

# 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)

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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)

<b>Atty. Renee Lynn Miciano-Atienza</b>
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Contact Person

8	8	3	6		4	5	0	0		
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Company Telephone Number

1	2		3	1
Month			Day	

<b>SEC Form 17-C</b>
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Second Wednesday of May
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Fiscal Year

Form Type

Regular Meeting

<b>Certificate of Permit to Offer Securities for Sale (Order #092)</b>
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Secondary License type, if applicable

M	S	R	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total amount of Borrowings

Domestic	Foreign

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To be Accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I.D.

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Cashier

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Remarks = Pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. **September 29, 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 be advised that the Board of Directors of GT Capital Holdings, Inc., approved the redemption in full of its Series "A" Perpetual Preferred Shares with redemption date on October 27, 2023, in accordance with the terms and conditions of the final prospectus dated October 14, 2016.

In addition to the Notice of Redemption disclosed last September 19, 2023, please see the attached Requirements for Redemption.

**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 29, 2023**

Date

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



**GT CAPITAL**  
HOLDINGS, INCORPORATED

September 29, 2023

The Philippine Stock Exchange, Inc.  
Disclosure Department  
6<sup>th</sup> Floor, Philippine Stock Exchange Tower  
28<sup>th</sup> Street, corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong  
Officer-in-Charge, Disclosure Department

RE: Redemption of GT Capital Holdings Inc.'s Series "A" Perpetual Preferred Shares

Gentlemen:

In relation to our disclosure dated September 19, 2023, please see the attached Requirements for Redemption, which shall also be disseminated through the Corporation's stock and transfer agent, Metropolitan Bank and Trust Company – Trust Banking Group.

Very truly yours,

  
ATTY. RENEE LYNN MICIANO-ATIENZA  
VP/Head, Legal and Compliance Department

**NOTICE TO SHAREHOLDERS ON REDEMPTION OF SERIES "A" PERPETUAL PREFERRED SHARES  
("GTPPA")**

Please be advised that GT Capital Holdings, Inc. ("GT Capital" or the "Corporation") will be redeeming its Series "A" Perpetual Preferred Shares ("GTPPA Shares") on October 27, 2023 (the "Redemption Date"), in accordance with the terms and conditions of the final prospectus for the GTPPA Shares dated October 14, 2016 (the "Prospectus").

The redemption is consistent with the terms and conditions in the Prospectus, which provides that GT Capital has the option, but not the obligation to redeem in whole (but not a part of) the GTPPA Shares on the 5<sup>th</sup> anniversary of the Issue Date, or any Dividend Payment Date occurring thereafter. The exercise of GT Capital's redemption option shall be completed by payment of the Redemption Price, which shall be equal to the issue price of the GTPPA Shares or PESOS: One Thousand (Php1,000.00) plus any accrued and unpaid dividends after deduction of any taxes and customary transfer costs to effect the redemption. Administrative costs and expenses, including the cost of checks used, suppliers, paying agent services, courier and mailing costs in relation to effecting the redemption shall be for the sole account of the Corporation. Proceeds from the redemption of the GTPPA Shares shall be paid starting on Redemption Date. Upon the redemption, the GTPPA Shares shall be considered retired.

**REQUIREMENTS FOR REDEMPTION OF  
SERIES “A” PERPETUAL PREFERRED SHARES (“GTPPA”)**

In relation to the disclosure of GT Capital Holdings, Inc. (“GT Capital” or the “Corporation”) dated September 19, 2023, with attached Notice to Shareholders on Redemption of Series “A” Perpetual Preferred Shares (“GTPPA”), please be advised of the documentary requirements and list of Key Dates set forth below, which should be submitted in triplicate to GT Capital’s stock and transfer agent, Metropolitan Bank & Trust Company – Trust Banking Group (“MBTC-TBG”).

For queries and clarifications on the requirements, please contact MBTC-TBG or GT Capital at:

**MBTC-TBG**

<b>Contact Person</b>	Mary Grace P. Gatchallan
<b>e-mail address</b>	<a href="mailto:grace.gatchallan@metrobank.com.ph">grace.gatchallan@metrobank.com.ph</a>
<b>Telephone No.</b>	(+632) 8857-5265

**GT Capital**

<b>Contact Person</b>	Atty. Andrew Velasco
<b>e-mail address</b>	<a href="mailto:andrew.velasco@gtcapital.com.ph">andrew.velasco@gtcapital.com.ph</a>
<b>Telephone No.</b>	(+632) 8836-4500

**I. Certificated Stockholders**

**1. Individual Stockholders**

- Original GTPPA stock certificate/s, duly endorsed to the Corporation by the stockholder or his attorney-in-fact;
- Photocopies of two (2) valid government issued identification documents, with specimen signatures of the stockholder and his attorney-in-fact, if applicable;
- Acknowledgment and Quitclaim in the form attached as Annex “A”, signed by the shareholder or his attorney-in-fact, and notarized.

Additional requirements (when applicable):

- For those represented by attorney-in-fact, also provide a signed and notarized Special Power of Attorney in the form attached as Annex “B”;
- For stock certificates issued under the names of several stockholders as “and/or”, sworn certification that the other stockholders are still living (included in Annex “A”);
- For stock certificates issued under the names of several stockholders as “and”, the requirements shall be applicable to each stockholder, and when required to be signed and applicable, signed by all the stockholders, unless one stockholder is appointed as attorney-in-fact through a Special Power of Attorney in the form attached as Annex “B”.

## 2. Corporate Stockholders

- the original GTPPA stock certificate, duly endorsed to the Corporation by the authorized signatories of the corporate stockholder;
- duly issued Secretary's Certificate designating the authorized signatories of the corporate stockholder;
- Photocopies of two (2) valid government issued identification documents, with specimen signatures of the corporate stockholder's authorized signatory/ies and the corporate stockholder's corporate secretary;
- Certified true copies of the following documents:
  - Certificate of Incorporation;
  - latest Articles of Incorporation;
  - latest By-Laws; and
  - latest General Information Sheet;
- Acknowledgement and Quitclaim in the form attached as Annex "C", signed by the corporate stockholder's authorized signatory/ies.

## 3. Stockholders with Lost Stock Certificates

- Notarized affidavit stating how the certificate was lost, stolen or destroyed, with the number of shares, stock certificate numbers, and other relevant information or evidence;
- Proof of publication of Notice of Loss in a newspaper of general circulation once a week for three (3) consecutive weeks;
- Additional requirements under relevant laws, rules and regulations;
- Payment of transfer fee and other fees which may be imposed by MBTC-TBG, if applicable.

## II. Scripless Stockholders

The Redemption Price pertaining to GTPPA stock held through trading participants or custodian banks under PCD Nominee Corporation ("PCD") shall be paid by the Corporation to PCD, which will credit the same to the bank accounts of the relevant trading participants or custodian banks. Such trading participants or custodian banks shall coordinate with the beneficial owners of the GTPPA stock on the release of the Redemption Price in relation to the same.

## III. List of Key Dates

- **October 18, 2023:** Ex Date
- **October 20, 2023:** Record Date
- **October 27, 2023:** Redemption Date

The Corporation also intends to submit a voluntary trading suspension request to the Philippine Stock Exchange, to ask for a suspension of trading beginning on **October 19, 2023**. This is to allow the stock and transfer agent the necessary time to generate the final list of stockholders which will be the basis for the Redemption Price to be paid.

REPUBLIC OF THE PHILIPPINES )  
 ) S.S

**ACKNOWLEDGEMENT, QUITCLAIM AND CERTIFICATION FOR INDIVIDUAL STOCKHOLDER**

I, [Name of Stockholder], of legal age, [citizenship], [single/married], with address at [address], after having been duly sworn in accordance with law, hereby depose and say that:

1. I have received from GT Capital Holdings, Inc. ("GT Capital" or the "Corporation"), the full amount as payment for its redemption of my Series "A" Perpetual Preferred Shares ("GTPPA") (the "Redemption Amount"), in accordance with the final prospectus dated October 14, 2016;
2. In consideration of the full payment of the Redemption Amount, I absolutely release, completely clear, and forever discharge GT Capital, and its transfer agent (Metropolitan Bank & Trust Company – Trust Banking Group) including their respective shareholders, directors, officers, employees, agents, and representatives from any action, cause of action, sum of money, liability, damages claims, and demands whatsoever, which in law or in equity I, my heirs, insurers, successors, and assigns hereafter may have upon or by reason of the GTPPA Shares, its redemption, and the Redemption Amount and hereby completely and absolutely waive all of my rights and action, causes of action, claims and demands, of whatever nature, arising from, or in connection with the GTPPA Shares, its redemption and the Redemption Amount.
3. Should the Stock Certificates be issued under my name and the name of other stockholders as "and/or", I hereby certify that my co-stockholders are still living.
4. I have fully read and understood the contents of this Acknowledgment, Quitclaim [and Certification], that the same reflects my true intentions, and that I am fully aware of the legal effects of executing and signing the same.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ in \_\_\_\_\_.

\_\_\_\_\_  
[NAME OF STOCKHOLDER/AUTHORIZED REPRESENTATIVE]

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ in \_\_\_\_\_, affiant exhibiting his \_\_\_\_\_; issued on \_\_\_\_\_ at \_\_\_\_\_.

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**SPECIAL POWER OF ATTORNEY**

I, [Name of Stockholder], of legal age, [citizenship], [single/married] with address at [address of stockholder], hereby name, constitute, and appoint [Name of Attorney-in-fact], of legal age, [citizenship], [single/married], with address at [address of attorney in fact], to be my true and lawful attorney-in-fact, in my name, place, and stead, to do any of the following acts:

1. Submit for redemption all of my Series "A" Perpetual Preferred Shares ("GTPPA");
2. Sign, execute, submit, and deliver all documentary requirements, including to endorse the Stock Certificates in favor of GT Capital Holdings. Inc. ("GT Capital"), and all other papers necessary or incidental for the redemption of the GTPPA Shares and receipt of the Redemption Proceeds;
3. Receive the check representing full payment of the Redemption Amount and to sign the Acknowledgment, Quitclaim and Certification in relation to his/receipt of the same; and
4. Do and perform all such other acts and things requisite or necessary to carry out the above-mentioned purposes.

**HEREBY GIVING AND GRANTING** unto my said attorney-in-fact full powers of substitution and authority to do and perform any and all other acts and things necessary and proper to be done and in about the premises, as fully to all intents and purposes, as I could lawfully do if personally present and acting in person, and hereby confirming and ratifying all that my said attorney-in-fact shall lawfully do or cause to be done by virtue of these presents.

**IN WITNESS WHEREOF**, I have hereunto set my hand this [date], in [place].

\_\_\_\_\_  
[NAME OF STOCKHOLDER]  
*Principal*

With my marital consent (if married):

\_\_\_\_\_  
[NAME OF SPOUSE OF STOCKHOLDER]

Signed in the Presence of:

\_\_\_\_\_

**ACKNOWLEDGMENT**

BEFORE ME, a Notary Public, for and in \_\_\_\_\_, on \_\_\_\_\_ personally appeared \_\_\_\_\_, with competent evidence of identity \_\_\_\_\_ issued on \_\_\_\_\_, at \_\_\_\_\_, known to me to be the same person who executed the foregoing Special Power of Attorney, which he/she acknowledged to me to be his/her free act and deed.

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REPUBLIC OF THE PHILIPPINES )  
 ) S.S

**ACKNOWLEDGEMENT AND QUITCLAIM FOR CORPORATE STOCKHOLDER**

I, [Name of authorized representative], of legal age, [citizenship], [single/married], with address at [ ], after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the [position of authorized representative] of [name of corporation] (the "Corporation"), a corporation duly organized and existing under the laws of the [Republic of the Philippines/country of incorporation), with office address at [address].
2. I am the Corporation's duly authorized representative in relation to the redemption of GT Capital Holdings, Inc's ("GT Capital") Series "A" Perpetual Preferred Shares ("GTPPA") pursuant to the Secretary's Certificate, dated [date of issuance of Secretary's certificate].
3. I have received from GT Capital the full amount as payment for its redemption of my GTPPA Shares (the "Redemption Amount"), in accordance with the final prospectus dated October 14, 2016
4. In consideration of the Redemption Amount, the Corporation absolutely releases, completely clears, and forever discharges GT Capital, and its transfer agent (Metropolitan Bank & Trust Company – Trust Banking Group), including their respective shareholders, directors, officers, employees, agents, and representatives from any action, cause of action, sum of money, liability, damages claims, and demands whatsoever, which in law or in equity the Corporation, its insurers, successors, and assigns hereafter may have upon or by reason of the GTPPA Shares, its redemption, and the Redemption Amount with the intention to completely and absolutely waive all of the Corporation's rights of action, causes of action, claims, and demands, of whatever nature, arising from, or in connection with the GTPPA Shares, its redemption and the Redemption Amount.
5. I have fully read and understood the contents of this Acknowledgment and Quitclaim, that the same reflects my true intentions, and that I am fully aware of the legal effects of executing and signing the same.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ in \_\_\_\_\_.

[NAME OF CORPORATION]

\_\_\_\_\_  
[NAME OF AUTHORIZED REPRESENTATIVE]  
[Position of Authorized Representative]

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ in \_\_\_\_\_, affiant  
exhibiting his \_\_\_\_\_; issued on \_\_\_\_\_ at \_\_\_\_\_.

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