

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON
JUNE 23, 2015 AT THE KACHINA ROOM, CENTURY PARK HOTEL, MANILA AT 10:00 A.M.**

PRESENT:	NO. OF SHARES	%
<u>STOCKHOLDERS</u>		
In Person	73,047	0.00
By Proxy	9,396,896,071	86.84
Total Attendance	9,396,950,213	86.64

DIRECTORS

HARRY C. TAN
LUCIO K. TAN, JR.
MICHAEL G. TAN
JOSEPH T. CHUA
JUANITA TAN LEE
PETER Y. ONG
ANTONINO L.
ALINDOGAN, JR.
WILFRIDO E. SANCHEZ

I. CALL TO ORDER

The President, Mr. Michael G. Tan, called the meeting to order and presided over the same.

II. PROOF OF PRESENCE OF QUORUM

Mr. Michael G. Tan asked the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, if the required notices of the meeting had been sent to the Stockholders. The Corporate Secretary certified that proper notices of the meeting had been sent to all Stockholders of record as early as May 27, 2015 or twenty-seven (27) calendar days prior to the date of the Annual Stockholders' Meeting, in full compliance with Rule 20 of the Securities Regulation Code. A certification to this effect was issued by Varied Services, Incorporated, the courier service provider that was utilized by the Company to send out notices.

The Corporate Secretary further certified that there were present, in person or by proxy, a total of 9,396,950,213 shares, equivalent to 86.84% of the Company's 10,821,388,889 total issued and outstanding shares and that a quorum existed for the valid transaction of business as may properly come before the body.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETINGS

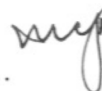
The next item in the agenda was the reading and the approval of the minutes of the previous Annual Stockholders' Meeting. The last annual meeting was held on June 9, 2014. The matters discussed in the previous meeting were summarized in the Information Statement that was earlier distributed to the Stockholders of the Company.

Upon motion duly made and seconded, the reading of the Minutes of the Annual Stockholders' Meeting held on June 9, 2014 was dispensed with and the Minutes of the said meeting, as appearing in the minutes book of the Company, was approved.

IV. MANAGEMENT REPORT

The President then opened the floor for questions on the Management Report that was included in the Information Statement that was distributed to the stockholders. There being no question at this point of the meeting, the President, Mr. Michael G. Tan, in behalf of the Chairman, delivered the short message of the latter to the stockholders. Thereafter, the President presented his report.

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Mr. Michael G. Tan reported that in 2014, the Philippines' GDP growth was at 6.1%, the second highest in Asia. Consumer spending remained robust, driven by OFW remittances and the IT-BPO sector which had over one million employees as of the end of the year. Be that as it may, 2014 remained a challenging year to the Company as illicit trade in the cigarette business continued, while stiff competition in the other consumer sectors the Company operated in, necessitated more selective marketing and advertising programs to boost sales.

As a result of this challenging business environment, the Company's net income declined to PhP4.41 Billion in 2014 from PhP8.67 Billion in 2013. Philippine National Bank's (PNB) income contribution to the Company amounted to PhP2.5 Billion or 57% of the total income. Asia Brewery, Inc. (ABI) accounted for PhP1.12 Billion or 25%, followed by Eton Properties Philippines, Inc. (EPPI) at PhP119 million or 3%. Tanduay Distillers, Inc. (TDI) added PhP101 Million or 2%, while the tobacco business provided 3% or PhP147 Million. The Company's stake in Victorias Milling Company (VMC) added PhP380 Million.

Mr. Michael G. Tan also reported that, despite the substantially lower net income, the Company declared a cash dividend of PhP0.15 per share, or a total of PhP1.6 Billion this year, compared to the PhP0.16 per share declared last year. The dividend declared is equivalent to 38% of the net income of 2014, substantially higher than the dividend policy of 20% pay-out rate.

He then proceeded to discuss each of the Company's businesses.

BEVERAGE

ABI reported a net income of PhP1.12 Billion in 2014, 8% more than 2013's PhP1.04 Billion. Notable however, 2013 included a PhP291 Million gain from the sale of a Makati property to EPPI. Excluding the extraordinary gain, 2013's income would have settled at PhP752 Million and 2014's income, on a core basis, would be 49% higher year-on-year.

ABI has the broadest portfolio of beverage products in the Philippines. It maintains leadership in the energy drink, water, alcopop and soymilk categories. Cobra continues to have over 70% market share, and accounted for close to 40% of ABI's revenues. The Absolute and Summit bottled water brands continue to lead the market with close to 30% market share. For the beer business, Colt 45 was re-launched in July 2014, and a Belgian-style witbier, Brew Kettle was introduced in October 2014.

PROPERTY DEVELOPMENT

In 2014, EPPI concentrated on the delivery and completion of existing developments, as well as the review of the master plans of its projects.

For its residential projects, EPPI completed 8 Adriatico, a 42-storey residential condominium in Manila. Construction work continued at 68 Rocas and The Manors in Quezon City, and West Wing Residences at Eton City, among others. As a result of the temporary deferment of sales activities to optimize values, revenues from the sale of residential units in 2014 was about half of what it was in 2013. EPPI plans to restart selling residential projects within the first half of 2015.

For its leasing portfolio, Eton completed the construction of Cyberpod Centris Three in Eton Centris, Quezon City. With the completion of the same, the gross leasable area of EPPI's portfolio grew by 71% to over 156,000 square meters in 2014 from around 91,000 square meters the previous year. This also boosted rental revenues to PhP740 Million in 2014, 48% more than the PhP499 Million in 2013.

EPPI plans to construct more BPO office buildings to increase its portfolio and the contribution of leasing income.

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TOBACCO

PMFTC's shipment volume reached 68.4 billion sticks in 2014, 0.1 billion sticks or 0.2% lower than 2013's 68.5 billion sticks. PMFTC estimated that market share has remained steady at slightly above 70% over the past five quarters, based on customer offtake. Since the implementation of higher excise taxes in 2013, PMFTC's market share declined from over 90% due to the availability of cheaper cigarettes that are priced at below cost when paying full taxes.

Mr. Michael G. Tan apprised the stockholders as well of the positive developments against the illicit trade of cigarettes in 2014. He reported that the government started implementing the Internal Revenue Stamps Integrated System or IRSIS. From December 1, 2014, all local manufactures were required to affix numbered stamps on each pack of cigarettes. Although BIR Revenue Regulation 9-2014 stated that effective March 1, 2015, all locally manufactured cigarettes in the market should have the said stamps, it may be by the middle of 2015 before full effects of the tax stamps can be perceived, both in terms of compliance and impact on the illicit trade.

As a consequence of the difficult environment, LTG's income from Fortune Tobacco Corporation or FTC amounted to PhP147 Million in 2014, from PhP3.9 Billion in 2013. FTC's income is mainly from the equity in net earnings from its 49.6% stake in PMFTC that settled at PhP515 Million, PhP3.2 Billion or 86% lower than 2013's PhP3.7 Billion.

In the first quarter of 2015, equity in net earnings from PMFTC reached PhP415 Million, around 80% of the full-year 2014 income. This was brought about by the recent increase in the selling price of the low and super-low segments.

BANKING

PNB reported a net income of PhP5.90 Billion in 2014, under the pooling method, 5% lower than 2013's PhP6.24 Billion. This is largely due to higher trading gains in 2013 which amounted to PhP7.16 Billion, compared to 2014's PhP2.72 Billion.

For full year 2014, net interest income reached PhP16.7 Billion, 17% higher than 2013. While Interest income from loans and receivables increased by 10%, the Bank was able to lower its interest costs with the redemption of the Bank's more expensive subordinated debt, coupled with the focus of increasing low cost deposits as a percentage of total funding. As a result, interest expense was 24% lower and this improved net interest margin to 3.2% from 2.8% a year ago.

The limited growth in the interest income was partly due to the Bank's preference of foregoing higher loans growth when interest rates are low. The Bank limited granting long-term fixed rated loans with the view that benchmark interest rates and credit spreads will increase in line with the normalization of rates in the United States, anticipated by the whole world.

In mid-February 2014, PNB had a Stock Rights Offering that raised a total of PhP11.6 Billion. PhP10 Billion of the proceeds were used to recapitalize PNB Savings Bank, which is the vehicle to grow the bank's consumer loans business.

Following the merger of PNB and Allied Bank in February 2013, the bank is still in the midst of an integration process, substantially, in its core banking platform. PNB and the former Allied Bank are still running on two distinct platforms, and it will still take a couple of years until the new core banking system will be fully operational. The integrated system will enable the Bank to increase operational efficiency thus bringing down operating expenses.

The Bank continues its programmed disposal of real properties from its acquired asset portfolio and booked PhP1.5 Billion in gains from the sale of ROPAs in 2014. The sale of ROPAs will continue in the next few years.

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DISTILLED SPIRITS

The year 2014 was both significant and challenging for TDI. It celebrated its 160th founding anniversary in 2014. Likewise, it was also able to arrest a two-year decline in volumes, stabilizing its market share in 2014. Mr. Michael G. Tan mentioned that TDI continues to have the highest share in the Visayas-Mindanao market.

To strengthen the brand's competitiveness, TDI launched an integrated marketing communications strategy to refresh and revitalize the Tanduay brand image. An advertising campaign for the flagship brand, Tanduay Five Years, centered on the theme "Tibay ng Loob, Tibay Tanduay."

Further, TDI came closer to realizing its vision of being a world class manufacturing company when its Cabuyao, Laguna and Murcia Negros Occidental plants received their ISO certifications from TUV SUD Asia Pacific.

TDI also reaped more awards in 2014, adding to its growing collection. Tanduay Superior Rum, Tanduay 1854, Tanduay Asian Rum Gold and Tanduay Asian Rum Silver each bagged a gold award from Monde Selection. TDI is the most awarded domestic liquor company, with 176 medals.

FIRST QUARTER 2015

In the first quarter of 2015, the Company's unaudited net income reached PhP1.6 Billion, relatively unchanged compared to the income for the same period in 2014.

PNB's income contribution to the Company amounted to PhP645 Million. The tobacco business contributed PhP409 Million, followed by Asia Brewery at PhP301 Million. TDI accounted for PhP75 Million, while EPPI added PhP51 Million pesos. Equity in net earnings from the 20.17% stake in VMC provided PhP93 Million.

After the President's report, and upon motion duly made and seconded, the Management Report, as reflected in the Annual Report of the Information Statement, together with the financial statements for the period ending December 31, 2014, were noted and approved.

V. RATIFICATION OF ALL ACTS, TRANSACTIONS AND RESOLUTIONS BY THE BOARD OF DIRECTORS AND MANAGEMENT IN 2013

The President then requested for the stockholders' confirmation and ratification of all acts, resolutions and investments of the Board of Directors and Management for the year 2014. A summary of the acts, resolutions and investments of the Board and Management for the year was contained in the Information Statement distributed to the stockholders. Upon motion duly made and seconded, the stockholders confirmed and ratified all such acts, proceedings, transactions and resolutions of the Board of Directors and Management for the year ending December 31, 2014.

VI. ELECTION OF DIRECTORS

Next in the agenda was the election of the directors for the year 2015-2016. The Corporate Secretary reported that, the Nomination and Compensation Committee has approved the nomination of thirteen (13) individuals as directors of the Company for the year 2015-2016:

Dr. Lucio C. Tan
Ms. Carmen K. Tan
Mr. Harry C. Tan
Mr. Lucio K. Tan, Jr.
Mr. Michael G. Tan
Mr. Joseph T. Chua

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Ms. Juanita Tan Lee
Mr. Washington Z. Sycip
Mr. Antonino L. Alindogan, Jr.
Atty. Wilfrido E. Sanchez
Ms. Florencia G. Tarriela
Mr. Peter Y. Ong
Mr. Robin C. Sy

Ms. Florencia G. Tarriela, Mr. Antonino L. Alindogan, Jr., Atty. Wilfrido E. Sanchez, and Mr. Robin Sy were nominated as independent directors.

Thereafter, upon motion duly made and seconded, taking into consideration the voting instructions received through proxies submitted to the Office of the Corporate Secretary and the votes cast in person during the meeting, the Corporate Secretary declared the 13 nominees with the highest number of votes as follows:

Dr. Lucio C. Tan
Ms. Carmen K. Tan
Mr. Harry C. Tan
Mr. Lucio K. Tan, Jr.
Mr. Michael G. Tan
Mr. Joseph T. Chua
Ms. Juanita Tan Lee
Mr. Washington Z. Sycip
Mr. Antonino L. Alindogan, Jr.
Atty. Wilfrido E. Sanchez
Ms. Florencia G. Tarriela
Mr. Peter Y. Ong
Mr. Robin C. Sy

Before adjourning the meeting, Mr. Michael G. Tan then asked the body for any question, clarification or comments that they may wish to ask. A stockholder, Mr. Greg Calixto, had a question regarding the place of the stockholders' meeting of VMC. The President replied that VMC holds its Annual Stockholders' Meeting at its principal place of business per its By-laws. The exact venue of the meeting is set by VMC's Board of Directors.

After Mr. Calixto's question, there were no other question from the floor.

VII. ADJOURNMENT

There being no other business to discuss, upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED CORRECT:


MA. CECILIA L. PESAYCO
Corporate Secretary

ATTESTED BY:

MICHAEL G. TAN
Chairman for the
Stockholders' Meeting