

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. **August 8, 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

August 8, 2023

Date


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



MPIC Shareholders Approve Tender Process

*Delisting Tender Offer Price of 5.20 Pesos per MPIC Common Share
“Best and Final Offer” to Minority Shareholders of MPIC
Offer to Minority Shareholders Values MPIC at 37% Premium to One Year VWAP
and 39% Premium to Three Year VWAP
Tender Offer Values 100% of MPIC Equity at 149.2 Billion Pesos
Result of Tender Offer Expected by 7th September 2023 or Thereabouts*

Hong Kong, Manila, Tokyo, 8th August 2023 – Shareholders of Metro Pacific Investments Corporation (“MPIC”) have voted to permit a Voluntary Delisting of MPIC shares from the Philippine Stock Exchange (“PSE”) subject to a successful tender process. The resolution at the Special Shareholders’ Meeting today was approved in a vote by all MPIC shareholders, by a margin of over 77% supportive to less than 1% unsupportive. Pursuant to the shareholder approval for the Voluntary Delisting of MPIC shares, a delisting tender offer process will be launched on 9th August 2023, to acquire shares from minority shareholders at a “best and final” price of 5.20 pesos per share. The delisting tender offer is expected to end on or about 7th September 2023.

First Pacific Company Limited (HKSE: 00142) (“First Pacific”) through its affiliate, Metro Pacific Holdings, Inc., 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”) seek to delist MPIC and make it a private company. The price of 5.20 pesos per share represents a premium of 37% over the one-year Volume Weighted Average Price (“VWAP”) of 3.80 pesos per share and a premium of 39% over the three-year VWAP of 3.75 pesos per share.

“We are pleased with the result from the MPIC shareholder meeting which allows the tender offer to begin, the ultimate objective of the vote today. Since announcing our offer price, we have received favorable feedback from the market, with institutional investors and stock brokerages stating that it is fair and acceptable. Therefore, we look forward to a successful completion of the delisting transaction.” said Christopher H. Young, Executive Director of First Pacific.

“We are hopeful that minority shareholders, both retail and institutional investors alike, will recognize this tendering process as an opportunity to realize their investment at a significant premium and take advantage of this final offer from the Bidders. Allowing MPIC to become private again will permit the company to focus on delivering long-term benefits to various stakeholders inherent in the infrastructure assets it holds and operates.” said Francisco H. Suarez, Jr., Chief Financial Officer of GT Capital.

As a conglomerate, MPIC has historically traded at a steep discount to the underlying value of its assets with a one-year VWAP to 26th April 2023 of 3.80 pesos per share reflecting recent market sentiment. To comply with the voluntary delisting rules, a PSE-accredited Independent Financial Advisor (“IFA”) was appointed by the Bidders and produced a report with a valuation range of

