

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. Renee Lynn Miciano-Atienza

Contact Person

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Company Telephone Number

1 2	3 1
Month	Day
Fiscal Year	

SEC Form 17-C

Form Type

Second Wednesday of May

Regular Meeting

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

M S R D

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

To be Accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

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. **June 1, 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**

Province, country or other jurisdiction of
incorporation

6. (SEC Use Only)

Industry Classification Code:

7. **43/F GT Tower International, 6813 Ayala Avenue cor. H.V. Dela
Costa Street, Makati City**

Address of principal office

1227

Postal Code

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 informed that the consortium consisting of Metro Pacific Holdings, Inc., MIG Holdings Incorporated, GT Capital Holdings, Inc. and Mit-Pacific Infrastructure Holdings Corporation (the "Bidders") sent a notice to Metro Pacific Investments Corporation (the "Company") requesting to defer the vote on the approval of the delisting of the Company from the Philippine Stock Exchange ("PSE").

In the said notice, the Bidders noted that they commissioned the preparation of a Fairness Opinion and Valuation Report on the Company (the “**Report**”) for the Tender Offer. Furthermore, while the Tender Offer Rules provide that the Bidders are only required to provide the Report to the shareholders with the filing and distribution of the Tender Offer Report, which would take place after the passing of the shareholder vote on delisting, they intended to make the Report available in advance of the Company’s Annual Stockholders’ Meeting on June 6, 2023 (“**ASM**”) to give the shareholders information on the basis of the Tender Offer Price. Unfortunately, the Report has not been finalized and the Bidders will not be able to provide a copy of the same to the Company before the ASM.


In view thereof, the Bidders requested the Company to defer the shareholders’ vote to approve the voluntary delisting of the Company from the PSE. They will request for the holding of a Special Stockholders’ Meeting (“**SSM**”) at a later date after the Report is finalized. Deferring the shareholder approval will allow the Report to be made available prior to the SSM and thus provide shareholders an opportunity to study the same and better appreciate the basis for the Tender Offer Price and the proposed Voluntary Delisting. Once the Report is finalized, the Bidders will deliver to the Company a new notice of intent to undertake a Tender Offer which will supersede the notice of intent to undertake a Tender Offer dated April 26, 2023.

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

June 1, 2023
Date


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