

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 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

September 8, 2023

Date



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



Tender Offer for MPIC Delisting Extended by Eight Business Days to Give Remaining Holders More Time

Hong Kong, Manila, Tokyo, 8 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 as of 7 September 2023 from the Tender Offer agent, a total of 5,364,783,661 MPIC common shares have been tendered equivalent to 18.70% of MPIC’s total issued and outstanding listed shares. Together with the shareholding of the Bidders, qualifying shares of members of the MPIC board of directors and other non-public shares, this is equivalent to 96.87% of MPIC’s total issued and outstanding listed shares.

In light of these preliminary results, when the tendered shares are accepted and crossed, the Bidders expect MPIC’s public float to fall below 10% and will pave the way for MPIC’s voluntary delisting, subject to the approval and requirements of the PSE.

The Tender Offer period, which commenced at 9:00 am on 9 August 2023 and was set to close at 12:00 p.m. on 7 September 2023, shall be extended for another eight (8) business days reckoned from 7 September 2023. Accordingly, the Tender Offer will remain open from 7 September 2023 and will close at 12:00 p.m. on 19 September 2023. The Bidders decided to extend the Tender Offer period to provide MPIC shareholders, including a significant number of shareholders who missed the 7 September deadline, more time to fully appreciate the recent developments on the delisting of MPIC and make a decision to participate in the Tender Offer. The Crossing and Settlement dates are 26th September 2023 and 28th September 2023, respectively.

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 Hospitals Holdings Inc., 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.

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

MPIC Tender Offer Extended

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

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For further information, please contact:

John Ryan
Associate Director
Group Chief Investor Relations Officer

Tel: +852 2842 4355
Mobile: +852 6336 1411

Sara Cheung
Vice President
Group Corporate Communications

Tel: +852 2842 4336

At GT Capital:
Investor Relations, Strategic Planning, and Corporate Communication Department
Tel: +632 8836 4500

At Mitsui & Co., Ltd.:
Corporate Communications Division

Tel: +81-80-5912-0321

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