

SECURITIES AND EXCHANGE COMMISSION

AMENDED SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **September 20, 2023**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200711792** 3. BIR Tax Identification No. **006-806-867**
4. **GT Capital Holdings, Inc.**
Exact name of issuer as specified in its charter
5. **Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **43/F GT Tower International, 6813 Ayala Avenue corner H.V. Dela**
Costa Street, Makati City Postal Code: **1227**
Address of principal office:
8. **(632) 8836-4500**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Stock Outstanding	Amount of Debt Outstanding
Common	215,284,587	None
Corporate Retail Bonds	-	4 billion
Perpetual Preferred Shares (GTPPA)	4,839,240	None
Perpetual Preferred Shares (GTPPB)	7,160,760	None

11. Indicate the item numbers reported herein:

Item 9. Other Events

Please see attached press release.

SIGNATURE

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

GT Capital Holdings, Inc.

Issuer

September 20, 2023

Date


RENEE LYNN MICIANO-ATIENZA
Vice President
Head, Legal and Compliance



Acceptances Exceed 97% in Tender Offer for MPIC

Tender Offer Closes After 8-Day Extension

Hong Kong, Manila, Tokyo, 20 September 2023 – First Pacific Company Limited (HKSE: 00142) (“First Pacific”) through its affiliate, Metro Pacific Holdings, Inc. (“MPHI”), GT Capital Holdings, Inc. (PSE: GTCAP) (“GT Capital”), a Consortium including Mitsui & Co., Ltd. (TYO: 8031) (“Mitsui”), and MIG Holdings Incorporated (“MIG”) (collectively, the “Bidders”) today announced that based on the report from the Tender Offer agent, a total of 5,464,753,560 common shares of Metro Pacific Investments Corporation (“MPIC”) have been tendered equivalent to 19.04% of MPIC’s total issued and outstanding listed shares. Together with the shareholding of the Bidders, qualifying common shares of members of the MPIC board of directors and other non-public shares, this is equivalent to 97.22% of MPIC’s total issued and outstanding listed shares.

Considering these results, when the tendered shares are accepted and crossed, the Bidders expect MPIC’s public float to fall below 10% and pave the way for MPIC’s voluntary delisting, in accordance with voluntary delisting procedures of the Philippine Stock Exchange (“PSE”).

The tender offer had earlier been extended by eight working days to 19 September. The tender offer is now closed. The Cross Date of the Tendered Shares will be on 26 September 2023 and the Settlement Date will be on 28 September 2023. On the Cross Date, MPIC’s public float is expected to fall to 2.78%.

MPIC is a leading infrastructure holding company in the Philippines, owning:

- 47.5% of Manila Electric Company (“Meralco”), the biggest electricity distributor in the Philippines and one of the country’s largest electricity producers;
- 99.9% of Metro Pacific Tollways Corporation, the largest toll road developer and operator in the Philippines;
- 20.0% of Metro Pacific Health Corporation, the largest private hospital operator in the Philippines;
- 52.8% of Maynilad Water Services, Inc., the largest water and sewerage provider in the Philippines by population coverage;
- And other assets.

Prior to the tender offer, MPIC had two major shareholders, First Pacific affiliate MPHI at 46.1% and GT Capital at 17.1%, followed by investment funds and retail investors.

UBS AG acted as international financial advisor, First Metro Investment Corporation acted as domestic financial advisor, and First Metro Securities Brokerage Corporation acted as Tender Offer Agent to the Bidders on this transaction.

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**First Pacific Company Limited
GT Capital Holdings, Inc.
Mitsui & Co. Ltd.**

MPIC Tender Offer Closes

For further information, please contact:

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