 1986. Mr. Beshouri holds a Bachelor of Arts Degree (Dual Major in Economics and Public Policy) from the Michigan State University, and a degree of Master of Public Affairs from Princeton University.

**Wilfredo A. Paras\*** currently holds various positions in Philippine Corporations, such as: Independent Director of Philex Mining Corporation (2011-present); Director of Oil Mills Goup of CIIF- Granexport Manufacturing Corporation, Cagayan de Oro Oil Mills Corporation, Iligan Coconut Industries, Inc. (2011-present); Member of the Board of Trustees of Dualtech Training Center (2012-present); Senior Adviser of Association of Petrochemical Manufacturers of the Philippines (2007-present); and President of WAP Holdings Inc (2007-present). He also served as the Executive Vice President/Chief Operating Officer and Director of JG Summit Petrochemical Corporation; and was also the President of Union Carbide Philippines, the President/Director of Union Carbide-Indonesia, Managing Director of Union Carbide Singapore and Business Director for Union Carbide Asia-Pacific. Mr. Paras holds a degree in Bachelor of

Science (BS) Industrial Pharmacy from the University of the Philippines and a Master in Business Administration (MBA) from the De la Salle University Graduate School of Business. He finished a Management Program of the University of Michigan, Ann Arbor, Michigan, USA.

**Pascual M. Garcia III** was appointed as Board Advisor in May 2013. He is currently the Chairman of Federal Land, Inc. He also holds several other positions in other companies among which are Director for Toyota Financial Services Philippines; Director for Sumisho Finance Corporation; President of Federal Land Orix Corporation; and Director for Cathay International Resources Corporation. Prior to joining Federal Land, he served as the President and Director of Philippine Savings Bank from 2001 up to 2013. Mr. Garcia earned his Bachelor's degree in Commerce Major in Management from the Ateneo de Zamboanga University.

*\* Independent director - the Company has complied with the Guidelines set forth by SRC (Securities Regulation Code) Rule 38 regarding the Nomination and Election of Independent Director. The Company's By-Laws incorporate the procedures for the nomination and election of independent director/s in accordance with the requirements of the said Rule. The Company's By-laws were amended for this purpose and such amendment was approved by the SEC on January 13, 2012. A discussion on the guidelines and procedures for Nomination and Election of Independent Directors is set forth in Annex "A" of this Information Statement.*

#### **Period of Directorship**

<b><u>Name</u></b>	<b><u>Date First Elected</u></b>
Dr. George S.K. Ty	June 3, 2011
Arthur Vy Ty	June 3, 2011
Alfred Vy Ty	February 14, 2012
Carmelo Maria Luza Bautista	August 5, 2011
Roderico V. Puno	August 5, 2011
Solomon S. Cua	June 3, 2011
Jaime Miguel G. Belmonte	December 2, 2011
Christopher P. Beshouri	May 14, 2013
Wilfredo A. Paras	May 14, 2013
Pascual M. Garcia III (Adviser)	May 14, 2013

#### **Executive Officers**

<b><u>Name</u></b>	<b><u>Office</u></b>	<b><u>Age</u></b>	<b><u>Citizenship</u></b>
Carmelo Maria Luza Bautista	President	56	Filipino
Francisco H. Suarez, Jr.	SVP/Chief Financial Officer	54	Filipino
Mary Vy Ty	Treasurer	73	Filipino
Anjanette T. Dy Buncio	Assistant Treasurer	45	Filipino
Alesandra T. Ty	Assistant Treasurer	34	Filipino
Antonio V. Viray	Corporate Secretary	74	Filipino
Margaret T. Cham	Assistant Corporate Secretary	46	Filipino
Jocelyn Y. Kho	Assistant Corporate Secretary	59	Filipino
Joselito V. Banaag	VP/Head, Legal and Compliance	43	Filipino
Jose B. Crisol, Jr.	VP/Head, Investor Relations and Corporate Communications	47	Filipino
Susan E. Cornelio	VP/Head, Human Resources and Administration	41	Filipino
Richel D. Mendoza	VP/Chief Audit Executive	42	Filipino
Reyna Rose P. Manon-Og	AVP/Head, Accounting and Financial Control	32	Filipino

**Francisco H. Suarez, Jr.** has served as GT Capital's Chief Financial Officer since February 16, 2012. He brings to the Company over 30 years of experience in the fields of investment banking and corporate finance. He served as Chief Financial Officer of ATR KimEng Capital Partners, Inc., PSI Technologies, Inc. and SPI Technologies; and assumed various positions in Asian Alliance Investment Corp., Metrobank, International Corporate Bank, Far East Bank and Trust Company and National Economic Development Authority. He earned his Bachelor of Arts in Applied Economics from De La Salle University in 1981; and is a candidate for a Masters in Business Administration degree at the Ateneo Graduate School of Business.

**Mary Vy Ty** has served as the Company's Treasurer since its incorporation in 2007. Mrs. Ty has more than 50 years of experience in banking and general business. She currently holds the following positions: Assistant to the Group Chairman, Metrobank; Adviser, Metrobank Foundation, Inc.; Vice Chairman, Manila Medical Services, Inc.; Adviser, Manila Tytana Colleges; Treasurer, Global Business Power Corporation; Director, Grand Titan Capital Holdings, Inc.; and Chairman, Philippine Securities Corporation. Previously, Mrs. Ty held the position of Director for First Metro Investment Corporation. She earned her collegiate degree from the University of Santo Tomas.

**Antonio V. Viray** joined the Company as Assistant Corporate Secretary and became Corporate Secretary in 2009. He was formerly the Senior Vice-President, General Counsel and Assistant Corporate Secretary of Metropolitan Bank & Trust Company (Metrobank). He was also a Senior Vice-President & General Counsel of Philippine Savings Bank and Director of Solidbank. At present he is a Director of Metrobank; Corporate Secretary of Golden Treasure Holdings, Inc. and Grand Titan Holding Holdings, Inc. He is also Chairman and President of AVIR Development Corporation and Of Counsel of Feria Tantoco Robeniol Law Office. He obtained his Bachelor of Laws from the University of Sto. Tomas and Master of Laws from Northwestern University in Chicago, U.S.A.

**Margaret Ty Cham** is GT Capital's Assistant Corporate Secretary. She is also a Director and Assistant Vice President of PSBank; Director of Orix Metro Leasing Corporation and Federal Land, Inc.; President of Glam Holdings Corporation and Glamore Holdings Corporation; Vice President of Great Mark Resources Corporation; Vice President and Corporate Secretary of Norberto and Tytana Ty Foundation; Vice President, Corporate Secretary, and member of the Board of Trustees of GT Metro Foundation; Corporate Secretary of the Metrobank Foundation; Vice President of Global Treasure Holdings, Inc.; and Vice President of Grand Titan Holdings, Inc. She obtained her Bachelor of Science in Humanities degree from the De La Salle University.

**Jocelyn Y. Kho** has served as the Company's Assistant Corporate Secretary since June 2011 and formerly Controller until 2010. She concurrently serves as Controller and Assistant Corporate Secretary of Grand Titan Capital Holdings, Inc. and Global Treasure Holdings, Inc.; Director and Treasurer of Global Business Holdings, Inc.; Senior Vice President/ Corporate Secretary of Federal Homes, Inc.; Director/ Corporate Secretary of Crown Central Realty Corporation; Director/Member of the Board and Formerly Corporate Secretary of Cathay International Resources, Inc.; Excom Member, Formerly Senior Vice President/Comptroller/ Assistant Corporate Secretary of Federal Land, Inc.; Chairman and President of MBT-Management Consultancy, Inc.;. She served as Vice President under the Office of the Assistant to the Group Chairman of MBT from 1978 to 2009. She earned her Bachelor of Science degree in Commerce with a major in Accounting from the University of Santo Tomas in 1975. Master of Science in Taxation (lack Thesis) from MLQ University

**Anjanette Ty Dy Buncio** has served as the Assistant Treasurer of GT Capital Holdings, Inc. since 2007. She holds several other posts in other companies, among which are: Vice Chairman of Metrobank Card Corporation; Director, Corporate Secretary, Senior Vice President, and Treasurer of Federal Land, Inc.; Vice President of Metrobank; Corporate Secretary and Treasurer of Global Business Power Corporation; and Corporate Secretary of Pro Oil Corporation. She graduated from the International Christian University in Tokyo, Japan with a Bachelor of Science degree in Economics.

**Alesandra T. Ty** was appointed Assistant Treasurer of GT Capital Holdings on February 14, 2012. She graduated from the Ateneo de Manila University with a Bachelor of Science degree in Legal Management. She then earned her Masters in Business Administration at the China Europe International Business School in Shanghai, China. She is currently a director and Treasurer of AXA Philippines, a director of Federal Homes, Inc. and Sumisho Motorcycle Finance Corp., the Corporate Treasurer of Metrobank Card Corporation and the Corporate Secretary/Treasurer of First Metro Investment Corporation.

**Joselito V. Banaag** joined the Company on January 2, 2012 as Head of its Legal and Compliance Division. Prior to this, he served as General Counsel of the Philippine Stock Exchange and concurrently, as Chief Legal Counsel of the Securities Clearing Corporation of the Philippines. He was also Officer in Charge of the Exchange's Issuer Regulation Division. Previous employments include assuming various positions in SGV & Co., Cayetano Sebastian Ata Dado and Cruz Law Offices, PNOG Exploration Corporation and Padilla Jimenez Kintanar & Asuncion Law Offices. He earned his Bachelor of Arts in Political Science minoring in Japanese Studies from Ateneo de Manila University and Bachelor of Laws from the University of the Philippines.

**Jose B. Crisol, Jr.** serves as Vice President and Head of the Investor Relations and Corporate Communications Division of GT Capital. He was appointed to the position on July 26, 2012. Before joining the company, he was the Assistant Vice President for Investor Relations of SM Investments Corporation (SM). Prior to working with SM, he was a Director at the Department of Trade and Industry (DTI), heading its Trade and Industry Information Center. He also served for a time, on a concurrent basis, as Head of DTI's Office of Operational Planning. His other past employment includes occupying various positions at The Philippine American Life Insurance Company and Merrill Lynch Philippines, Inc., among others. He holds a Bachelor of Science degree in Economics from the University of the Philippines in Diliman, and completed his primary and secondary education at the Ateneo De Manila University.

**Susan E. Cornelio** joined the Company on July 4, 2012 as the Head of the Human Resources Division. Prior to this, she served as Vice President and Head of the Compensation and Benefits Department of Sterling Bank of Asia. Before this she was Assistant Vice President and Head of the Compensation and Benefits Department of United Coconut Planters Bank. She holds a degree of Bachelor of Science major in Accounting from the Sta. Isabel College and a Master Certificate in Human Resources from Cornell University's School of Industrial and Labor Relations.

**Richel D. Mendoza** joined the company on October 1, 2013 as its Chief Audit Executive. She served as Board Director of the Institute of Internal Auditors (IIA) Philippines from 2004-2012 prior to her appointment as its Chief Operating Officer in 2012. She is a seasoned internal audit practitioner with 17 years of experience from listed company Roxas Holdings, Inc. serving as Senior Auditor in one of its subsidiaries until she became the Group Internal Audit Head. She gained her audit background from SGV and Co. She has a Masters in Business Administration degree from De La Salle University Graduate School of Business and a Bachelor of Science degree in Business Administration Major in Accounting from University of the East, Magna Cum Laude. Ms. Mendoza is a Certified Public Accountant, a Certified Internal Auditor (CIA), and an IIA accredited Quality Assurance Validator, Trainer and CIA Reviewer.

**Reyna Rose P. Manon-og** was appointed as the Company's Controller in October 2011. Prior to joining the Company, she spent seven years at SGV & Co. wherein she held various positions including Director; and another two years in United Coconut Planters Bank as Assistant Vice President and Head of its Financial Accounting Department. She is a Certified Public Accountant and an honors graduate of Bicol University.

#### Period of Officership

<u>Name</u>	<u>Office</u>	<u>Period Held</u>
Carmelo Maria Luza Bautista	President	2011-Present
Francisco H. Suarez, Jr.	SVP/Chief Financial Officer	2012-Present
Mary Vy Ty	Treasurer	2007-Present
Anjanette T. Dy Buncio	Assistant Treasurer	2007-Present
Alesandra T. Ty	Assistant Treasurer	2012-Present
Antonio V. Viray	Corporate Secretary	2009-Present
Margaret T. Cham	Assistant Corporate Secretary	2013-Present
Jocelyn Y. Kho	Assistant Corporate Secretary	2011-Present
Joselito V. Banaag	VP/Head, Legal and Compliance	2012-Present
Jose B. Crisol, Jr.	VP/Head, Investor Relations and Corporate Communications	2012-Present
Susan E. Cornelio	VP/Head, Human Resources	2012-Present
Richel D. Mendoza	VP/Chief Audit Executive	2013-Present
Reyna Rose P. Manon-Og	AVP/Controller and Head, Accounting and Financial Control	2011-Present

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been appointed or elected and qualified. The same set of directors will be nominated in the coming regular annual stockholders' meeting. The Directors possess all the qualifications and none of the disqualifications provided for in the SRC and its Implementing Rules and Regulations as well as the Company's By-laws.

Nomination of Independent Directors shall be conducted by the Nomination Committee prior to the stockholders' meeting. The Nomination Committee shall prepare a Final List of Candidates from those who have passed the Guidelines, Screening Policies and Parameters for nomination of independent directors and which list shall contain all the information about these nominees. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director. No other nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting. In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Nomination Committee; otherwise, said vacancies shall be filled by stockholders in a regular or special meeting called for that purpose. An Independent Director so elected to fill a vacancy shall serve only for the unexpired term of his or her predecessor in office.

**(b) Significant Employees**

The Company does not believe that its business is dependent on the services of any particular employee.

**Directorships in Other Reporting Companies and Subsidiaries**

The following are directorships held by Directors and Executive Officers in other reporting companies and subsidiaries of the Corporation during the last five years:

<u>Name of Corporation</u>	<u>Position</u>
<i>George S.K. Ty</i> Toyota Motor Philippines .....	Chairman
<i>Arthur Vy Ty</i> Metropolitan Bank & Trust Company..... Philippine Savings Bank .....	Chairman Vice Chairman
<i>Alfred Vy Ty</i> Toyota Motor Philippines .....	Vice-Chairman
Federal Land, Inc. ....	President/Director
Global Business Power Corporation .....	Director
Philippine Long Distance Telephone Company.....	Director
<i>Roderico V. Puno</i> Global Business Power Corporation .....	Director
<i>Solomon S. Cua</i> Philippine AXA Life Insurance Corporation .....	Chairman
Philippine Racing Club, Inc. ....	Vice-Chairman
<i>Wilfredo A. Paras</i> Philex Mining Corporation .....	Director
<i>Antonio V. Viray</i> Metropolitan Bank & Trust Corporation .....	Director

**Board Committees:**

The members of the Audit and Risk Management Committee are:

Wilfredo A. Paras	- Chairman
Christopher P. Beshouri	- Member
Solomon S. Cua	- Member

The members of the Compensation Committee are:

Alfred Vy Ty	- Chairman
Solomon S. Cua	- Member
Jaime Miguel G. Belmonte	- Member

The members of the Nominations Committee are:

Roderico V. Puno	- Chairman
Carmelo Maria Luza Bautista	- Member
Wilfredo A. Paras	- Member

The members of the Corporate Governance Committee are:

Christopher P. Beshouri	- Chairman
Wilfredo A. Paras	- Member
Jaime Miguel G. Belmonte	- Member

The Nomination Committee created by the Board under its Corporate Governance Manual nominated the following for re-election to the Board of Directors at the forthcoming Annual Stockholders' Meeting:

Dr. George S. K. Ty  
Arthur Vy Ty  
Alfred Vy Ty  
Carmelo Maria Luza Bautista  
Roderico V. Puno  
Solomon S. Cua  
Jaime Miguel G. Belmonte  
Christopher P. Beshouri  
Wilfredo A. Paras

The Company has complied with the Guidelines set forth by SRC (Securities Regulation Code) Rule 38 regarding the Nomination and Election of Independent Director. The same provision has been incorporated in the Amended By-Laws of the Company.

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been appointed or elected and qualified. The same set of directors will be nominated in the coming regular annual stockholders' meeting.

**The following will be nominated as officers at the Organizational meeting of the Board of Directors:**

<u>Office</u>	<u>Name</u>
Group Chairman	Dr. George S. K. Ty
Chairman	Arthur Vy Ty
Vice Chairman	Alfred Vy Ty
Director and President	Carmelo Maria Luza Bautista
Pascual M. Garcia III	Adviser
Treasurer	Mary Vy Ty
Assistant Treasurer	Anjanette T. Dy Buncio
Assistant Treasurer	Alesandra T. Ty
Corporate Secretary	Antonio V. Viray
Assistant Corporate Secretary	Margaret T. Cham

Assistant Corporate Secretary	Jocelyn Y. Kho
Chief Financial Officer	Francisco H. Suarez, Jr.
Head, Legal and Compliance	Joselito V. Banaag
Head, Investor Relations and Corporate Communications	Jose B. Crisol, Jr.
Head, Human Resources	Susan E. Cornelio
Chief Audit Executive	Richel D. Mendoza
Controller and Head, Accounting and Financial Control	Reyna Rose P. Manon-Og

**(c) Family Relationships**

Mary Vy Ty is the wife of Dr. George S.K. Ty. Arthur Vy Ty, Alfred Vy Ty, Anjanette T. Dy Buncio and Alesandra T. Ty are the children of Dr. George SK Ty and Mary Vy Ty. Margaret T. Cham is the daughter of Dr. George S.K. Ty. All other directors and officers are not related either by consanguinity or affinity. There are no other family relationships known to the registrant other than the ones disclosed herein.

**(d) Certain Relationships and Related Transactions**

There are no known related party transactions other than those described in Note 27 (Related Party Transactions) of the Notes to the Consolidated Financial Statements.

**(e) Involvement in Legal Proceedings**

The Company is not aware of any of the following events having occurred during the past five years up to the date of this report that are material to an evaluation of the ability or integrity of any director, nominee for election as Director, executive officer, underwriter or controlling person of the Company:

- (1) 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 that time;
- (2) any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (3) 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;
- (4) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated; and
- (5) a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

**Item 6. Compensation of Executive Officers**

***Summary compensation table***

The following table identifies the Company's President and four most highly-compensated executive officers (the "named executive officers") and summarizes their aggregate compensation in 2012, 2013 and 2014. The amounts (in P millions) set forth in the table below have been prepared based on what the Company paid its executive officers in 2012 and 2013, and what the Company expects to pay in 2014.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
<b>Named Executive Officers*</b> .....	2012	15.85	5.70	-
	2013	18.65	4.66	-
	2014**	22.59	5.65	
<b>All other Officers as a Group</b> .....	2012	1.02	0.26	-
	2013	7.16	1.791	-
	2014	8.62	2.24	

*\* Named executive officers include: Carmelo Maria Luza Bautista (President), Francisco H. Suarez, Jr. (Chief Financial Officer), Joselito V. Banaag (Head, Legal and Compliance), Jose B. Crisol, Jr. (Head, Investor Relations and Corporate Communications), and Susan E. Cornelio (Head, Human Resources).*

*\*\* Figures for the year 2014 are estimates.*

#### **Employment contracts between the Company and named executive officers**

The Company has no special employment contracts with its executive officers.

#### **Warrants and options outstanding**

There are no outstanding warrants or options held by the CEO, executive officers, and all officers and directors as a group.

#### **Stock option plan**

The Company has no employee stock option plan.

### **Item 7. Independent Public Accountants**

Sycip, Gorres, Velayo & Company is the external auditor for the calendar year 2013. The same external auditor will be recommended for re-appointment at the scheduled stockholders' meeting. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Company engaged Ms. Vicky Lee Salas of SGV & Co. for the examination of the Company's financial statements for 2013. Pursuant to SRC Rule 68, Paragraph 3 (b) (ix) (Rotation of External Auditors), the independent auditors or in the case of an audit firm, the signing partner, shall be rotated after every five (5) years of engagement, with a two-year cooling off period to be observed in the re-engagement of the same signing partner or individual auditor.

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the external auditor were P12,560,714 and P31,440,000.00 for 2013 and 2012, respectively. The audit fees for 2014 are estimated to be at P1,400,000. Services rendered include the audit of the financial statements and supplementary schedules for submission to SEC, and assistance in the preparation of annual income tax returns. SGV rendered other professional services in 2013 and 2012 relating to the Company's Bond Offering and Initial Public Offering, respectively. There were no other professional services rendered by SGV & Co. in 2013 and 2014. Tax consultancy services are secured from other entities other than the external auditor.

The Audit Committee has the primary responsibility of recommending to the Board of Directors the appointment, re-appointment or removal of the external auditor and the fixing of the audit fees. The Board of Directors and stockholders approve the Audit Committee's recommendation.

### **Item 8. Compensation Plans**

Not applicable.



### C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. **Authorization or Issuance of Securities Other than for Exchange**

Not applicable.

Item 10. **Modification or Exchange of Securities**

Not applicable.

Item 11. **Financial and Other Information**

Not applicable.

Item 12. **Mergers, Consolidations, Acquisitions and Similar Matters**

Not applicable.

Item 13. **Acquisition or Disposition of Property**

Not applicable.

Item 14. **Restatement of Accounts**

Not applicable.

### D. OTHER MATTERS

Item 15. **Action with Respect to Reports**

**The following are to be submitted for approval during the stockholders' meeting:**

(a) Minutes of the annual meeting of stockholders held on May 14, 2013.

The following was the agenda of the said meeting:

- Call to order
- Certification of notice and quorum
- Approval of the minutes of the special meeting of stockholders held on October 26, 2012
- Annual Report for the Year 2012
- General ratification of the acts of the Board of Directors and the management from the date of the **last annual stockholders' meeting up to May 14, 2013**
- Election of directors for 2013-2014
- Appointment of external auditor
- Change in By-laws of the Corporation
- Adjournment

(b) Annual Report for the Year 2013

(c) General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting (May 14, 2013) up to the date of this meeting (May 12, 2014).

There are no other matters that would require approval of the stockholders other than as stated in Item 17 and 18.

**Item 16. Matters Not Required to be Submitted**

Not applicable.

**Item 17. Amendment of Charter, By-laws or Other Documents**

At a regular meeting of the Board of Directors on March 11, 2014, the Board approved the following proposed amendments to the Articles of Incorporation and By-laws of the Corporation:

- a) Amendment of Article SIXTH of the Articles of Incorporation to increase the number of directors of the Corporation from nine (9) to eleven (11).

Rationale: The proposed amendment is in line with the increase in the number of component companies of the Corporation, which has made necessary the addition of more directors with experience in component companies recently acquired. In addition to this, the increase in the number of directors will allow them to focus on their duties and responsibilities pertaining to various committees of the Corporation, including the proposed Risk Oversight Committee.

- b) Amendment of Article III, Section 3 of the By-laws to decrease the number of shares required to qualify as a director of the Corporation from one (1,000) to one hundred (100) shares of stock.

Rationale: The reduction in the number of nominal shares eases the burden on directors to maintain at least one thousand (1,000) shares of the Corporation to be eligible to sit on the Board.

**Item 18. Other Proposed Action**

The following are to be presented for approval during the stockholders' meeting:

- (a) Election of directors for 2014-2015; and
- (b) Appointment of external auditor.

**Item 19. Voting Procedures**

**a. Election of Directors**

As stated in Section 2 of Article III of the Company's By-Laws, "The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified."

Section 24 of The Corporation Code of the Philippines states that "At all elections of directors or trustees, there must be present, either in person or by representative authorized to act by written proxy, the owners of a majority of the outstanding capital stock... entitled to vote".

**b. Appointment of External Auditor**

As stated in Section 1 of Article VII of the Company's By-Laws, "At the regular stockholders' meeting the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation." The stockholders representing the majority of the subscribed capital stock approves the appointment of the external auditor.

**Methods by which votes will be counted**

All matters subject to vote, except in cases where the law provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present.

Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote of any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

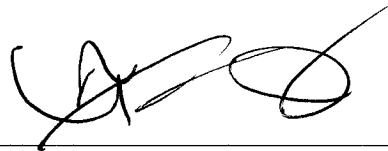
The external auditor of the Company, SGV & Co., will validate the ballots when voting is done by secret ballot. Likewise, SGV & Co. will count the number of hands raised when voting by show of hands is done.

**N.B. UPON WRITTEN REQUEST OF A STOCKHOLDER, GT CAPITAL HOLDINGS, INC. SHALL PROVIDE, FREE OF CHARGE, A COPY OF ITS 2013 ANNUAL REPORT (SEC FORM 17-A). THE REQUEST SHOULD BE ADDRESSED TO THE ATTENTION OF FRANCISCO H. SUAREZ, JR., CHIEF FINANCIAL OFFICER, 43RD FLOOR, GT TOWER INTERNATIONAL, AYALA AVENUE CORNER H. V. DELA COSTA ST., MAKATI CITY 1227.**

#### **SIGNATURE PAGE**

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 April 04, 2014.

By:

A handwritten signature in black ink, appearing to be 'F. Suarez', written over a horizontal line.

**FRANCISCO H. SUAREZ, JR.**  
Chief Financial Officer

**MANAGEMENT REPORT**

**A.i Consolidated Audited Financial Statements**

The Company's consolidated financial statements for the year ended December 31, 2013 are incorporated herein by reference.

**A.ii Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no changes in and disagreements with accountants on accounting and financial disclosures.

**A.iii Management's Discussion and Analysis or Plan of Operation**

**CALENDAR YEAR ENDED DECEMBER 31, 2013 COMPARED TO YEAR ENDED DECEMBER 31, 2012**

**RESULTS OF OPERATIONS**

GT Capital Consolidated Income Statement  (In Million Php, except for percentages)	Audited Year-End December 31		Increase (Decrease)	
	2013	As Restated- 2012	Amount	Percentage
<b>REVENUE</b>				
Auto sales	74,359	-	74,359	100%
Net fees	16,944	12,845	4,099	32%
Real estate sales	5,451	2,414	3,037	126%
Equity in net income of associates and joint venture	3,588	3,902	(314)	(8%)
Net premiums earned	505	-	505	100%
Gain (loss) on previously held interest	2,046	(54)	2,100	3,889%
Gain from loss of control of subsidiary	-	1,448	(1,448)	(100%)
Gain on bargain purchase	-	428	(428)	(100%)
Interest income	680	583	97	17%
Sale of goods and services	657	731	(74)	(10%)
Rent income	592	233	359	154%
Commission income	188	184	4	2%
Other income	537	263	274	104%
	<b>105,547</b>	<b>22,977</b>	<b>82,570</b>	<b>359%</b>
<b>COSTS AND EXPENSES</b>				
Cost of goods and services	45,469	681	44,788	6,577%
Cost of goods manufactured	19,986	-	19,986	100%
Cost of real estate sales	3,667	1,342	2,325	173%
Power plant operation and maintenance	8,945	6,711	2,234	33%
General and administrative expenses	9,394	3,559	5,835	164%
Interest expense	3,462	1,749	1,713	98%
Net insurance benefits and claims	290	-	290	100%
	<b>91,213</b>	<b>14,042</b>	<b>77,170</b>	<b>550%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>14,334</b>	<b>8,935</b>	<b>5,399</b>	<b>60%</b>
<b>PROVISION FOR INCOME TAX</b>	<b>1,803</b>	<b>288</b>	<b>1,515</b>	<b>526%</b>
<b>NET INCOME</b>	<b>12,531</b>	<b>8,647</b>	<b>3,884</b>	<b>45%</b>
Attributable to:				
Equity holders of the GT Capital Holdings, Inc.	8,640	6,589	2,051	31%
Non-controlling interest	3,891	2,058	1,833	89%
	<b>12,531</b>	<b>8,647</b>	<b>3,884</b>	<b>45%</b>

GT Capital Holdings, Inc. ("GT Capital" or the "Company" or the "Parent Company") reported a consolidated net income attributable to shareholders of Php8.6 billion for the year ended December 31, 2013, representing a 31% growth over the Php6.6 billion recorded in the previous year. The increase was principally due to the 359% improvement in consolidated revenues which grew to Php105.5 billion from Php23.0 billion a year ago.

The major contributors to revenue growth were: (1) consolidation of Toyota Motor Philippines Corporation ("TMP") effective February 1, 2013 as auto sales amounted to Php74.4 billion accounting for 70% of total revenue; (2) consolidation of Global Business Power Corporation ("GBPC") effective May 1, 2012 as net fees amounted to Php16.9 billion accounting for 16% of total revenue; (3) higher real estate sales and interest income on real estate sales from Federal Land, Inc. ("Fed Land") amounting to Php5.5 billion; (4) equity in net income from associates Metropolitan Bank and Trust Company ("Metrobank" or the "Bank"), Philippine AXA Life Insurance Corporation ("AXA Philippines") and the jointly controlled entities of Fed Land amounting to Php3.6 billion; (5) non-recurring income of Php2.0 billion realized from the consolidation of TMP; and (6) consolidation of Charter Ping An Insurance Corporation ("CPAIC") as net premiums earned amounted to Php0.5 billion.

Excluding TMP's non-recurring income of Php2.0 billion and adding back one-time taxes and other non-recurring expenses of Php669 million, GT Capital's core net income attributable to shareholders amounted to Php7.2 billion, representing a 34% increase from Php5.4 billion of the previous year. The Php2.0 billion TMP non-recurring income was a gain from previously-held interest when GT Capital achieved majority control of TMP effective February 1, 2013 following the acquisition of an additional 15% direct equity stake in TMP thereby increasing its direct equity interest from 36% to 51%.

In 2013, GT Capital invested in two (2) new component companies namely: (1) CPAIC - acquisition of a 66.7% direct equity stake effective October 10; and (2) Toyota Manila Bay Corporation ("TMBC") - acquisition of a 40.7% direct equity stake effective December 18.

Fed Land, GBPC, TMP and CPAIC are consolidated in the financial statements of the Company. The other component companies namely Metrobank, AXA Philippines and TMBC are reflected through equity accounting.

Of the seven (7) component companies, Metrobank, Fed Land, TMP, AXA Philippines, and TMBC posted double digit growth in net income. GBPC and CPAIC, on the other hand, reported lower net income performances.

GBPC posted a lower net income owing to soft coal and diesel prices which dropped by 15% and 8%, year-on-year, respectively and lower Wholesale Electricity Spot Market (WESM) prices, resulting in a 36% decline in WESM margins. Other contributory factors include the impact of Typhoon Yolanda, which affected GBPC's bilateral customers thereby resulting in a temporary reduction in power demand as well as contract revisions for some off takers from power purchase agreements to energy conversion agreements. CPAIC, likewise, registered a drop in its net income due to higher than normal claims and losses arising from the series of natural calamities that occurred in the second half of 2013.

Equity in net income of associates amounted to Php3.6 billion in 2013 or 8% lower than the Php3.9 billion recorded in 2012, as the net income growth of AXA Philippines and the jointly-controlled entities of Fed Land was offset by the Php529 million decrease in TMP's net income contribution. This decline was due to GT Capital's additional 15% increase in equity stake in TMP resulting in a line-by-line consolidation in GT Capital effective February 1. In addition, Metrobank's net income contribution excluded the one-time gain on asset sales, as the sale of the Bank's stake in TMP to GT Capital involved a sale of an associate to the Parent Company, while the disposals of First Metro Investment Corporation ("FMIC"), which is majority-owned by Metrobank, of its 40% equity stake in GBP to Orix Corporation of Japan and Meralco PowerGen Corporation did not result in a loss of control by the Parent Company in GBPC.

Auto sales comprising the sale of locally assembled and imported vehicles contributed Php74.4 billion in revenues.

Net fees from GBPC comprising energy fees for the power supplied by the generation companies contributed Php16.9 billion in revenues, representing a 32% increase from Php12.8 billion in 2012.

Real estate sales and interest income on real estate sales more than doubled year-on-year to Php5.5 billion from Php2.4 billion, driven by sales contributions from ongoing high-end and middle-market development projects situated in Pasay City, Quezon City, Escolta, Manila, Cebu, Bonifacio Global City, and Marikina City.

Net premiums earned from CPAIC comprising gross earned premiums on non-life insurance contracts, net of reinsurer's share, contributed Php0.5 billion in revenues.

Gain from previously-held interest amounted to Php2.0 billion as the Parent Company achieved effective control of TMP effective February 1, 2013 following the purchase of an additional 15% direct equity interest thereby increasing GT Capital's direct equity stake from 36% to 51%.

Rent income, mainly from the GT Tower International office building, the Blue Wave malls, and other Fed Land projects, more than doubled to Php592 million from Php233 million. The GT Tower International office building was close to 100% occupied as of year-end 2013, as it contributed Php360 million to rent income.

Interest income increased by 17% or Php97 million to Php680 million from Php583 million mainly due to the interest income contribution from TMP.

Sale of goods and services, consisting of the sale of petroleum products, on a wholesale and retail basis, at the Blue Wave malls in the Bay Area, Pasay City and Marikina City, declined by 10% or Php74 million to Php657 million from Php731 million due to lower fuel sales arising from the successive price increases and rollbacks implemented throughout the year.

Other income grew by 104% to Php537 million from Php263 million composed of: (1) Php109 million in dividend income, gain on sale of fixed assets and other income from TMP; (2) Php285 million real estate forfeitures, interest income from in-house financing and loans receivable, management fees and other income from Fed Land; (3) Php100 million in dividend income, recovery from insurance, sale of scrap and sludge oil, management fees and other income from GBPC; (4) Php18 million consisting of gain on sale of shares of stock and other income from CPAIC and (5) remaining balance of P25 million principally came from realization to profit and loss of the equity in other comprehensive income from investment in TMP.

Consolidated costs and expenses grew more than six times to Php91.2 billion in 2013 from Php14.0 billion in the previous year. TMP contributed Php69.1 billion comprising cost of goods sold for manufacturing and trading activities, general and administrative expenses and interest expenses. GBPC contributed Php14.2 billion comprising power plant operations and maintenance, general and administrative expenses and interest expenses. Fed Land contributed Php6.7 billion consisting of cost of real estate sales, cost of goods sold, general and administrative expenses and interest expenses. CPAIC contributed Php525 million consisting of net insurance benefits and claims and general and administrative expenses. GT Capital Parent Company accounted for the balance of Php907 million, a major portion of which were interest expenses and general and administrative expenses.

Cost of real estate sales increased by 173% to Php3.7 billion from Php1.3 billion due to an increase in real estate sales.

Cost of goods and services increased by 66.8 times to Php45.5 billion from Php681 million with TMP's completely built-up units and spare parts accounting for Php44.8 billion and the balance from Fed Land's petroleum service station business.

Cost of goods manufactured comprising cost of materials, labor and overhead incurred in the assembly of vehicles from TMP amounted to Php20.0 billion.

Power plant operations and maintenance expenses from the power generation companies of GBPC grew by 33% to Php8.9 billion from Php6.7 billion in 2012.

General and administrative expenses rose 2.6 times to Php9.4 billion from Php3.6 billion composed of: (1) TMP, Php4.2 billion, comprising largely of advertising and sales promotion expenses, salaries, taxes and licenses and delivery and handling expenses; (2) GBPC, Php2.4 billion, representing salaries, taxes and licenses, amortization of intangible assets, administration and management fees and insurance expenses; (3) Fed Land, Php1.8 billion, composed of salaries and wages, employee benefits, commissions, taxes and licenses and advertising and promotions; (4) GT Capital, Php0.3 billion, principally fees and expenses incurred in the equity private placement and its maiden retail bond issue; and CPAIC, Php0.2 billion, composed of commission expenses and salaries and wages.

Interest expenses increased by 98% or Php1.7 billion to Php3.5 billion from Php1.7 billion with GBPC contributing Php2.2 billion, Fed Land with Php621 million, GT Capital with Php600 million and TMP with Php83 million.

Net insurance benefits and claims amounted to Php290 million representing benefits and claims paid to policyholders, including changes in the valuation of insurance contract liabilities and internal and external claims handling costs directly related to the processing and settlement of claims.

Provision for income tax increased 6.3 times to Php1.8 billion from Php288 million with TMP and Fed Land contributing Php1.5 billion and Php0.2 billion, respectively and the remaining balance from GT Capital, GBPC and CPAIC.

Consolidated net income attributable to shareholders grew by 31% to Php8.6 billion in 2013 from Php6.6 billion in the previous year.

<b>FINANCIAL POSITION</b>		<b>Audited December 31</b>		<b>Increase (Decrease)</b>	
<b>GT Capital Consolidated Balance Sheet</b>					
<b>(In Million Php, except for percentages)</b>		<b>2013</b>	<b>2012</b>	<b>Amount</b>	<b>Percentage</b>
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents		27,167	11,553	15,614	135%
Short-term investments		1,467	-	1,467	100%
Receivables		12,451	6,505	5,946	91%
Reinsurance assets		4,966	-	4,966	100%
Inventories		20,813	12,275	8,538	70%
Due from related parties		849	489	360	74%
Prepayments and other current assets		5,969	6,000	(31)	(1%)
<b>Total Current Assets</b>		<b>73,682</b>	<b>36,822</b>	<b>36,860</b>	<b>100%</b>
<b>Noncurrent Assets</b>					
Noncurrent receivables		4,929	3,159	1,770	56%
Available-for-sale investments		3,111	1,060	2,051	193%
Investment in associates and joint ventures		40,559	42,789	(2,230)	(5%)
Investment properties		8,329	7,816	513	7%
Property and equipment		41,163	33,661	7,502	22%
Deposits		-	2,085	(2,085)	(100%)
Goodwill and intangible assets		18,275	8,715	9,560	110%
Deferred tax asset		1,109	331	778	235%
Other noncurrent assets		1,203	547	656	120%
<b>Total Noncurrent Assets</b>		<b>118,678</b>	<b>100,163</b>	<b>18,515</b>	<b>18%</b>
		<b>192,360</b>	<b>136,985</b>	<b>55,375</b>	<b>40%</b>
<b>LIABILITIES AND EQUITY</b>					
<b>Current Liabilities</b>					
Accounts and other payables		20,837	7,377	13,460	182%
Insurance contract liabilities		6,684	-	6,684	100%
Current portion of liabilities on purchased properties		783	-	783	100%
Loans payable - current		1,744	9,138	(7,394)	(81%)
Current portion of long-term debt		3,364	7,427	(4,063)	(55%)
<b>Customers' deposits</b>		<b>1,844</b>	<b>974</b>	<b>870</b>	<b>89%</b>
Dividends payable		1,966	1,949	17	1%
Due to related parties		188	191	(3)	(2%)
Income tax payable		876	26	850	3,269%
Other current liabilities		907	1,370	(463)	(34%)
<b>Total Current Liabilities</b>		<b>39,193</b>	<b>28,452</b>	<b>10,741</b>	<b>38%</b>
<b>Noncurrent Liabilities</b>					
Loans payable - noncurrent		40,584	39,188	1,396	4%
Bonds payable		9,883	-	9,883	100%
Liabilities on purchased properties-noncurrent		3,537	2,581	956	37%
Pension liability		1,704	532	1,172	220%
Deferred tax liability		3,252	935	2,317	248%
Other noncurrent liabilities		1,643	243	1,400	576%
<b>Total Noncurrent Liabilities</b>		<b>60,603</b>	<b>43,479</b>	<b>17,124</b>	<b>39%</b>
		<b>99,796</b>	<b>71,931</b>	<b>27,865</b>	<b>39%</b>

	Audited December 31		Increase (Decrease)	
	2013	2012	Amount	Percentage
<b>Equity</b>				
Equity attributable to equity holders of				
GT Capital Holdings, Inc.				
Capital stock	1,743	1,580	163	10%
Additional paid-in capital	46,695	36,753	9,942	27%
Treasury shares	(6)	-	(6)	(100%)
Retained earnings	21,802	13,685	8,117	59%
Other comprehensive income	(437)	2,423	(2,860)	(118%)
Other equity adjustment	729	(681)	1,410	207%
	70,526	53,760	16,766	31%
Non-controlling interests	22,038	11,294	10,744	95%
<b>Total Equity</b>	<b>92,564</b>	<b>65,054</b>	<b>27,510</b>	<b>42%</b>
	192,360	136,985	55,374	40%

The major changes in the balance sheet items of the Company from December 31, 2012 to December 31, 2013 are as follows:

Total assets of the Group increased by 40% or Php55.4 billion from Php137.0 billion as of December 31, 2012 to Php192.4 billion as of December 31, 2013 as TMP was consolidated to the Parent Company's financials effective February 1, 2013. Total liabilities increased by 39% or Php27.9 billion from Php71.9 billion to Php99.8 billion while total equity rose by 42% or Php27.5 billion from Php65.1 billion to Php92.6 billion.

Cash and cash equivalents increased by Php15.6 billion reaching Php27.2 billion with TMP, GBPC, Fed Land, CPAIC and GT Capital accounting for Php10.3 billion, Php10.2 billion, Php5.7 billion, Php0.9 billion and Php0.2 billion, respectively.

Short-term investments amounted to Php1.5 billion representing short-term placements of TMP (Php1.3 billion) and GBP (Php0.2 billion) with terms of more than 90 days.

Receivables, current portion increased by 91% to Php12.5 billion from Php6.5 billion with TMP and GBPC contributing Php3.9 billion and Php3.8 billion, respectively, representing trade receivables with maximum 30 days credit terms, and outstanding billings for energy fees and passed-through fuel costs arising from the delivery of power and Fed Land contributing Php3.1 billion, majority of which are installment contract receivables. CPAIC contributed Php1.6 billion, mostly unpaid premiums receivable from policy holders and intermediaries due within one year.

Reinsurance assets amounted to Php5.0 billion representing balances due from reinsurance companies as a result of ceding CPAIC's insurance risk in the normal course of business.

Inventories increased by 70% or Php8.5 billion to Php20.8 billion from Php12.3 billion in the past year with Fed Land, comprising condominium units for sale and land for development, TMP, mostly finished completely-built-up and completely-knocked down units and GBPC, representing coal and spare parts and supplies accounted for Php16.1 billion, Php3.6 billion, and Php1.2 billion, respectively.

Prepayments and other current assets declined by 1% or Php31 million to Php6.0 billion primarily due to the decrease in GBPC's input tax arising from higher output tax collection versus input tax claimed during the period and liquidation of advances related to the Toledo, Cebu plant expansion partially offset by deferred acquisition cost from CPAIC amounting to Php216 million composed of deferred commissions and other acquisition costs incurred to the extent that they are recoverable out of future margins.



Noncurrent receivables from Fed Land unit buyers who opted for long term payment arrangements, Php4.2 billion, and from various GBPC electric cooperatives, Php778 million, rose by 56% or Php1.8 billion to Php4.9 billion from Php3.2 billion.

Available-for-sale investments from CPAIC, Php1.3 billion, GBPC, Php1.3 billion, and TMP Php0.5 billion, more than doubled to Php3.1 billion from Php1.1 billion.

Investments in associates and joint ventures declined by 5% or Php2.2 billion to Php40.6 billion due to the consolidation of TMP.

Investment properties rose by 7% or Php513 million to Php8.3 billion from Php7.8 billion with Fed Land and TMP accounting for Php6.1 billion and Php2.2 billion, respectively.

Property and equipment grew by 22% or Php7.5 billion to Php41.2 billion mainly due to the consolidation of the fixed assets of TMP.

Deposits declined by Php2.1 billion due to the termination of the option agreement and returned deposits from Fed Land.

Goodwill and intangible assets increased by Php9.6 billion to Php18.3 billion mainly due to the recognition of Php5.6 billion goodwill from the acquisition of effective control of TMP, Php0.5 billion goodwill from provisional accounting arising from the acquisition of effective control of CPAIC and the recognition of intangible assets from TMP representing customer relationships with its dealers amounting Php3.9 billion partially offset by Php0.4 billion amortization expenses from power purchase agreements of GBPC's operating subsidiaries.

Deferred tax assets mostly accrued retirement benefits, provision for claims and assessments and warranty payable from TMP of Php775 million and provision for retirement benefits and unrealized foreign exchange losses from GBPC of Php311 million reached Php1.1 billion.

Other noncurrent assets more than doubled to Php1.2 billion primarily owing to the deposit of TMP to purchase land and recognition of non-current input tax.

Accounts and other payables more than doubled to Php20.8 billion from Php7.4 billion with TMP, GBPC, Fed Land and CPAIC accounting for Php11.3 billion, Php4.3 billion, Php4.1 billion and Php1.0 billion, respectively. Accounts payable also include insurance payable amounting to Php296 million representing premium due to reinsurers and ceding companies as a result of CPAIC ceding a portion of its insurance risk to reinsurers.

Insurance contract liabilities amounted to Php6.7 billion representing provisions for claims reported and loss adjustments incurred but not yet reported losses and unearned premiums.

Liabilities on purchased properties current- portion, from Fed Land amounted to Php0.8 billion representing the portion due in 2014 from the acquisition of GT Tower and three (3) parcels of land located in Macapagal Avenue, Pasay City.

Short-term loans payable decreased by Php7.4 billion to Php1.7 billion from Php9.1 billion due to loan payments, net of new loan availments.

Current portion of long-term debt decreased by 55% to Php3.4 billion from Php7.4 billion in 2012 due to debt refinancing implemented by GT Capital and Fed Land and scheduled loan payments of GBPC and the Parent Company.

**Customers' deposits increased** by 89% or Php870 million to Php1.8 billion due to the increase in reservation sales for new Fed Land projects launched in 2013.

Income tax payable grew by 34 times to Php876 million from Php26 million, of which Php825 million and Php41 million came from TMP and CPAIC and the remaining Php10 million came from GBPC and Fed Land.

Other current liabilities declined to Php907 million from Php1.4 billion in 2012, of which Php0.7 billion represented advances from holders of non-controlling interest and uncollected output VAT from energy sales generated from the bilateral customers of GBPC while the balance of Php0.2 billion were withholding taxes payable of Fed Land, GBPC and TMP. This also includes deferred reinsurance commission amounting to Php36

million, representing commissions related to the unexpired periods of the policies at end of the reporting period.

Long-term debt, net of current portion, increased by Php1.4 billion to Php40.6 billion due to Fed Land's issuance of Php5 billion corporate notes offset by the scheduled loan payments of GBPC.

Bonds payable from GT Capital Parent amounted to Php9.9 billion, net of deferred financing cost. The bonds were secured in February 2013 to partially finance the various equity calls of GBPC and to refinance the Company's existing long-term and short-term loans.

Liabilities on purchased properties - net of current portion from Fed Land increased by 37% or Php0.9 billion to Php3.5 billion from Php2.6 billion mainly from the acquisition of three (3) parcels of land located in Macapagal Avenue, Pasay City.

Pension liability amounted to Php1.7 billion of which TMP, GBPC, CPAIC, Fed Land and GT Capital accounted for Php1.1 billion, Php429 million, Php103 million, Php88 million and Php12 million, respectively.

Deferred tax liability more than tripled to Php3.3 billion from Php0.9 billion due to the recognition of deferred tax liability arising from fair value increase in identifiable assets of TMP from the purchase price allocation.

Other noncurrent liability increased by 6.8x to Php1.6 billion from Php243 million in 2012 representing TMP's provision for claims and assessments, product warranties and corporate social responsibility activities.

Capital stock increased by Php163 million representing new shares issued by the Company from the equity private placement last January 2013.

Additional paid-in capital increased by 27% or Php9.9 billion, representing the equity private placement proceeds received.

Retained earnings increased by 59% or Php8.1 billion principally due to the Php8.6 billion consolidated net income attributable to equity holders of GT Capital realized for the year, net of the Php0.5 billion cash dividends declared in September.

Other equity adjustments increased by 207% or Php1.4 billion to Php729 million from a Php681 million deficit as a result of the sale by FMIC of its 40% equity stake to ORIX Corporation of Japan and Meralco PowerGen. Other equity adjustment is the difference between the consideration and the value of the non-controlling interests sold.

Treasury shares of Php6 million represent shares of stock investment in the Parent Company by CPAIC.

Other comprehensive income decreased by 118% or Php2.9 billion to Php0.4 million other comprehensive loss from a gain of Php2.4 billion due to marked-to-market losses recognized on AFS investments amounting to Php2.9 billion and the balance due to loss on re-measurement of retirement liabilities.

Equity before non-controlling interest grew by 31% or Php16.8 billion to Php70.5 billion coming from the increase in capital stock, Php0.2 billion, additional paid-in-capital, Php9.9 billion, net income realized for the period, net of cash dividends declared, Php8.0 billion, and increase in other equity adjustments, Php1.4 billion, partially offset by a decrease in other comprehensive income, Php2.9 billion.

Non-controlling interest increased by Php10.7 billion to Php22.0 billion mainly due to the recognition of the Php6.9 billion non-controlling interest upon consolidation of TMP and Php3.9 billion net income attributable to non-controlling interest for the period.

## Key Performance Indicators

The following are the key performance indicators of the Company for the years end December 31, 2013 and 2012.

Income Statement	In Million Pesos, except for percentages	
	December 31, 2012 (As Restated)	December 31, 2013
Total Revenues	22,977	105,547
Net Income attributable to GT Capital Holdings	6,589	8,640
<b>Balance Sheet</b>		
Total Assets	136,985	192,360
Total Liabilities	71,931	99,796
Equity attributable to GT Capital Holdings, Inc.	53,760	70,526
Return on Equity *	15.0%	13.9%

- \* Net income attributable to GT Capital divided by the average equity where average equity is the sum of equity attributable to GT Capital at the beginning and end of the period/ year divided by 2.

## Financial Soundness Indicators

The following are the financial soundness indicators of the Company for the years ended December 31, 2013 and 2012.

	2012 - Restated	2013
<b>Liquidity Ratio</b>		
Current Ratio	1.3x	1.9x
<b>Solvency Ratio</b>		
Total Liabilities to Equity	1.1x	1.1x
<b>Asset-to-Equity Ratio</b>		
Asset to Equity Ratio	2.6x	2.7x
<b>Interest Rate Coverage Ratio*</b>		
Interest Rate Coverage Ratio	6.1x	5.1x
<b>Profitability Ratio</b>		
Return on Average Assets	6.4%	5.3%
Return on Average Equity	15.0%	13.9%

- \* Computed as EBIT / Interest Expenses

## Component Companies Financial Performance

### Metrobank

Metrobank registered a consolidated net income attributable to equity holders of Php22.5 billion in 2013, or 46% higher than the Php15.4 billion realized in the same period of the previous year. This resulted in an improvement in the Bank's Return on Average Equity to 17.8% in 2013 from 13.6% in 2012.

Net interest income grew by 24% to Php38.3 billion due to the growth in consumer and corporate loans. Likewise, non-interest income grew by 55% to Php40.6 billion arising from healthy trading gains, sale of non-core assets, and steady increases in service charges, fees and commissions, leasing and trust operations.

Notably, Metrobank posted one-time gains of Php10.8 billion realized from the sale of its non-core assets in preparation for Basel III implementation. The asset sales involved the sale of the Bank's remaining 15% direct equity stake in TMP and a 40% direct equity stake in GBPC, through its subsidiary, First Metro Investment Corporation.

Total resources reached a record high of Php1.4 trillion representing a 32% increase from Php1.0 trillion in the previous year. The improvement in resources came from the 38% expansion in total deposits to Php1 trillion thereby resulting in a 16% growth in net loans and receivables.

### Federal Land

Fed Land recorded total revenue of Php7.9 billion in 2013, 38% higher from Php5.7 billion in 2012. The revenue improvement came from: (1) Real estate sales and interest income on real estate sales which more than doubled from Php2.4 billion to Php5.5 billion driven by increased sales from ongoing high-end and middle market development projects situated in Pasay City, Quezon City, Escolta, Manila, Cebu, Bonifacio Global City and Marikina City; (2) Rental income which more than doubled from Php233 million to Php632 million with the

GT Tower International office building contributing Php360 million; and (3) Equity in net earnings of an associate and a joint venture growing by 82% from Php226 million to Php410 million representing equity in net earnings from the Metrobank Center / Grand Hyatt project situated in Bonifacio Global City and the Grand Midori project located in Legaspi Village, Makati City. As a result of the strong revenue growth, core net income attributable to shareholders almost doubled from Php631 million to Php1.0 billion. Consolidated net income, however, dropped by 50% from Php2 billion, as 2012 included a Php1.4 billion one-time revaluation gain, to Php1.0 billion.

#### Global Business Power

**GBPC's net fees**, comprising energy fees realized by the operating companies as provided for in their respective Power Purchase Agreements with their respective customers, net of adjustments, declined by 12% from Php19.2 billion in 2012 to Php16.9 billion in 2013 owing to the following factors: (1) lower coal and diesel prices which dropped by 15% from Php3,570 per metric ton to Php3,030 per metric ton and by 8% from Php57 per liter to Php52 per liter, respectively; (2) lower Wholesale Electricity Spot Market (WESM) prices resulting in a 36% decline in WESM margins from Php6.46 per kilowatt hour to Php4.15 per kilowatt hour; (3) Impact of Typhoon Yolanda which affected GBPC's bilateral customers thereby resulting in a temporary reduction in power demand; and (4) revision in the contract of Carmen Copper from electric power purchase agreement to electric conversion agreement thereby reducing the billing for passed-on fuel. Net income attributable to shareholders dropped by 13% from Php2.2 billion in 2012 to Php1.9 billion in 2013.

#### Toyota Motor Philippines

TMP which also owns four (4) dealer outlets namely: Lexus Manila in Bonifacio Global City, Toyota Makati, Toyota San Fernando, Pampanga and Toyota Plaridel, Bulacan, registered a 10% growth in consolidated sales from Php73.0 billion in 2012 to Php80.2 billion in 2013 as sales from completely-knocked down parts and completely built-up units grew by 18% and 11%, respectively. The double digit sales growth was attributed to the launching of the all new Vios in July, sales volume increments across all models, aggressive sales and promotions and the addition of ten (10) new dealer outlets thereby increasing TMP's total dealer network to 41 outlets. The sales growth and the favorable foreign exchange rates resulted in marked improvements in gross profit and operating profit margins from 12% to 13% and from 6% to 7%, respectively. Consolidated net income grew by 50% from Php2.8 billion in 2012 to Php4.2 billion in 2013.

#### AXA Philippines

In 2013, AXA Philippines generated a 31% increase in new business in terms of Annualized Premium Equivalent of Php3.6 billion. This translated into a 49% increase in premium revenues to Php18.3 billion from Php12.3 billion in the previous year. Single premium products accounted for 73% or Php13.4 billion of total premium income. The balance of premium income came from traditional insurance products. By distribution channel, bancassurance accounted for a 73% share of premium income. In addition, asset management fees and non-recurring investment earnings resulted in an increase in other income. As a result, net income grew by 30% to Php1.2 billion in 2013 from Php908 million in 2012.

#### Charter Ping An

CPAIC registered a 39% growth in gross premium written from Php2.3 billion in 2012 to Php3.2 billion in 2013 arising from strong synergies within the Metrobank and GT Capital groups including the over 700 sales agency force and the nineteen (19) branches. Revenue growth was driven by property and motor car insurance, which accounted for a combined 67% of gross premium written. However, CPAIC incurred higher than normal claims and losses following a series of natural calamities that occurred in the second half of 2013 thereby resulting in declines in gross underwriting contribution and operating income, respectively. Net income dropped from Php215.1 million in 2012 to Php190 million in 2013.

#### Toyota Manila Bay

**TMBC's consolidated sales**, which also includes Toyota Jose Abad Santos, Manila and Toyota Dasmariñas, Cavite dealer outlets, grew by 19% from Php7.9 billion in 2012 to Php9.4 billion in 2013. **TMBC's 2013 consolidated vehicle sales** is the largest among Toyota auto dealers accounting for a 12% market share of total TMP wholesales for the year. Vehicle sales accounted for 93% of total sales while parts and services contributed 4% and 3%, respectively. Net income grew by 9% from Php101.7 million in 2012 to Php110.3 million in 2013.

Except for (ii), (iv) and (vii), the Company does not know of:

- (i) Any known trends or any known demands, commitments, events, uncertainties that will result or that are reasonably likely in the Company's liquidity increasing or decreasing in any material way;
- (ii) Any events that would trigger direct or contingent financial obligation (including contingent obligation) that is material to the Company, including any default or acceleration of an obligation except those disclosed in the notes to the financial statements;
- (iii) Any material off balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons created during the reporting period;
- (iv) Any material commitments for capital expenditures, their purpose and sources of funds for such expenditures;

The GT Capital Group's 2014 capital expenditures ("capex") budget is presented as follows:

Component Company	2014 Capex (In Billion Pesos)	Nature	Source of Funding
Metrobank	2.000	IT systems, ATM installation, renovation, investment in new branches/ renovation and relocation of existing branches	Internally generated funds
Fed Land	12.810	Residential projects: High end, Middle end, and Low Middle; retail and commercial project developments; and land acquisitions	Internally generated funds / project sales (Php11.8 billion) and land bank (Php1 billion)
GBPC	16.079	Panay Unit 3 expansion; and repairs and maintenance of existing power plants	Panay expansion: Php5.0 billion equity and Php10.6 billion project loan from banks. Existing power plants - internally generated funds
TMP	1.459	Model change, (Php488 million); capacity expansion, (Php352 million); plant rehabilitation, (Php113 million); logistics, (Php115 million); and others, (Php391 million)	Internally generated funds
AXA Philippines	0.120	IT and computer improvements, office improvements	Internally generated funds
Charter Ping An	0.035	Financial consolidation system, (Php8 million); branch expansion, (Php4 million); IT system improvement, (Php3 million); and others, (Php20 million)	Internally generated funds
Toyota Manila Bay	0.120	Property acquisition, (Php50 million); parking structure expansion, (Php45 million); and body paint expansion, (Php25 million)	Internally generated funds
GT Capital (Parent)	7.140	Charter Ping An acquisition , (Php740 million); TMBC	Internally generated funds

		acquisition, (Php740 million); GBPC equity call, (Php2.66 billion); and working capital requirements, (Php3 billion)	and term loans
<b>Total</b>	<b>39.763</b>		

- (v) Any known trends, events or uncertainties that have had or are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations;
- (vi) **Any significant elements of income or loss that did not arise from the Company's continuing operations;**
- (vii) The causes of any material change from period to period including vertical and horizontal analysis of any material item, the causes of material changes are discussed in the MD & A; and
- (viii) Any seasonal aspects that had a material effect on financial condition or results of operation of the Company.

#### CALENDAR YEAR ENDED DECEMBER 31, 2012 COMPARED TO YEAR ENDED DECEMBER 31, 2011

#### RESULTS OF OPERATIONS

GT Capital Consolidated Income Statement  (In Million Php, except for percentages)	Audited Year-End December 31		Increase (Decrease)	
	As Restated- 2012	2011	Amount	Percentage
<b>REVENUE</b>				
Net fees	12,845	-	12,845	100%
Equity in net income of associates and joint venture	3,902	3,568	334	9%
Real estate sales	2,414	2,708	(294)	(11%)
Gain from loss of control of subsidiary	1,448	-	1,448	100%
Gain on previously held interest	(54)	-	(54)	(100.0%)
Interest income	583	402	181	45%
Sale of goods and services	731	764	(33)	(4%)
Gain on bargain purchase	428	-	428	100%
Rent income	233	238	(5)	(2%)
Commission income	184	96	88	92%
Other income	263	189	74	39%
	<b>22,977</b>	<b>7,965</b>	<b>15,012</b>	<b>188%</b>
<b>COSTS AND EXPENSES</b>				
Power plant operation and maintenance	6,711	-	6,711	100%
General and administrative expenses	3,559	1,110	2,449	221%
Interest expense	1,749	990	759	77%
Cost of real estate sales	1,342	1,554	(212)	(14%)
Cost of goods and services	681	709	(28)	(4%)
	<b>14,042</b>	<b>4,363</b>	<b>9,679</b>	<b>222%</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>8,935</b>	<b>3,602</b>	<b>5,333</b>	<b>148%</b>
<b>PROVISION FOR INCOME TAX</b>	<b>288</b>	<b>148</b>	<b>140</b>	<b>95%</b>
<b>NET INCOME</b>	<b>8,647</b>	<b>3,454</b>	<b>5,193</b>	<b>150%</b>
Attributable to:				
Equity holders of the GT Capital Holdings, Inc.	6,589	3,325	3,264	98%
Non-controlling interest	2,058	129	1,929	1,495%
	<b>8,647</b>	<b>3,454</b>	<b>5,193</b>	<b>150%</b>

As an investment holding company, GT Capital generates its revenues from equity in net income from the following component companies namely: Metropolitan Bank and Trust Company ("Metrobank"), Toyota Motor Philippines Corporation ("TMP") and Philippine AXA Life Insurance Corporation ("AXA Philippines"). Net fees are generated from Global Business Power Corporation ("GBP"). Real estate sales, interest income on real estate sales, sales of goods and services, commission income, rent income and finance and other income are generated from Federal Land, Inc. ("Fed Land"). As of December 31, 2012, Fed Land and GBP are consolidated in the financial statements of the Company. Metrobank, TMP and AXA Philippines are reflected in the financial statements through equity accounting.

GT Capital reported a net income attributable to shareholders of Php6.6 billion in 2012 representing a 98.2% growth over the Php3.3 billion registered in the same period last year. The increase in net income was principally due to the improvement in consolidated revenues by 188.5% to Php23 billion from Php8 billion.

The revenue growth came from the following sources: (1) consolidation of GBP as of May 1; (2) higher equity in net income of associates; and (3) non-recurring income(s) realized from Fed Land and GBP.

The non-recurring income(s) came from the following: (1) Php1.4 billion from Fed Land due to revaluation gain from the conversion of a wholly-owned subsidiary into a jointly-controlled entity; and (2) Php427.5 million gain from GBP arising from acquiring effective control of the company as of May 1, 2012 as the fair value of the net assets acquired was greater than total consideration or purchase price.

The Company also incurred extraordinary expenses aggregating to Php695 million broken down as follows: (1) pro-rata share of one-time expenses incurred by Metrobank related to the TMP share sale to GT Capital and other manpower expenses, (Php452 million); (2) GT Capital IPO-related expenses, (Php165 million); and (3) pro-rata share of TMP seed money for the TMP Technical School, (Php78 million).

Excluding the non-recurring income and extraordinary expenses, core net income amounted to Php5.4 billion, representing a 63% increase from Php3.3 billion in 2011.

Of the five (5) component companies, only AXA Philippines exhibited a 5.4% decrease (Php52.1 million reduction) in its net income in 2012 chiefly due to the 26% surge in new business in Annualized Premium Equivalent to Php2.8 billion which resulted in the corresponding front loading of legal policy reserves, commissions and bonuses. The other component companies registered double digit growth in net income.

Net fees from GBP comprising energy fees from the energy supplied by the power plants contributed Php12.8 billion equivalent to 55.9% of total revenues.

Equity in net income of associates rose by 9% to Php3.9 billion from Php3.6 billion. The increase was primarily attributable to the growth in equity in net earnings of TMP to Php3 billion from Php2.2 billion in 2011 and Metrobank amounting to Php12 billion from Php11 billion in 2011.

Real estate sales and interest income on real estate sales declined by 11% to Php2.4 billion from Php2.7 billion in 2011 as Fed Land launched thirteen (13) new projects in 2012 thereby increasing its ongoing vertical residential projects to 32 as of year-end. Reservation sales grew by 90.4% to Php14.9 billion from Php7.8 billion. Fed Land also completed three (3) projects in 2012 as compared to five (5) projects completed in 2011. As a result, the average percentage-of-completion of ongoing projects dropped to 38% from 58% in 2011.

Gain from loss of control of subsidiary amounted to Php1.4 billion arising from the conversion of a wholly-owned subsidiary of Fed Land into a jointly-controlled entity.

Interest income grew by 45% to Php583.3 million from Php402.3 million in 2011 largely due to interest income earned from money market placements.

Sales of goods and services, consisting of the sale of petroleum products, on a wholesale and retail basis, at the Blue Wave malls situated in Macapagal Avenue, Pasay City and Marikina City, dropped by 4% to Php730.7 million from Php764.7 million primarily due to lower fuel sales arising from successive price increases and rollbacks implemented throughout the year.

Gain on bargain purchase of GBP amounted to Php427.5 million as GT Capital acquired effective control of GBP as of May 1, 2012 as the fair value of the net assets acquired was greater than the total consideration or purchase price.

Rent income declined by 2% to Php233.4 million from Php238 million as the increase in occupancy levels and the rental rates at the Blue Wave malls was offset by the conversion of rent-generating properties into property development projects.

Commission income almost doubled to Php184.5 million from Php96 million in 2011. The increase was due to sales commissions earned from units owned by Federal Land Orix Corporation in the Grand Midori project.

Other income grew by 39.2% to Php262.5 million from Php188.5 million consisting of real estate forfeitures, (Php88.1 million); management fees, (Php41.1 million); and dividend income, (Php23 million); among others.

Consolidated costs and expenses grew by 3.2 times to Php14.0 billion from Php4.4 billion in 2011. GBP contributed Php9.6 billion of costs and expenses comprising power plant operations and maintenance, general and administrative expenses and interest expenses. Fed Land contributed Php3.6 billion consisting of cost of real estate sales, cost of goods and services, general administrative expenses and interest expenses. GT Capital Parent Company accounted for the balance of Php873.8 million, a major portion of which were interest expenses.

Power plant operation and maintenance expenses from GBP amounted to Php6.7 billion for the period in review.

General and administrative expenses rose by 3.3 times to Php3.6 billion from Php1.1 billion largely from GBP and Fed Land amounting to Php2 billion and Php1.2 billion, respectively. The balance of Php276.4 million came from GT Capital Parent Company of which Php165 million were IPO-related expenses.

Interest expenses grew by 76.8% to Php1.7 billion from Php989.7 million with GBP and GT Capital accounting for Php825.5 million and Php597.4 million. The balance of Php326.9 million originated from Fed Land.

Cost of real estate sales declined by 13.6% to Php1.3 billion from Php1.6 billion principally due to the decrease in booked real estate sales.

Provision for income tax rose by 95% to Php287.7 million from Php148.8 million in 2011 with GBP, Fed Land and GT Capital contributing Php212 million, Php60.9 million and Php15.4 million, respectively.

Consolidated net income attributable to shareholders rose by 98% to Php6.6 billion from Php3.3 billion in 2011.

Equity in net unrealized losses on available-for-sale financial assets of associates amounted to Php478 million. This gain arose from marked-to market gains realized from available-for-sale financial assets. Equity in translation adjustments of associates, on the other hand, recorded a loss of Php224.7 million. In spite of the loss, other comprehensive income from associates registered an aggregate gain of Php243.2 million.



## FINANCIAL POSITION

### GT Capital Consolidated Balance Sheet

(In Million Php, except for percentages)	December 31		Increase (Decrease)	
	2012	2011	Amount	Percentage
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	11,553	454	11,099	2,445%
Receivables	6,505	3,934	2,571	65%
Inventories	12,275	11,338	937	8%
Due from related parties	489	939	(450)	(48%)
Prepayments and other current assets	6,000	1,906	4,094	215%
<b>Total Current Assets</b>	<b>36,822</b>	<b>18,571</b>	<b>18,251</b>	<b>98%</b>
<b>Noncurrent Assets</b>				
Noncurrent receivables	3,159	1,115	2,044	183%
Investment in associates and joint ventures	42,789	37,680	5,109	14%
Investment properties	7,816	5,227	2,589	50%
Available-for-sale investments	1,060	10	1,050	10,500%
Property and equipment	33,661	396	33,265	8,400%
Deposits	2,085	4,085	(2,000)	(49%)
Goodwill and intangible assets	8,715	8	8,707	108,838%
Long-term cash investments	-	2,440	(2,440)	(100%)
Deferred tax asset	331	103	228	221%
Other noncurrent assets	547	94	453	482%
<b>Total Noncurrent Assets</b>	<b>100,163</b>	<b>51,158</b>	<b>49,005</b>	<b>96%</b>
	<b>136,985</b>	<b>69,729</b>	<b>67,256</b>	<b>96%</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Accounts and other payables	7,377	4,573	2,804	61%
Short-term loans payable	9,138	7,649	1,489	19%
Current portion of long-term debt	7,427	-	7,427	100%
Customers' deposits	974	458	516	113%
Dividends payable	1,949	-	1,949	100%
Due to related parties	191	403	(212)	(53%)
Income tax payable	26	-	26	100%
Other current liabilities	1,370	58	1,312	2,262%
<b>Total Current Liabilities</b>	<b>28,452</b>	<b>13,141</b>	<b>15,311</b>	<b>117%</b>
<b>Noncurrent Liabilities</b>				
Loans payable - noncurrent	39,188	19,600	19,588	100%
Liabilities on purchased properties	2,581	-	2,581	100%
Pension liability	532	358	174	49%
Deferred tax liability	935	81	854	1,054%
Other noncurrent liabilities	243	63	180	286%
<b>Total Noncurrent Liabilities</b>	<b>43,479</b>	<b>20,102</b>	<b>23,377</b>	<b>116%</b>
	<b>71,931</b>	<b>33,243</b>	<b>38,688</b>	<b>116%</b>
<b>Equity</b>				
Equity attributable to equity holders of GT Capital Holdings, Inc.				
Capital stock	1,580	1,250	330	26%
Additional paid-in capital	36,753	23,072	13,681	59%
Retained earnings	13,685	7,596	6,089	80%
Other comprehensive income	2,423	2,363	60	3%
Other equity adjustment	(681)	-	(681)	(100.0%)
	<b>53,760</b>	<b>34,281</b>	<b>19,479</b>	<b>57%</b>
Non-controlling interests	11,294	2,205	9,089	412%
<b>Total Equity</b>	<b>65,054</b>	<b>36,486</b>	<b>28,568</b>	<b>78%</b>
	<b>136,985</b>	<b>69,729</b>	<b>67,256</b>	<b>96%</b>

The major changes in the balance sheet items of the Company from December 31, 2011 to December 31, 2012 are as follows:

Total assets of the Group almost doubled from Php69.7 billion as of December 31, 2011 to Php137.0 billion as of December 31, 2012 as GBP was consolidated as of May 1, 2012. Total liabilities increased by 116% or Php38.7 billion from Php33.2 billion to Php71.9 billion while total equity almost doubled from Php36.5 billion to Php65.1 billion.

Cash and cash equivalents increased by Php11.1 billion reaching Php11.6 billion with GBP, Fed Land and GT Capital Parent accounting for Php10.6 billion, Php857.6 million and Php58.1 million, respectively. The reduction in GT Capital's cash level was chiefly due to the full utilization of the IPO proceeds for its intended application.

Receivables - current increased by 65% to Php6.5 billion from Php3.9 billion with GBP accounting for Php3.9 billion representing outstanding billings for energy fees and passed through fuel costs arising from the delivery of electricity while Fed Land accounted for the balance of Php2.6 billion, a majority of which were installment contract receivables and trade receivables.

Inventories increased by 8.3% or Php936.7 million to Php12.3 billion with Php11.2 billion coming Fed Land comprising real estate inventory and the balance from GBP consisting of spare parts and supplies, coal, fuel and lubricants.

Due from related parties decreased by 47.9% or Php449.8 million to Php489.0 million due to collections received from various Fed Land and GBP subsidiaries.

Prepayments and other current assets increased by 3.2x to Php6.0 billion mainly from GBP with Php3.5 billion and Fed Land with Php2.5 billion. This represented input VAT which can be applied against output VAT in the succeeding periods. Fed Land's share included Php894.5 million in advances from contractors/suppliers pertaining to the purchase of construction materials and contractor services.

Noncurrent receivables reached Php3.2 billion with Php1.7 billion originating from the unit buyers of Fed Land who opted for long-term payment packages for equity build up and Php738.5 million from various electric cooperatives of GBP.

Investment in associates and joint ventures increased by 14% or Php5.1 billion to Php42.8 billion. About **Php4.5 billion was used to purchase 15% of Metrobank's direct equity stake in TMP and Php3.3 billion went to the joint venture investment by Fed Land in Bonifacio Landmark Realty Development Corporation**, developer of the The Grand Hyatt-Metrobank Financial Center, situated in Veritown, Bonifacio Global City. These investments partially offset the full settlement of the Php3.4 billion advances of GT Capital to GBP.

Investment properties grew by 50% or Php2.6 billion to Php7.8 billion. Fed Land accounted for the increase as it acquired the GT Tower office building from Philippine Securities Corporation effectively increasing its investment properties to Php7.8 billion.

Available-for-sale investments amounted to Php1.1 billion mainly from available-for-sale investments of GBP.

Property and equipment rose 84 times to Php33.7 billion from Php396.4 million with the inclusion of the power generation assets of GBP.

Deposits for the purchase of land representing option money declined by 49% or Php2 billion as Fed Land opted to purchase land earmarked for its land bank.

Goodwill and intangible assets from GT Capital amounted to Php8.7 billion representing the fair value at acquisition date of existing power purchase agreements from GBP's operating subsidiaries acquired under business combination, net of amortization for the year.

The Php2.4 billion long-term cash investment of Fed Land was terminated and the funds were used to partially settle a portion of Fed Land's outstanding short term loans.

Deferred tax assets mostly from GBP reached Php330.7 million representing provision for retirement benefits and unrealized foreign exchange losses.

Equity before non-controlling interests grew by 57% or Php19.5 billion to Php53.8 billion with GT Capital accounting for the increase arising from the primary shares issued during the IPO, the IPO proceeds received, net of direct offer expenses and the net income realized for the year.

Non-controlling interests reached Php11.3 billion representing the setup of the non-controlling interest of GBP offset by the reversal of the non-controlling interest in Fed Land.

#### LIQUIDITY AND CAPITAL RESOURCES

In 2011, 2012 and 2013, GT Capital's principal source of liquidity was cash dividends received from the investee companies and loans. As of December 31, 2013, GT Capital's cash and cash equivalents reached Php27.2 billion.

The following table sets forth selected information from GT Capital's statement of cash flows for the periods indicated.

	In Million Pesos		
	2011	2012	2013
Net cash provided by (used in) operating activities	(4,186.3)	895.4	6,014.6
Net cash provided by (used in) investing activities	(9,067.0)	(625.1)	(2,204.4)
Net cash provided by (used in) financing activities	10,643.0	10,835.7	11,845.7
Effects of exchange rate changes on cash and cash equivalents	-	(7.1)	(42.3)
Net increase (decrease) in cash and cash equivalents	(2,610.5)	11,098.9	15,613.6
Cash and cash equivalents at the beginning of the period	3,064.9	454.4	11,553.3
Cash and cash equivalents at end of the period	454.4	11,553.3	27,166.9

#### Cash flows from operating activities

Cash flow from (used in) operating activities amounted to (Php4.2 billion) in 2011, Php895.4 million in 2012 and Php6.0 billion in 2013. In 2011, operating cash amounted to Php514 million which was used to increase receivables by Php4.2 billion and real estate inventory by Php3.2 billion. In 2012, operating cash amounted to Php5.9 billion which was used to increase prepayments and other current assets by Php4.1 billion, partially settle accounts and other payables by Php581 million and partially pay due to related parties by Php212.3 million. In 2013, operating cash amounted to Php13.9 billion which was used to increase receivables by Php3.6 billion, inventories by Php1.2 billion, short-term investments by Php1.5 billion and reinsurance assets by Php1.3 billion and partially settle other current liabilities by Php558.3 million.

#### Cash flows used in investing activities

Cash flows from (used in) investing activities amounted to (Php9.1 billion) in 2011, (Php625.1 million) in 2012, and (Php2.2 billion) in 2013. In 2011, cash flows used in investing activities went to increase deposits by Php4.1 billion and long-term cash investments by Php2.4 billion and investment in associates and joint ventures by Php2.6 billion. In 2012, cash flows used in investing activities went to increase investment in associates and joint ventures by Php4.5 billion, investment properties by Php3 billion, and property and equipment by Php1.2 billion. In 2013, cash flows used in investing activities went to increase property and equipment by Php7.0 billion, available-for-sale investments by Php690 million and investment in associates and joint ventures by Php502.2 million.

#### Cash flows from financing activities

Cash flows from financing activities amounted to Php10.6 billion in 2011, Php10.8 billion in 2012 and Php11.8 billion in 2013. In 2011, cash flows from financing activities came from loans of Php11.1 billion, net of loan payments of Php8.2 billion, and decrease in liabilities on purchased properties of Php516.8 million. In 2012, cash flows from financing activities came from the initial public offering proceeds of Php14 billion which was used to partially settle Php5.8 billion in outstanding loans. In 2013, cash flows from financing activities came from a top up equity private placement of Php10.1 billion, Php9.9 billion in retail bonds and Php7.3 billion in new loans which was used to partially settle Php18.0 billion in outstanding loans.

Other noncurrent assets increased by 5.8 times to Php547 million from Php94 million. This represented rental and other deposits.

Accounts and other payables increased by 61.3% or Php2.8 billion to Php7.4 billion with GBP and Fed Land each accounting for Php3.5 billion and Php3.7 billion, respectively, and GT Capital accounting for the balance of Php59.7 million.

Short-term loans reached Php9.1 billion with GT Capital accounting for Php4.7 billion, a majority of which was used to bridge finance the purchase of 15% direct equity stake in TMP.

Current portion of long-term debt reached Php7.4 billion with GT Capital and GBPC accounting for Php4.2 billion and Php3.2 billion, respectively.

Customer deposits, representing reservation payments from Fed Land's unit buyers, increased by 113% to Php974.3 million from Php457.6 million in 2011.

Dividends payable to holders of non-controlling interests of GBP reached Php1.9 billion in 2012.

Due to related parties declined by 52.6% to Php191.3 million from Php403.6 million in 2011 due to payments made by various Fed Land subsidiaries.

Income tax payable reached Php25.8 million of which Php22.2 million came from GBP and Php3.6 million came from Fed Land.

Other current liabilities increased 23.6 times to Php1.4 billion representing uncollected output VAT, (Php635.6 million); due to holders of non-controlling interest, (Php378.5 million); and withholding tax payable, (Php326.9 million).

Long-term debt - net of current portion increased by 99.9% to Php39.2 billion as the Php28 billion project loans of GBP were included which offset the Php4 billion loan prepayment of GT Capital.

Liabilities on purchased properties reached Php2.6 billion arising from Fed Land's purchase of the GT Tower International building from a Ty family related corporation.

Pension liability grew by 49% to Php532 million from Php358 million in 2011 chiefly due to the consolidation of GBP.

Deferred tax liability grew by 11.5 times to Php935 million from Php81 million in 2011 with GBP accounting for Php854 million representing deferred tax liability on fair value adjustments of long-term borrowings, property plant and equipment, intangible asset contracts and non-current receivables.

Other noncurrent liabilities grew by 3.9 times to Php242.6 million from Php62.9 million with Php183.5 million accounted for by GBP representing decommissioning liability accounts.

Capital stock increased by 26% or Php330 million to Php1.6 billion representing the new primary shares issued from the IPO of the Company.

Additional paid-in-capital increased by 59% or Php13.7 billion representing the IPO proceeds received by the Company, net of direct offer expenses.

Retained earnings increased by 80% or Php6.1 billion to Php13.7 billion, principally due to the consolidated net income realized by the Company for the year, net of Php501 million cash dividends declared by the Parent Company.

Other comprehensive income increased by 3% or Php60 million to Php2.4 billion due to marked-to-market gains realized on available-for-sale financial assets and equity in translation adjustments.

Other equity adjustments reached Php681.1 million representing the difference between the acquisition cost and carrying value of the non-controlling interest to: (1) acquire the 20% non-controlling interest of Fed Land, (Php513.4 million); (2) acquire the 4.59% of GBP, (Php54.8 million); and (3) acquire the 11.89% of GBP, (Php112.9 million).

## KEY PERFORMANCE INDICATORS OF COMPONENT COMPANIES

### Metrobank

	2011	2012	2013
Dividend Payout Ratio	19.1%	13.7%	9.4%
Cost to average assets	5.2%	5.0%	4.8%
Tier 1 Capital Adequacy ratio	13.7%	13.7%	15.0%
Total Capital Adequacy ratio	17.4%	16.3%	16.7%
Net non-performing assets ratio	2.2%	1.8%	1.3%
NPL coverage ratio	99.5%	116.8%	164.1%

Notes:

- (1) Dividend payout ratio is the ratio of cash dividends to net income after tax (excluding non-controlling interest).
- (2) Cost to average assets is the ratio of operating expenses (including interest expenses but excluding depreciation and amortization) to average total assets.
- (3) Net non-performing assets ratio is the ratio of net non-performing assets divided by total assets.
- (4) Allowance as a percentage of gross non-performing assets is the ratio of non-performing asset provisions made to the gross non-performing assets.

The following table presents selected financial ratios for the periods indicated:

	In Million Pesos, except for percentages		
	2011	2012	2013
Net income attributable to equity holders	11,031	15,399	22,488
Average total assets	922,854	999,482	1,212,606
Average shareholders' equity (attributable to equity holders)	98,716	114,908	126,310
Return on Average Assets	1.2%	1.5%	1.8%
Return on Average Equity	11.2%	13.6%	17.8%
Average shareholders' equity as a percentage of average total assets	10.7%	11.5%	10.4%

### Federal Land

The following are the major performance measures used by Fed Land for 2011, 2012 and 2013.

	In Million Pesos, except for ratios		
	2011	2012	2013
Revenues	4,478.6	5,723.0	7,895.7
Net income after tax	601.1	1,988.3	1,017.3
Net income attributable to equity holders	589.7	1,976.1	1,004.3
Total assets	29,543.5	34,633.0	43,231.1
Total liabilities	18,746.6	18,053.2	24,664.3
Total equity	10,796.9	16,579.8	18,566.8
Current ratio	1.6x	2.6x	3.9x
Total Liabilities to equity ratio	1.7x	1.1x	1.3x

### Global Business Power

The following are the major performance measures used by GBPC for 2011, 2012 and 2013.

	In Million Pesos, except for ratios		
	2011	2012	2013
Net income	2,229.5	3,370.8	2,961.8
Net income attributable to equity holders	1,580.0	2,213.8	1,937.2
Total assets	56,930.6	58,303.4	59,874.5
Total liabilities	35,282.6	36,803.4	36,140.0
Total equity	21,648.1	21,500.0	23,734.5
Current ratio	2.5x	1.7x	1.6x
Total Liabilities to equity ratio	1.6x	1.7x	1.5x

### Toyota Motor Philippines

The following are the major performance measures used by TMP for 2011, 2012 and 2013.

	In Million Pesos, except for ratios		
	2011*	2012	2013
Net income attributable to Parent	2,178.2	2,819.3	4,230.0
Total assets	16,072.6	20,982.9	25,041.2
Total liabilities	9,294.7	12,937.4	15,574.1
Total equity	6,777.9	8,045.6	9,287.1
Total Liabilities to Equity ratio	1.4x	1.6x	1.7x

\* Parent Company Financials

### AXA Philippines

The following are the major performance measures used by AXA Philippines for 2011, 2012 and 2013.

	In Million Pesos		
	2011	2012	2013
Gross Premiums	10,006.6	12,312.0	18,320.0
Net insurance benefits and claims	1,337.8	1,316.5	1,413.5
Total expenses	3,198.2	3,537.4	4,196.4
Net income after tax	967.5	908.5	1,184.0
Total Assets	38,942.9	44,852.5	38,953.5

### Charter Ping An

The following are the major performance measures used by CPAIC for 2011, 2012 and 2013.

	In Million Pesos		
	2011	2012	2013
Gross Premium Written	2,096.7	2,339.4	3,249.3
Net Premium Written	1,176.8	1,447.3	1,653.8
Gross Underwriting Contribution	333.3	474.9	433.2
Net Income	150.3	215.1	190.0
Total Assets	4,967.7	6,355.6	9,207.9

### Toyota Manila Bay

The following are the major performance measures used by TMBC for 2011, 2012 and 2013.

	In Million Pesos		
	2011	2012	2013
Net Sales	5,703.2	7,945.0	9,440.7
Gross Profit	365.6	587.7	653.1
Net Income	35.9	101.7	110.3
Total Assets	1,428.5	1,708.1	1,908.4
Total Liabilities	1,274.0	1,290.5	1,377.1
Total Equity	429.1	417.6	531.3

#### A. iv Brief Description of the General Nature and Scope of the Company's Business and Its Subsidiaries

The Company is a major Philippine conglomerate with interests in market-leading businesses across banking, real estate development, power generation, automotive assembly, importation and distribution, and life and non-life insurance. GT Capital is the primary vehicle for the holding and management of the diversified business interests of the Ty family in the Philippines. GT Capital's business management, investment decisions, and future business development are and will be firmly rooted in its corporate values of integrity, competence, respect, entrepreneurial spirit, and commitment to value creation.

GT Capital's current portfolio of businesses is well-positioned to benefit from broad-based growth in the Philippine economy in general, and from domestic consumption in particular. The current portfolio comprises directly-held interests in the following GT Capital companies:

- **Banking** - GT Capital conducts banking services through its 25.1% interest in Metropolitan Bank & Trust Company ("MBT" or "Metrobank"), a universal bank that offers corporate and commercial banking products and services throughout the Philippines. MBT has been listed on the Philippine Stock Exchange since 1981. The MBT Group offers corporate and commercial banking products and services throughout the Philippines. The MBT Group's corporate banking services consists of banking services provided to corporate customers (generally recognized by MBT as the top 1,000 Philippine companies, multinational companies and government-owned and controlled companies). The MBT Group's commercial banking services consists of banking services provided to small and medium-sized businesses.
- **Real estate development** - GT Capital conducts its real estate development business through its 100% interest in its fully-consolidated subsidiary Federal Land, Inc. ("Fed Land" or "Federal Land"), which develops residential and commercial projects. Fed Land is today the sole Philippine real estate development company of the Ty family established over the years in the residential segment with principal focus on the residential space, particularly in condominium developments in key urban and suburban communities, as well as retail and commercial project developer.
- **Power generation** - GT Capital conducts its power generation business through its 50.89% direct ownership in Global Business Power Corporation ("GBP"), a holding company that through its subsidiaries, is a leading independent power producer in the Visayas region, with a combined gross dependable capacity of 627 MW (480 MW attributable to GBP, net of minority interests in its subsidiaries).
- **Automotive** - GT Capital conducts its automotive business through its 51% interest in Toyota Motor Philippines ("TMP"). TMP is engaged in the manufacture, importation, and wholesale distribution of Toyota brand motor vehicles in the Philippines, and is also engaged in the sale of motor vehicle parts and accessories both within the Philippines and through exports. TMP is also engaged in the distribution of Lexus brand motor vehicles in the Philippines.
- **Life Insurance** - GT Capital conducts its life insurance business through its 25.3% interest in Philippine AXA Life Insurance Corporation ("AXA" or "AXA Philippines"), which offers personal and group insurance products in the Philippines, including life insurance and investment-linked insurance products. AXA distributes its products through a multi-channel distribution network comprised of agents, bancassurance, corporate solutions and direct marketing/telemarketing.
- **Non-life Insurance** - GT Capital conducts its non-life insurance business through its 100% interest in Charter Ping An Insurance Corporation ("Charter Ping An" or "CPA"), which offers insurance products such as fire/property, marine, motor car, personal accident, bonds, other casualty, and engineering insurance in the Philippines.
- **Automotive Distribution** - GT Capital conducts its automotive distribution business through its 60% interest in Toyota Manila Bay Corporation ("TMBC"). TMBC is engaged in the retail distribution of Toyota motor vehicles in Luzon, especially in Metro Manila, and is engaged in the retail sale of motor vehicle parts and accessories, and provide after-sales vehicles services to Toyota brand motor vehicles.

The Company is a major Philippine conglomerate with interests in market-leading businesses across banking, real estate development, power generation, automotive, and life insurance. GT Capital is the primary vehicle for the holding and management of the diversified business interests of the Ty family in the Philippines. GT Capital's business management, investment decisions, and future business development are and will be firmly rooted in its corporate values of integrity, competence, respect, entrepreneurial spirit, and commitment to value creation.

#### **A.v Company's Directors and Executive Officers**

Please refer to Item 5 of the Information Statement for the discussion on the identity of each of the Company's directors and executive officers including their principal occupation or employment, name and principal business of any organization by which such persons are employed.

# A.vi Market Price, Shareholder and Dividend Information

## Market Information

The Company's shares of stock are traded in the Philippine Stock Exchange.

As of March 27, 2014, the closing price of the Company's shares of stock was PhP798.00/share.

The high and low sales prices for each period since the listing of the common shares are as follows:

	2012	
(In Php)	High	Low
2 <sup>nd</sup> Quarter (April 20 to June 30)	520.00	455.40
3 <sup>rd</sup> Quarter (July 1 to Sept 30)	565.00	499.00
4 <sup>th</sup> Quarter (Oct 1 to Dec 31)	690.00	521.00
	2013	
1 <sup>st</sup> Quarter (Jan 1 to March 31)	805.00	631.00
2 <sup>nd</sup> Quarter (April 1 to June 30)	880.00	718.00
3 <sup>rd</sup> Quarter (July 1 to Sept 30)	870.50	690.00
4 <sup>th</sup> Quarter (Oct 1 to Dec 31)	884.50	734.00
	2014	
1 <sup>st</sup> Quarter (Jan 1 to Mar 15)	835.00	720.00

## Shareholder and Dividend Information:

The top 20 stockholders as of March 27, 2014 are as follows:

NAME OF STOCKHOLDER	NO. OF SHARES *	RATIO (%) TO TOTAL AMOUNT SUBSCRIBED
1. GRAND TITAN CAPITAL HOLDINGS, INC.	103,371,110	59.306
2. PCD NOMINEE (NON-FILIPINO)	58,406,484	33.509
3. PCD NOMINEE (FILIPINO)	11,886,055	06.819
4. TY, GEORGE SIAO KIAN	200,000	00.115
5. TY, ARTHUR VY	100,000	00.057
TY, ALFRED VY	100,000	00.057
6. TY, MARY VY	99,000	00.057
7. DE CASTRO, SALUD D.	30,000	00.017
8. ASIAN HOLDINGS CORPORATION	10,000	00.006
CENTURY SAVINGS BANK, CORP.	10,000	00.006
GOTIANSE, VINCENT C. LEE	10,000	00.006
9. LIM, DOMINGO U.	7,000	00.004
10. CHUA CO KIONG, WILLIAM N.	6,500	00.004
11. CHAN, ASUNCION C.	6,000	00.003
12. GOTIANSE, PAUL LEE	5,000	00.003
TING, ELIZABETH H.	5,000	00.003
13. CHOI, ANITA C.	4,000	00.002
14. MAR, PETER OR ANNABELLE MAR	3,000	00.002
15. BAGUYO, DENNIS G.	2,250	00.001
16. CHOI, DAVIS C.	2,000	00.001
CHOI, DENNIS C.	2,000	00.001
CHOI, DIANA C.	2,000	00.001
CROSLO HOLDINGS, CORP.	2,000	00.001
17. SYCIP, WASHINGTON Z.	1,800	00.001
18. TY, MICHAEL D. OR LILY Y. TY	1,750	00.001
19. PATERNO, ROBERTO L.	1,100	00.001
20. ANG, GERRY	1,000	00.001
BAUTISTA, MARIA CARMELO LUZA	1,000	00.001
BELMONTE, MIGUEL	1,000	00.001
BENGSON, MANUEL QUINTOS	1,000	00.001
BESHOURI, CHRISTOPHER P.	1,000	00.001
CHUA CO KIONG, CELY Y.	1,000	00.001
CHUA CO KIONG, WILLIAM N. &/OR	1,000	00.001
CUA, SOLOMON	1,000	00.001



PARAS, WILFREDO A.	1,000	00.001
PUNO, RODERICO	1,000	00.001
VALENCIA, RENATO C.	1,000	00.001
* Fully subscribed and paid up		

The Corporation's dividend policy under its bylaws is to declare and pay out of the unrestricted retained earnings cash, property, or stock dividends to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine in accordance with law. Pursuant to the said policy, the Corporation paid cash dividends to its shareholders in 2011, 2012 and 2013 in the amounts of Php500 million, Php500.9 million and Php522.9 million, respectively. On March 11, 2014, the Board of Directors of the Corporation approved the declaration of a cash dividend in the amount of Php522.9 million payable to its common stockholders of record as of April 8, 2014, payable on or before May 2, 2014.

#### **A.vii Corporate Governance**

The Company adopted its **Manual on Corporate Governance** (the "Governance Manual") on December 2, 2011. The policy of corporate governance is based on the Governance Manual. The Governance Manual lays down the principles of good corporate governance in the entire organization. The Governance Manual provides that it is the Board's responsibility to initiate compliance with the principles of good corporate governance, to foster long-term success and to secure the Company's sustained competitiveness in a manner consistent with its fiduciary responsibility.

The Company's By-laws and **Manual on Corporate Governance** (the "Governance Manual") provide that the Board shall have at least two independent directors. The Company espouses the definition of independence pursuant to the Securities Regulation Code. The Company considers as an independent director one who, except for his director's fees and shareholdings, is independent of management and free from any business or other relationship which, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a Director of GT Capital Holdings.

The **Governance Manual** embodies the Company's policies on disclosure and transparency, and mandates the conduct of communication and training programs on corporate governance. The Governance Manual further provides for the rights of all shareholders and the protection of the interests of minority stockholders. Commission of any violation of the Governance Manual is punishable by a penalty ranging from reprimand to dismissal, depending on the frequency of commission as well as the gravity thereof.

The Board has constituted six committees to effectively oversee the Company's operations: (i) the Executive Committee (ii) the Audit Committee; (iii) the Nominations Committee; (iv) the Compensation Committee; (v) the Corporate Governance Committee; and (vi) the Risk Oversight Committee.

#### **A.viii Undertaking to provide without charge a copy of the Company's Annual Report**

The Company will provide without charge a copy of the Company's Annual Report on SEC Form 17-A to its stockholders upon receipt of a written request addressed to Mr. Francisco H. Suarez, Jr., Senior Vice President and Chief Financial Officer at 43rd Floor, GT Tower International, Ayala Avenue corner H. V. Dela Costa St., 1227 Makati City, Metro Manila, Philippines.



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY  
FOR FINANCIAL STATEMENTS**

The management of GT Capital Holdings, Inc. (the Company) is responsible for the preparation and fair presentation of the parent company and consolidated financial statements for the years ended December 31, 2013 and 2012, including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors, appointed by the stockholders, has examined the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signature: \_\_\_\_\_

Arthur V. Ty, Chairman of the Board

Signature: \_\_\_\_\_

Carmelo Maria L. Bautista, President

Signature: \_\_\_\_\_

Francisco H. Suarez Jr., Chief Financial Officer

March 11, 2014

REPUBLIC OF THE PHILIPPINES)  
CITY OF MAKATI ) S.S.

SUBSCRIBED AND SWORN to before me on MAR 25 2014, affiants exhibiting to me their respective Tax Identification Numbers, as follows:

Arthur V. Ty  
Carmelo Maria L. Bautista  
Francisco H. Suarez, Jr.

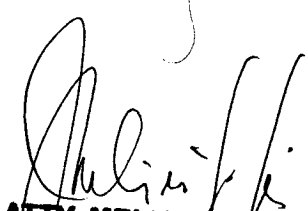
TIN No. 121-526-580  
TIN No. 106-903-668  
TIN No. 126-817-465

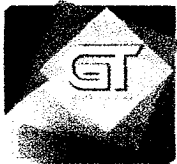
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Page No. 1

Book No. 5

Series of 2014

  
**ATTY. MELISSA B. REYES**  
NOTARY PUBLIC FOR MAKATI CITY UNTIL DEC. 31, 2014  
ROLL NO. 41369 / APPOINTMENT NO. M-270  
IBP NO. 913785 / PTR. NO. 3674214  
45/F GT TOWER INTERNATIONAL, AYALA AVENUE  
CORNER H.V. DE LA COSTA, MAKATI CITY



**GT CAPITAL**  
HOLDINGS, INCORPORATED

April 04, 2014

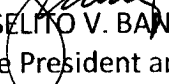
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Eusebio Greenhills  
Mandaluyong City

Attention : Vicente Graciano P. Felizmenio, Jr.  
Director, Markets and Securities Regulation Department

Dear Director Felizmenio,

As required by the Securities and Exchange Commission, this is to certify that none of the directors of GT Capital Holdings, Inc. mentioned in its Definitive Information Statement for the Annual Stockholders' Meeting on May 12, 2014 holds any position or is connected with any Philippine government agency or instrumentality.

Very truly yours,

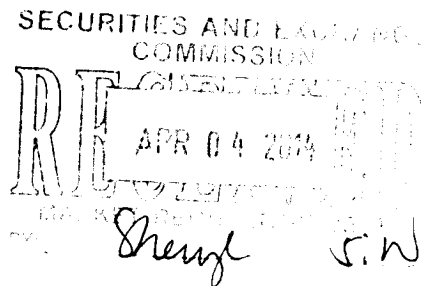
  
JOSE LITO V. BANAAG  
Vice President and Head  
Legal and Compliance Division



**GT CAPITAL**  
HOLDINGS, INCORPORATED

April 04, 2014

SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Eusebio Greenhills  
Mandaluyong City



**Attention** : Vicente Graciano P. Felizmenio, Jr.  
Director, Markets and Securities Regulation Department

**Subject** : Definitive Information Statement of GT Capital Holdings, Inc.

Dear Director Felizmenio,

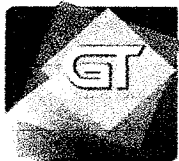
We write in reply to the letter of the Securities and Exchange Commission (the "Commission") dated April 1, 2014, setting forth its comments as regards the Preliminary Information Statement of GT Capital Holdings, Inc. ("GT Capital") dated March 31, 2014. We attach for the Commission's approval GT Capital's Definitive Information Statement, with pertinent portions updated as of March 27, 2014, as directed by the Commission.

As regards the other comments of the Commission, please see the following responses of GT Capital:

**1. Item 4. Voting Securities & Principal Holders: Disclose equity ownership of foreigners on a per class basis, if any.**

GT Capital has only one class of shares – common. As stated in its Preliminary Information Statement, the number of shares held by PCD Nominee Corporation (both Filipino and Non-Filipino) is comprised of various clients who are the beneficial owners of GT Capital shares which are lodged with the Philippine Depository & Trust Corporation. GT Capital is not privy to the composition of beneficial ownership of shares under PCD Nominee Corporation.

**2. Item 5. Directors and Executive Officers: Please be advised of the Notice of the Commission dated October 20, 2006 re: Certification on Qualification and Disqualification of Independent Directors. Submit certification that no directors or officers are connected with any government agencies or its instrumentalities**



# GT CAPITAL

HOLDINGS, INCORPORATED

GT Capital submitted along with its Preliminary Information Statement the certifications from each of its Independent Directors, in compliance with the abovementioned Notice. We submit the same certifications again with our Definitive Information Statement.

As regards the certification that no directors or officers are connected with any government agencies or its instrumentalities, we note that the same is not required under the Notice of the Commission dated October 20, 2006. Upon inquiry with your office, we were informed that the said certification was a requirement under Republic Act No. 6713 or the Code of Conduct and Ethical Standards of Public Officials and Employees and Memorandum Circular No. 5, Series of 2012 of the Governance Commission for GOCCs. However, after further study of the said law and memorandum circular, we note that neither requires listed companies to submit such certification. The former is applicable only to public officials, while the latter is applicable only to members of the Board of Directors/Trustees and the elected CEO of a GOCC.

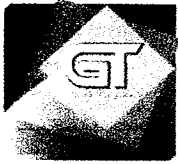
**3. Item 12. Merger, Consolidation, Acquisition & Similar Matters: Not complied with re: consolidation of Toyota Motor and CPAIC**

As stated in the attachment to the letter of the Commission, Item 12 is only applicable if there is any action to be taken during the Annual Stockholders' Meeting regarding merger, consolidation, acquisition or similar matters.

As seen in the Agenda in GT Capital's Notice of Annual Stockholders' Meeting, which was submitted with the Preliminary Information Statement, there is no action to be taken regarding the consolidation of Toyota Manila Bay Corporation ("TMBC") and Charter Ping An Insurance Corporation ("Charter Ping An"). Said acquisitions do not fall under the definitions of Mergers or Consolidations requiring stockholder approval under Section 76 of the Corporation Code of the Philippines. The consolidation of TMBC and Charter Ping An is only for financial reporting purposes, as required under PFRS 10 of the Philippine Financial Reporting Standards. The said consolidation does not fall under the definition of consolidation under Section 76 of the Corporation Code, where two merging corporations form a consolidated corporation. Both TMBC and Charter Ping An still exist as entities separate and distinct from GT Capital.

**4. Item 12. Merger, Consolidation, Acquisition & Similar Matters: The first paragraph of the discussion regarding Dividend Declaration is not consistent with the succeeding paragraphs of the discussion. Please make necessary corrections.**

GT Capital did not accomplish this portion of its Information Statement due to reasons stated in the discussion above. As such, there are no corrections to be made.



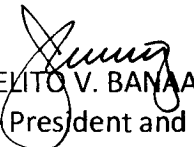
**GT CAPITAL**  
HOLDINGS, INCORPORATED

5. **Item 17. Amendments of Charter, By-Laws & Other Documents: Propose amendment to the Articles of Incorporation to comply with the requirement of Memorandum Circular No. 6, Series of 2014 re: Amendment of the Principal Office Address.**

The Commission's Memorandum Circular No. 6, Series of 2014 requires amendment of a corporation's Articles of Incorporation if the same indicates that its principal office address is only a general address, such as "Metro Manila". GT Capital's Articles of Incorporation, also attached to this letter for your convenience, indicates that its principal office is: "GT Tower International, Ayala Avenue corner H.V. dela Costa St., Makati City." Said address is already in compliance with the abovementioned Memorandum Circular.

We trust that you will find our Definitive Information Statement in order.

Very truly yours,

  
JOSELITO V. BANAAG  
Vice President and Head  
Legal and Compliance Division



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS200711792

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:


This is to certify that the amended articles of incorporation of the

**GT CAPITAL HOLDINGS, INC.**  
[Amending Article VII thereof.]

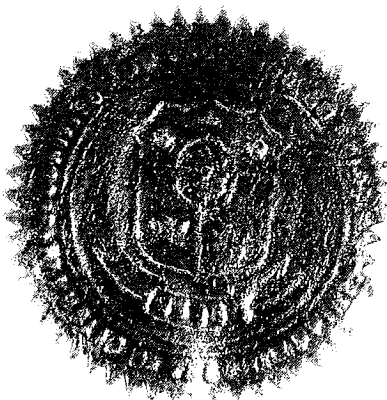
copy annexed, adopted on September 07, 2012 by majority vote of the Board of Directors and on October 26, 2012 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 31<sup>st</sup> day of October, Twenty Twelve.

  
**FERDINAND B. SALES**  
Officer-In-Charge

Company Registration and Monitoring Department





# COVER SHEET

C S 2 0 0 7 1 1 7 9 2

S.E.C. Registration Number

G T C A P I T A L H O L D I N G S , I N C .

(Company's Full Name)

4 3 r d F L O O R , G T T O W E R I N T E R N A -  
T I O N A L A Y A L A A V E N U E C O R N E R H . V  
D E L A C O S T A S T R E E T M A K A T I C I T Y

(Business Address: No. Street City / Town Province)

Atty. Joselito V. Banaag

Contact Person

8 3 6 - 4 5 - 0 0

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Amended Articles of Incorporation

Form Type

Month

Day

Regular Meeting

NONE

Secondary License type, if applicable

C F D

Dept. Requiring this Doc.

Amended Articles Number/Section

37

Total No. of Stockholders

Total amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

Cashier

Remarks = Pls. use black ink for scanning purposes.

**AMENDED ARTICLES OF INCORPORATION  
OF  
GT CAPITAL HOLDINGS, INC.**

**Know All Men By These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

**FIRST:** The name of this corporation shall be:

**GT CAPITAL HOLDINGS, INC.**

**SECOND: A.** That the primary purpose of this corporation is

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real or personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

**B:** That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

**THIRD:** That the place where the principal office of the corporation is to be established is at:

No./Street: GT Tower International, Ayala Avenue corner H.V. de la Costa St.  
City/Town: Makati City

**FOURTH:** That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

**FIFTH:** That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Ty Siao Kian	Filipino	No. 62-A Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Mary Vy Ty	Filipino	No. 62-A Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Arthur Vy Ty	Filipino	No. 62-B Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Alfred Vy Ty	Filipino	506 Acacia Ave., Ayala Alabang Village, Muntinlupa City
Antonio S. Abacan Jr.	Filipino	316 Madrigal Avenue, Ayala Alabang Village, Muntinlupa City

**SIXTH:** That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended at the Special Meetings of the Stockholders and of the Board of Directors, both held on 23 September 2011.)

Name	Nationality	Residence (Complete Address)
Ty Siao Kian	Filipino	No. 62-A Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Mary Vy Ty	Filipino	No. 62-A Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Arthur Vy Ty	Filipino	No. 62-B Kawayan St. Cambridge Circle, North Forbes Park, Makati City
Alfred Vy Ty	Filipino	506 Acacia Ave., Ayala Alabang Village, Muntinlupa City
Antonio S. Abacan Jr.	Filipino	316 Madrigal Avenue, Ayala Alabang Village, Muntinlupa City
(Vacant)	Filipino	
(Vacant)	Filipino	

**SEVENTH:** That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Five Hundred Million (500,000,000) shares with the par value of Ten Pesos (P10.00) per share. (As amended at the Special Meetings of the Stockholders and of the Board of Directors, both held on 15 July 2008)

**The holders of capital stock shall have no pre-emptive right to any issue or disposition of any share of any class of the Corporation.** (As amended at the Special Meetings of the Board of Directors and Stockholders, held on 07 September 2012 and 26 October 2012, respectively.)

**EIGHTH:** That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Ty Siao Kian	Filipino	200,000	2,000,000.00	2,000,000.00
Mary Vy Ty	Filipino	90,000	900,000.00	900,000.00
Arthur Vy Ty	Filipino	100,000	1,000,000.00	1,000,000.00
Alfred Vy Ty	Filipino	100,000	1,000,000.00	1,000,000.00
Antonio S. Abacan Jr.	Filipino	10,000	100,000.00	100,000.00
TOTAL		500,000	5,000,000.00	5,000,000.00
		-----	-----	-----

**NINTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

**TENTH:** That **MARY VY TY** has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name for the benefit of the corporation, all subscription paid by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm in the name or one deceptively or confusing similar to it.

IN WITNESS WHEREOF, we have set our hands this 20<sup>th</sup> day of July 2007 at Makati City.

(Original Signed)  
**TY SIAO KIAN**  
T.I.N. 121-526-603

(Original Signed)  
**MARY VY TY**  
T.I.N. 121-526-611

(Original Signed)  
**ARTHUR VY TY**  
T.I.N. 121-526-580

(Original Signed)  
**ALFRED VY TY**  
T.I.N. 107-032-619

(Original Signed)  
**ANTONIO S. ABACAN, JR.**  
T.I.N. 221-607-426

WITNESSES:

(Original Signed)  
\_\_\_\_\_

(Original Signed)  
\_\_\_\_\_

# ACKNOWLEDGMENT

Republic of the Philippines)  
In Makati City, M.M. )S.S.

BEFORE ME, a Notary Public in and for Makati City, M.M., Philippines, this 20 July 2007, personally appeared:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Date &amp; Place Issued</u>
Ty Siao Kian	17667134	01/25/07-Makati City
Mary V. Ty	17667136	01/25/07-Makati City
Arthur V. Ty	17674696	01/30/07-Makati City
Alfred V. Ty	17667135	01/25/07-Makati City
Antonio S. Abacan Jr.	15111249	01/10/07-Makati City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place above written.

(Original Signed)  
KRISTINA JOYCE C. CARO  
Appointment No. M-528  
Notary Public for Makati City  
Until December 31, 2007  
18<sup>th</sup>, 19<sup>th</sup>, and 17<sup>th</sup> Floor, Liberty Center  
104 H.V. dela Costa Street  
Salcedo Village, Makati City  
Roll of Attorneys No. 64047  
PTR 617138/Makati City/05-10-2007  
IBP 717996/Makati City/04-13-2007

Doc. No. 67;  
Page No. 15;  
Book No. I;  
Series of 2007.

**DIRECTORS' CERTIFICATE**  
(Amendment of Articles of Incorporation)

10-29-12  
RECEIVED  
[Signature]


**WE**, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **GT CAPITAL HOLDINGS, INC.** hereby certify that:

1. On September 07, 2012 and October 26, 2012, respectively at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the amendment of Article VII of the Articles of Incorporation by providing the following:


The amendment of Article VII of the Corporation's Articles of Incorporation to include a provision on the denial of stockholders' pre-emptive right to any issue or disposition of any share of any class of the Corporation.


2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflect the foregoing amendment thereto.

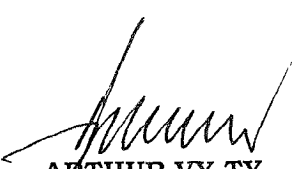
**IN WITNESS WHEREOF**, we have hereunto set our hands this 26<sup>th</sup> day of October 2012 at Makati City.


  
**ANTONIO V. VIRAY**  
Corporate Secretary  
T.I.N. 121-527-082

**ATTEST:**

  
**GEORGE S.K. TY**  
Chairman Emeritus  
T.I.N. 121-526-603


  
**ALFRED VY TY**  
Vice Chairman  
T.I.N. 107-032-619

  
**ARTHUR VY TY**  
Chairman  
T.I.N. 121-526-580

  
**CARMELO MARIA LUZA BAUTISTA**  
President  
T.I.N. 106-903-668

  
**SOLOMON S. CUA**

Director  
T.I.N. 103-086-413

  
**RENATO C. VALENCIA**

Independent Director  
T.I.N. 118-457-420

  
**MANUEL Q. BENGSON**

Director  
Passport No. 469134415

  
**JAIME MIGUEL G. BELMONTE**

Independent Director  
T.I.N. 106-784-762

  
**RODERICO V. PUNO**

Director  
T.I.N. 131-013-377

**ACKNOWLEDGMENT**

**REPUBLIC OF THE PHILIPPINES)**

**MAKATI CITY**

**)S.S.**

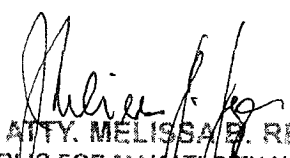
**OCT 29 2012**

**SUBSCRIBED AND SWORN** to before me, this \_\_\_\_<sup>th</sup> day of October 2012 at Makati City, affiants exhibiting to me the following:

Name	Pasport No.	Date of Issue	Place of Issue
George S.K. Ty	XX4959439	Nov. 13, 2009	Manila
Arthur Vy Ty	EA0021497	Jan. 06, 2010	Manila
Alfred Vy Ty	Driver's Lic.# N1785022013	Expiry 2014- 08-02	Manila
Carmelo Maria L. Bautista	XX4905567	Nov. 06, 2009	Manila
Solomon S. Cua	EA0017125	Dec. 22, 2009	Manila
Renato C. Valencia	XX4358407	Aug. 13, 2009	Manila
Manuel Q. Bengson	469134415	May 13, 2010	USA
Jaime Miguel G. Belmonte	14301002	Jan. 04, 2012	Manila
Roderico V. Puno	EB2020769	Mar. 04, 2011	Manila
Antonio V. Viray	EB0352971	Jun. 07, 2010	Manila

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my notarial seal on the date and place first above written.

Doc. No. 515 ;  
Page No. 104 ;  
Book No. 2 ;  
Series of 2012.

  
**ATTY. MELISSA B. REYES**  
NOTARY PUBLIC FOR MAKATI CITY UNTIL DEC. 31, 2012  
ROLL NO. 41639 / APPOINTMENT NO. M-430  
IBP NO. 852889 / PVR NO. 2712794  
45/F GT TOWER INTERNATIONAL, AYALA AVENUE  
CORNER H.V. DELA COSTA ST., MAKATI CITY