

COVER SHEET

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S.E.C. Registration Number

[illegible]

(COMPANY'S NAME)

[illegible]

(COMPANY'S ADDRESS)

MA. CECILIA L. PESAYCO

Contact Persons

808-1266

Company Telephone Number

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3	1
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Month Day
Fiscal Year

**AMENDED DEFINITIVE INFORMATION
STATEMENT**

SEC FORM

FIRST WEDNESDAY OF MAY

Annual Meeting

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

Domestic

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Foreign

[illegible]

File Number

[illegible]

Document I.D.

STAMPS

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Cashier

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS**

**Information Statement Pursuant to Section 20
of the Securities Regulation Code**



1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter: **LT GROUP, INC.**
3. Province, country, or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **PW-343**
5. BIR Tax Identification Number : **000 - 145 - 650**
6. Address of principal office : **Unit 3, 11th Floor, Bench Tower,
30th Street corner Rizal Drive,
Crescent Park West 5, Bonifacio
Global City, Taguig City, 1634**
7. Registrant's telephone number, Including area code : **(632) 808-1266**
8. Date of meeting : **7 May 2019**
Time of meeting : **10:00 am**
Place of meeting : **Kachina Room
Century Park Hotel, Manila**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **02 April 2019**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate Registrant):

Title of Each Class

Number of Shares of Common Stock
Outstanding or Amount of Debt Outstanding

Common Stock

10,821,388,889

11. Are any or all Registrant's securities listed in a Stock Exchange?
Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange/ Common Stock

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of stockholders

Date of meeting : 7 May 2019

Time of meeting : 10:00 am

Place of meeting : Kachina Room, Century Park Hotel,
Manila

Approximate date of mailing
of this Statement : 02 April 2019

Registrant's Mailing Address : Unit 3, 11th Floor Bench
Tower, 30th Street corner Rizal
Drive, Crescent Park West 5,
Bonifacio Global City, Taguig
City

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU
ARE REQUESTED NOT TO SEND US A PROXY**

Item 2. Dissenter's Right of Appraisal

Title X, Section 80 of the Revised Corporation Code of the Philippines grants in favor of the stockholder the right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (2) in case of the sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets; or (3) in case of merger or consolidation. Under Title IV, Section 41 of the Revised Corporation Code, a stockholder is likewise given an appraisal right in case the Corporation decides to invest its funds in another corporation or business.

The matters to be presented at the Annual Stockholders' Meeting subject of this Notice do not give rise to any appraisal right in favor of the stockholders.

Item 3. Interest of Certain Persons in Matters to be Acted Upon

- (a) No Director or Officer of the Corporation since the beginning of the last fiscal year, nor any nominee for election as Director, nor any of their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Meeting, other than election to office.
- (b) The Corporation has not received any information from any Director

that he/she intends to oppose any matter to be acted upon in this year's Annual Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) *Total Number of Shares Issued and Outstanding as of 15 March 2019*

As of 15 March 2019, the number of shares outstanding and shares entitled to vote in the Annual Stockholders' Meeting is 10,821,388,889, of which **2,151,728,787** common shares or 19.88% are held by foreign nationals. As of 15 March 2019, there are 370 stockholders.

(b) *Record Date*

All stockholders of record as of 21 March 2019 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.

(c) *Number of Votes Per Share*

Each share is entitled to one (1) vote.

With respect to the election of Directors, stockholders of record are entitled to as many number of votes as is equal to the number of shares he owns multiplied by eleven (11), the number of Directors to be elected. A stockholder may (i) cast all votes in favor of one (1) nominee, or (ii) cast votes for as many Directors to be elected, or (iii) distribute the votes among as many nominees he shall see fit.

(d) *Security Ownership of Certain Record and Beneficial Stockholders Holding More Than 5% of Voting Securities as of 15 March 2019*

Title of Class	Name and Address of Record Owner and relationship with Issuer	Name of Beneficial Owner and relationship with Record Owner	Citizenship	No. of Shares	Percent of Class
Common	Tangent Holdings Corporation Unit 3, 11/F, Bench Tower, 30 th Street corner Rizal Drive, Crescent Park West, Bonifacio Global City, Taguig City <i>Controlling Stockholder</i>	Lucio C. Tan <i>Majority Stockholder</i>	Filipino	8,046,318,193	74.36%

The right to vote or to direct the voting or disposition of the Corporation's shares held by Tangent Holdings Corporation is lodged in the latter's Board of Directors, the members of which are Mr. Lucio C. Tan, Ms. Carmen K. Tan, and Messrs. Harry C. Tan, Lucio K. Tan, Jr., and Michael G. Tan. The proxy to vote the shares of Tangent Holdings Corporation is expected to be given to Ms. Juanita Tan Lee.

(e) *Security Ownership of Management as of 15 March 2019*

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Beneficial Ownership
Common	Lucio C. Tan	2,200 R (direct)	Filipino	Nil
Common	Harry C. Tan	3,300 R (direct)	Filipino	Nil
Common	Carmen K. Tan	2,200 R (direct)	Filipino	Nil
Common	Lucio K. Tan Jr.	1,100 R (direct)	Filipino	Nil
Common	Michael G. Tan	1,100 R (direct)	Filipino	Nil
Common	Juanita T. Tan Lee	1,100 R (direct)	Filipino	Nil
Common	Wilfrido E. Sanchez	1,000 R (direct)	Filipino	Nil
Common	Florencia G. Tarriela	1,000 R (direct)	Filipino	Nil
Common	Johnip Cua	1,000 R (direct)	Filipino	Nil
Common	Peter Y. Ong	1,100 R (direct)	Filipino	Nil
Common	Robin C. Sy	1,000 R (direct)	Filipino	Nil
Common	Ma. Cecilia L. Pesayco	2,200 R (direct)	Filipino	Nil
N/A	Jose Gabriel D. Olives	None N/A	Filipino	N/A
N/A	Nestor C. Mendones	None N/A	Filipino	N/A
N/A	Marivic T. Moya	None N/A	Filipino	N/A
N/A	Dioscoro Teodorico Lim	None N/A	Filipino	N/A
Total		18,300		

(f) *Voting Trust Holders of 5% or more*

There are no voting trust holders of 5% or more of the common shares.

(g) *Change in Control*

There are no arrangements that may result to a change in control of the Corporation.

Item 5. Directors and Executive Officers

(a) *Directors*

The Corporation maintains a board of eleven(11) directors.

Hereunder are the Corporation's incumbent directors and executive officers, their names, ages, citizenship, positions held, term of office as director/officer, period served as director/officer, business experience for the past five (5) years, and other directorships held in other companies:

Name	Age	Citizenship	Business Experience/Other Directorship within the Last five (5) years	Position/Term of Office/Period Served
Lucio C. Tan	84	Filipino	Chairman of Philippine Airlines, Inc., Asia Brewery Inc., Eton Properties Philippines, Inc., MacroAsia Corp. , Fortune Tobacco Corp., PMFTC Inc., Grandspan Development Corp., Himmel Industries Inc., Lucky Travel Corp., PAL Holdings, Inc. , Air Philippines Corporation, Tanduay Distillers, Inc., The Charter House, Inc., AlliedBankers Insurance Corp., Absolut Distillers, Inc., Progressive Farms, Inc., Foremost Farms, Inc. Maranaw Hotels & Resort Corporation, Eton City, Inc., Belton Communities, Inc. FirstHomes, Inc., Allianz PNB Life Insurance, Inc., and Basic Holdings Corp.; Director of Philippine National Bank	Chairman/ 1Year/ 2 July 1999 to present
Carmen K. Tan	77	Filipino	Director of Asia Brewery, Inc., The Charter House, Inc., Dominion Realty and Construction Corporation, Eton City, Inc., Foremost Farms, Inc., Philippine Airlines, Inc., PAL Holdings, Inc. , Air Philippines Corporation, Fortune Tobacco Corp., Himmel Industries, Inc., Lucky Travel Corp., Progressive Farms, Inc., Tanduay Distillers, Inc., MacroAsia Corp. , Philippine National Bank , and PMFTC Inc.	Director/ 1 Year/ 05 May 2010 to present
Harry C. Tan	72	Filipino	Director of Eton Properties Philippines, Inc., Belton Communities, Inc., FirstHomes, Inc.,	Director/ 1 Year/ 28 May 2008 to present

			PAN Asia Securities, Inc., Lucky Travel Corp., The Charter House, Inc., Fortune Tobacco Corp., Century Park Hotel, Landcom Realty Corp., Asia Brewery Inc., AlliedBankers Insurance Corp., Absolut Distillers, Inc., Basic Holdings Corp., Foremost Farms, Inc., Himmel Industries Inc., PMFTC Inc., Progressive Farms, Inc., Grandspan Development Corp. and Tanduay Distillers, Inc. Director/President of Maranaw Hotels & Resort Corporation; Board Advisor of Philippine National Bank	
Michael G. Tan	53	Filipino	Director/Chief Operating Officer of Asia Brewery, Inc., Director of Allied Bankers Insurance Corp., Maranaw Hotels & Resort Corp., Eton Properties Philippines, Inc., PMFTC Inc., Lucky Travel Corp., Philippine National Bank , Philippine Airlines, Inc., Macro Asia Corp. and Victorias Milling Company, Inc. , Tanduay Distillers, Inc.; and Director/Treasurer of PAL Holdings, Inc. and Air Philippines Corporation.	President/ 1 Year/ 05 May 2010 to present (Director since 21 February 2003)
Lucio K. Tan, Jr.	52	Filipino	Director/President of Tanduay Distillers, Inc., Eton City, Inc., Belton Communities, Inc. and FirstHomes, Inc. and Eton Properties Philippines, Inc.; Director/EVP of Fortune Tobacco Corp.; Director of AlliedBankers Insurance Corp., Philippine Airlines, Inc., Philippine National Bank , PAL Holdings, Inc. , MacroAsia Corp. , PMFTC Inc., Lucky Travel Corp., Air Philippines Corp., Absolut Distillers, Inc., Asia Brewery, Inc., Foremost Farms, Inc., Himmel Industries, Inc., Progressive Farms, Inc., The Charter House, Inc., Grandspan Development Corporation and Shareholdings, Inc., Maranaw Hotels & Resort Corp., Victorias Milling Company, Inc., and Shareholdings, Inc.	Director / 1 Year/ 21 February 2003 to present

Juanita T. Tan Lee	76	Filipino	Director of Eton Properties Philippines, Inc., Maranaw Hotels & Resort Corp., Asia Brewery, Inc., and Tanduay Distillers, Inc.; Director/Corporate Secretary of Fortune Tobacco Corp.; Corporate Secretary of Absolut Distillers, Inc., The Charter House, Inc., Foremost Farms, Inc., Grandspan Development Corp., Himmel Industries, Inc., Landcom Realty Corp., Lucky Travel Corp., PMFTC Inc., Progressive Farms, Inc., and Assistant Corporate Secretary of Basic Holdings Corp.	Director/ 1 Year/ 02 May 2012 to present Assistant Corporate Secretary/ 1 Year/ 13 September 2000 to 17 September 2012 Treasurer/ 1 year/ 08 April 2014 to present
Peter Y. Ong	71	Filipino	Director and Treasurer of Merit Holdings & Equities Corporation, Director of Fortune Tobacco Corporation, Allied Bankers Insurance Corporation, Allied Leasing and Finance Corporation and Solar Holdings Corporation. He is also a consultant of Air Philippines Corporation, Former President of Air Philippines Corporation, Former Senior Vice President for Production of Fortune Tobacco Corporation and Former Director of Allied Savings Bank.	Director / 1 Year/ 18 August 2014 to present
Johnip G. Cua	62	Filipino	Former President of Procter & Gamble Philippines Inc., current Chairman of the Board of the P&Gers Fund Inc. and Xavier School Inc., Chairman & President of Taibrews Corporation, Independent Director of ALI-Eton Property Development Corporation, BDO Private Bank, Philippine Airlines, Inc., PAL Holdings, Inc., PhilPlans First Inc., STI Education Systems Holdings Inc., MacroAsia Corp., MacroAsia Catering Services Inc., MacroAsia Airport Services Corp., Asia Brewery, Inc. and Tanduay Distillers, Inc., and Century Pacific Food, Inc.; Member of the Board of Directors of Interbake Marketing Corp., Teambake Marketing Corp., Bakerson Corp., Lartizan Corp., Alpha Alleanza Manufacturing Inc., and Allied Botanical Corp.; and a member of the	Independent Director / 1 year / 8 May 2018 to present

			Board of Trustees of Xavier School Educational & Trust Fund.	
Wilfrido E. Sanchez	81	Filipino	Tax Counsel of Quiason Makalintal Barot Torres Ibarra & Sison Law Offices; Director of Adventure International Tours, Inc., Amon Trading Corp., Antonelli Realty Holdings, Inc., Center for Leadership & Change, Inc., EEI Corporation, EMCOR, Inc., Eton Properties Philippines, Inc., J-DEL Investments and Management Corporation, Joint Research and Development Corporation, JVR Foundation, Inc., Kawasaki Motor Corp., K-Servico, Inc., Magellan Capital Holdings, Corp., NYK-TDG Friendship Foundation, Inc., Transnational Diversified Corp., Transnational Financial Services, Inc., Transnational Plans, Inc., and Universal Robina Corp.; Independent Director of Asia Brewery Inc., Tanduay Distillers, Inc., and House of Investments ; and Trustee of Asian Institute of Management (AIM)	Independent Director/ 1 year/ 31 July 2012 to present
Florencia G. Tarriela	71	Filipino	Chairman of the Board and Independent Director of Philippine National Bank , PNB Capital and Investment Corporation, PNB-IBJL Leasing and Finance Corporation, PNB-IBJL Equipment and Rentals Corporation; Independent Director of PNB International Investments Corporation; Sustaining Life Member of Bankers Institute of the Philippines; Director/ Life Member of Financial Executive Institute of the Philippines (FINEX); Trustee of TSPI MBA, TSPI Development Corporation, and Foundation for Filipino Entrepreneurship, Inc. (FFEI); Director/ Vice President/Asst. Treasurer of Gozon Development Corporation; and Director/Vice President of Tarriela Management Co., Inc.; and Director of Bankers Association of the Philippines	Independent Director/ 1 year/ 09 August 2012 to present

Robin C. Sy	83	Filipino	President of Asian Shipping Corporation, Independent Non-executive Director of Dynamic Holdings Limited, Honorary President of Federation of Filipino-Chinese Chamber of Commerce and Industry, Inc., Former Director of Air Philippines Corporation and Zuma Holdings and Management Corporation.	Independent Director / 1 Year/ 18 August 2014 to present
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(*Note: Unless otherwise indicated or qualified, the term “Director” refers to a regular director of the Corporation. Corporations written in bold font style are Listed Companies)

Directors serve for a term of one (1) year and until the election and qualification of his successor.

The following are the Members of the Nomination and Compensation Committee for the year 2018 - 2019:

Mr. Lucio C. Tan (Chairman)
Mr. Harry C. Tan
Mr. Lucio K. Tan, Jr.
Mr. Michael G. Tan
Ms. Juanita Tan Lee
Mr. Wilfrido E. Sanchez

In its meeting held 12 February 2019, the Nomination and Compensation Committee approved the following nominees to the Board of Directors for election at the forthcoming Annual Stockholders’ Meeting and said nominees have accepted their nomination:

1. Lucio C. Tan
2. Carmen K. Tan
3. Harry C. Tan
4. Michael G. Tan
5. Lucio K. Tan, Jr.
6. Juanita Tan Lee
7. Peter Y. Ong
8. Johnip Cua
9. Wilfrido E. Sanchez
10. Florencia G. Tarriela
11. Robin C. Sy

However, due to unforeseen circumstances, Messrs. Peter Y. Ong and Robin C. Sy had to withdraw their nominations. Hence, the Nomination and Compensation Committee held a meeting on 15 April 2019 and approved the following nominees as their replacements:

Ms. Vivienne K. Tan (nominee replacing Mr. Peter Y. Ong)

Ms. Mary G. Ng (nominee replacing Mr. Robin C. Sy)

With the exception of Ms. Vivienne K. Tan and Ms. Mary G. Ng, the foregoing nominees to the Board of Directors are also current directors of the Corporation. The business experience / directorship of said nominees for the last five years are listed in pages 5 to 9 hereof. With respect to Ms. Tan and Ms. Ng, their business experience / directorship for the last five years are as follows:

Name	Age	Citizenship	Current Affiliations and Business Experience in the last 5 years
Vivienne K. Tan	51	Filipino	Director of Philippine National Bank; Member of the Board of Trustees of University of the East and University of the East Ramon Magsaysay Memorial Medical Center; Executive Vice President of Philippine Airlines; Founding Chairperson of Entrepreneurs School of Asia; Founding Trustee of Philippines Center for Entrepreneurship (Go Negosyo), Phils.
Mary G. Ng	xx	Filipino	Chief Executive Officer of H&E Group of Companies; Honorary President of Packaging Institute of the Philippines, Philippine Plastic Industrial Association of the Philippines, and Volunteer Fire Chiefs and Firefighters Assoc. of the Phils.; Chairman of Asean Federation of Plastic Industries (AFPI) (APF); Executive Vice President of Federation of Filipino-Chinese Chamber of Commerce and Industries; Tripartite Board member of the Department of Labor and Employment; Board member of Tesda – Technical Educational and Skills Development Authority; Vice President of Philippine Piak O Eng Chamber of Commerce and Philippine Piak O Eng Uy's Association; and Director of Philippine Dongshi Townmate Association, Inc.

Nominated as Independent Directors are Mesdames Florencia G. Tarriela and Mary G. Ng, and Messrs. Wilfrido E. Sanchez and Johnip Cua. All nominees for Independent Directors have been duly evaluated by the Nomination and Compensation Committee. As confirmed by the Corporation's Nomination and Compensation Committee, the nominees for Independent Directors are qualified under Rule 38 of the Securities Regulation Code and suffer no disqualification under the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, Series of 2016) and the Corporation's Revised Corporate Governance Manual. The Independent Directors were nominated by Mr. Lucio C. Tan and Mrs. Juanita T. Tan Lee, both stockholders of the Corporation. Neither Mr. Lucio C. Tan nor Mrs. Juanita Tan Lee are related to any of the nominated Independent Directors.

The nominees for Independent Directors have been advised of SEC Memorandum Circular No. 5, Series of 2017 regarding the requirement of a

Certificate of Qualification of Independent Directors. The Independent Directors were likewise informed of SEC Memorandum Circular No. 15, Series of 2017 on the term limits for Independent Directors. None of the Independent Directors have served beyond the maximum cumulative term of nine (9) years.

(b) *Executive Officers*

Name/Position	Age	Citizenship	Current Affiliations and Business Experiences in the last 5 years	Term of Office/ Period Served
Lucio C. Tan/ Chairman and Chief Executive Officer	84	Filipino	See above	1 Year/ 2 July 1999 to present
Michael G. Tan/ President and Chief Operating Officer	53	Filipino	See above	1 Year/ 05 May 2010 to present
Juanita T. Tan Lee/ Treasurer	76	Filipino	See above	1 Year/ 08 April 2014 to present
Ma. Cecilia L. Pesayco/ Corporate Secretary	66	Filipino	Corporate Secretary of PNB Savings Bank and East Silverlane Realty and Development Corp., Trustmark Holdings Corporation, Zuma Holdings and Management Corporation, PAL Holdings, Inc. and Air Philippines Corp., Tanduay Distillers, Inc., and Asia Brewery, Inc.; Former Corporate Secretary of Allied Banking Corp. and Eton Properties Philippines, Inc.	1 Year/ 31 March 1998 to present
Jose Gabriel D. Olives/ Chief Financial Officer	72	Filipino	Former Senior Vice President – Finance & Chief Financial Officer of Philippine Airlines, Inc., and Former Chief Finance Officer of Asia Brewery, Inc.	1 Year/ 09 August 2012 to present
Nestor C. Mendones/ Deputy Chief Financial Officer	64	Filipino	Senior Vice President-Finance and Chief Finance Officer of Tanduay Distillers, Inc.	1 Year/ 09 August 2012 to present
Marivic T. Moya/	57	Filipino	Corporate Secretary of	1 Year/ 09 June 2014 to

Assistant Corporate Secretary			Philippine Airlines, Inc., MacroAsia Catering Services Inc., MacroAsia Airport Services Corp., and Watergy Business Solutions Inc., Director and Corporate Secretary of MacroAsia Properties Development Corp., MacroAsia Air Taxi Services, Inc., and MacroAsia Mining Corp.(2000-Present), Mabuhay Miles, Inc. and Cavite Business Resources, Inc.	present
Erwin C. Go/ Chief Legal Officer	46	Filipino	PNB Life Insurance (April 2015 – March 2016), Maranaw Hotel and Resorts Corporation (2012 – Present), Senior Vice President of Philippine National Bank.	1 Year/ April 2011 to present
Dioscoro Teodorico Lim/ Chief Audit Executive	64	Filipino	Senior Vice President of Philippine National Bank - Internal Audit Group (2013 to present), First Vice President of ABC - Internal Audit Group (2008 to 2013), Member of the Board of Directors of Rosehill Memorial Management (Phils.) Inc. (2011 to 2013)	1 Year/ 11 July 2017 to present

(Note: Corporations written in bold font style are Listed Companies)

(c) *Significant Employees*

The Board of Directors values the contribution of each of its employees of the Corporation. That said, the Corporation is not highly dependent on the services of any key personnel.

(d) *Relationships and Related Transactions*

The Corporation, in its regular conduct of business, has entered into transactions with associates and other related parties, which are mostly for the purchase and sale of inventories, advances, management, lease and administrative service agreements. The sale and purchase of goods and services to and from related parties were made on an arm's length basis and at current market prices at the time of the transactions.

There are no other transactions undertaken or to be undertaken by the Corporation in which any director or executive officer, any nominee for election as director, any beneficial owner of more than 5% of the Corporation's outstanding shares, whether direct or indirect, or any

member of his immediately family, was involved or had a direct or indirect material interest.

The Corporation's employees are required to promptly disclose any business and family-related transactions with the Corporation to ensure that potential conflicts of interest are identified and brought to the attention of management.

The related party transactions of the Corporation are discussed in the Notes to the Consolidated Financial Statements.

(e) *Family Relationship*

The Chairman of the Board, Dr. Lucio C. Tan, is the brother of Mr. Harry C. Tan, the father of Mr. Lucio K. Tan, Jr. and Mr. Michael G. Tan.

Mrs. Carmen K. Tan is the wife of Mr. Lucio C. Tan, and the mother of Mr. Lucio K. Tan, Jr.

(f) *Involvement in Certain Legal Proceedings*

None of the Directors and Executive Officers of the Corporation is involved in any of the following, in the past five (5) years:

- (i) a bankruptcy petition by or against any business of which such person was a general partner or Executive Officer either at the time of the bankruptcy or within two (2) years prior to that time;
- (ii) a conviction by final judgment in a criminal proceeding, domestic or foreign, or is being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (iii) an order, judgment, or decree, not subsequently reversed, suspended or vacated, by any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; nor
- (iv) a conviction by a domestic or foreign court of competent jurisdiction in a civil action, the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Item 6. Compensation of Directors and Executive Officers

(a) *Summary Compensation Table*

**Summary Compensation Table
Annual Compensation (*In Pesos*)**

	Year	Salary	Bonus	Others*
Four (4) most highly compensated Executive Officers:	2019 (Projected)	8,184,000	682,000	2,997,500
Mr. Lucio C. Tan <i>Chairman & CEO</i>	2018	7,440,000	620,000	2,725,000
Mr. Michael G. Tan <i>President</i>				
Ms. Juanita Tan Lee <i>Treasurer</i>	2017	7,340,000	330,000	2,875,000
Atty. Ma. Cecilia Pesayco <i>Corporate Secretary</i>				
All other Officers and Directors as a group unnamed	2019 (Projected)	2,640,000	220,000	7,051,000
	2018	2,400,000	200,000	6,410,000
	2017	2,400,000	200,000	7,225,000

**Others – includes per diem as Director*

i. Standard Arrangements

A Director of the Corporation receives an allowance of P30,000.00 a month and a per diem of P25,000.00 for every Board Meeting, and P15,000.00 for every Committee Meeting, attended.

Other than the stated allowance and the per diem of the Directors, there are no other arrangements concerning compensation for services rendered by Directors or Executive Officers to the Corporation.

ii. Other Arrangements

There are no other arrangements regarding compensation between the Corporation and any of the Directors.

(b) *Employment Contracts and Termination of Employment and Change-in-Control Arrangement*

There are no employment contracts between the Corporation and any of the incumbent Directors and Executive Officers.

(c) *Warrants and Options Outstanding*

No warrants or options on the Corporation's shares of stock have been issued or given to the Directors or Executive Officers as a form of compensation for services rendered.

Item 7. Independent Public Accountants

The External Auditor of the Corporation is the accounting firm of SyCip Gorres Velayo & Co. (SGV & Co.). The audit partner in charge, Mr. Martin C. Guantes, was appointed by the Board of Directors in 2016. In accordance with SRC Rule 68 (Rotation of External Auditors), there is no need to change the audit partner for the Corporation at this time.

Representatives from SGV & Co. are expected to be present at the Meeting, where they will have the opportunity to make a statement if they so desire. They will also be available to respond to appropriate questions raised by stockholders.

There were no changes in, or disagreement with, the Corporation's accountants on any accounting and financial disclosure during the two (2) most recent fiscal years or any subsequent interim period.

Information on Independent Accountant and other Related Matters

External Audit Fees and Services

a.) Audit and Audit-Related Fees

1. *Fees related to the audit of the Corporation's annual financial statements or services that are normally provided by the External Auditor in connection with statutory and regulatory filings or engagements for 2017 and 2018:*

	Year 2017	Year 2018
LT Group, Inc.	₱1,500,000	₱1,500,000
Distilled Spirits	3,225,000	3,255,000

Beverage	5,945,000	5,945,000
Tobacco	600,000	600,000
Banking	17,450,000	19,773,000
Property Development	2,400,000	2,300,000
TOTAL	31,120,000	33,373,000

2. *Other assurance and related services by the External Auditor that are reasonably related to the performance of the audit or review of the registrants' financial statements: None*

b.) Tax Fees – None

c.) All Other Fees

Yr. 2018

The Corporation and its subsidiaries paid SGV & Co. a total of ₱ 6,190,000.00 in 2018 for its quarterly review of financial statements, and a total of ₱1,760,000.00 for PFRS seminars.

d) The Audit Committee's approval policies and procedures for the above services

Financial Statements of the Corporation duly approved by the Audit and Risk Management Committee are submitted to the Board of Directors for final approval prior to its release.

The members of the Audit and Risk Management Committee of the Corporation for the year 2018 – 2019 are:

Mr. Johnip G. Cua (Chairman)
Mr. Lucio K. Tan, Jr.
Mr. Wilfrido E. Sanchez
Ms. Juanita Tan Lee
Ms. Florencia G. Tarriela

Item 8. Compensation Plans

No action is to be taken at this year's Annual Stockholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting that involves the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting which involves the modification of any class of the Corporation's securities or the issuance of one class of the Corporation's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Corporation has incorporated by reference the Audited Financial Statements, Management's Discussion and Analysis, and other data related to the Corporation's financial information for the period ending 31 December 2018 in its latest Management Report prepared in accordance with Rule 68 of the Securities Regulation Code.

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matters

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to (i) the merger or consolidation of the Corporation with any other person, (ii) acquisition by the Corporation or any of its stockholders of securities of another person, (iii) acquisition by the Corporation of any other going business or of the assets thereof, (iv) the sale or transfer of all or any substantial part of the assets of the Corporation, nor (v) liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition of Property

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to acquisition or disposition of property of the Corporation.

Item 14. Restatement of Account

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting, which involves the restatement of any of the Corporations' assets, capital, or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

1. *Approval of the Minutes of the
Stockholders' Meeting on 8 May 2018*

The minutes of the last Annual Stockholders' Meeting held on 8 May 2018 will be submitted for approval of the stockholders. A copy of the minutes of the meeting was made available in the Corporation's website as early as May 2018. For the convenience of the stockholders, copies thereof will likewise be made available for inspection or review at the Annual Stockholders' Meeting on 7 May 2019.

The following were the significant matters discussed at the 8 May 2018 Stockholders' Meeting:

- (i) The minutes of the previous meeting held on 20 June 2017 were approved;
- (ii) The Management Report for the year 2017 was approved;
- (iii) The Amended Articles of Incorporation was further amended to reduce the number of directors from 13 to 11;
- (iv) All the acts, transactions, and resolutions by the Board of Directors and Management for the year 2016 were confirmed and ratified;
- (v) Eleven (11) Directors was elected to serve for the term 2018-2019; and
- (vi) The auditing firm of Sycip Gorres Velayo & Co. was appointed external auditor for 2018-2019.

2. *Approval of the Management Report and Financial Statements*

Management will report on the significant business transactions undertaken and the financial targets and achievements for the fiscal year of 2018. The Management Report and the Audited Financial Statements for the period ending December 31, 2018 of the Corporation are reflected in the accompanying Annual Report made available to Stockholders.

Item 16. Matters Not Required to be Submitted

Ratification of All Acts of Management in 2018

For transparency and in the exercise of good corporate practice, the acts of Management during the fiscal year 2018 are presented for ratification of the stockholders. A summary of the acts of Management for the year 2018 is set forth in Annex A.

Item 17. Other Proposed Action

1. Election of Directors

Eleven (11) Directors will be elected for the year 2019 – 2020.

2. Election of External Auditor

The External Auditor will be appointed for the year 2019 – 2020.

Other than the matters indicated in the Notice and the Agenda included in this Information Statement, there are no other actions proposed to be taken at this year's Annual Stockholders' Meeting.

Item 18. Voting Procedures

- (a) Every stockholder shall have the right to vote, either in person or by proxy, the number of shares registered in his name on record as of the close of business hours on 21 March 2019. Only written proxies, signed by the stockholders and duly presented to the Corporate Secretary on or before 30 April 2019 for inspection and recording, shall be honored for purposes of voting. Validation of proxies shall be held on 2 May 2019 at the Office of the Corporate Secretary at the 2nd Floor Allied Bank Center, 6754 Ayala Avenue, Makati City, Philippines.
- (b) The affirmative vote of at least a majority of the stockholders present in person or by proxy at the Meeting shall be sufficient to carry the vote for any of the matters submitted to a vote at the Annual Stockholders' Meeting, except for the election of Directors.
- (c) For purposes of electing Directors, the system of cumulative voting shall be followed. Each stockholder has a number of votes equal to the number of shares he owns multiplied by the number of Directors to be elected, eleven (11). The stockholder has the option to (i) cast all votes in favor of one (1) nominee or (ii) cast votes for as many Directors to be elected or (iii) distribute the votes among as many nominees he shall see fit. The total number of votes cast by the stockholder shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected.
- (d) Voting shall be done by yeas and nays. If necessary, the Corporate Secretary or her duly authorized representative, to be assisted by the Corporation's independent accountant or by the representative of Sycip Gorres Velayo & Co., shall conduct the counting of votes.

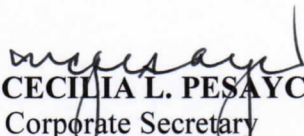
The Corporation undertakes to provide without charge to each stockholder, upon written request by the stockholder, a copy of the Corporation's Annual Report prepared pursuant to SEC Form 17-A. Please direct all such requests to the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, 2/F Allied Bank Center, 6754 Ayala Avenue, Makati City, Philippines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 25 April 2019.

LT GROUP, INC.

By:


MA. CECILIA L. PESAYCO
Corporate Secretary

ANNEX A

ACTS OF MANAGEMENT IN 2018

Date/Type	Matters Approved
January 16, 2018	Appointment of Mr. Michael G. Tan and/or Mr. Lucio K. Tan, Jr. as Proxies and Attorneys-In-Fact of the Company for the purpose of attending Annual Stockholders' Meeting of Victorias Milling Company, Inc.
February 13, 2018	Appointment of Ms. Helen Fernandez as member of the Company's Retirement Board.
	Notation and approval of the Internal Budget for 2018 as well as the training program of Auditors, including its budget as presented by the Company's Chief Audit Executive, Mr. Dioscoro T. Lim.
	Authorization to renew its registration and license of Optical Media Business and apply for a permit to replicate and distribute optical media in the form of a compact disc (CD) with the Optical Media Board in connection with the distribution of its 2018 Definitive Information Statement (SEC Form 20-IS) to its stockholders for the Annual Stockholders' Meeting on May 8, 2018.
	Acceptance of Mr. Joseph T. Chua's resignation as Director.
	Approval of the reduction of the number of Directors from thirteen (13) to eleven (11).
March 13, 2018	Approval, declaration and authorization of the distribution of cash dividends of P0.15 per share and special cash dividend of P0.05 per share to all stockholders of record as of March 28, 2018, which shall be paid out not later than April 11, 2018.
April 10, 2018	Appointment of Mr. Michael G. Tan and Mr. Lucio K. Tan, Jr. as Proxies and Attorneys-In-Fact of the Company for the purpose of attending Annual Stockholders' Meeting of Asia Brewery Inc. and Tanduay Distillers, Inc.;

May 8, 2018	Notation and approval of the Company's Unaudited Consolidated Financial Statements for first quarter ending in March 31, 2018 as reported by the Company's Audit and Risk Management Committee.
June 13, 2018	Approval of the Company's initial investment of USD5,000,000.00 to create, establish and organize the digital transformation program for LT Companies;
	Appointment of Mr. Lucio K. Tan, Jr., Mr. Michael G. Tan and Mr. Johnip G. Cua as authorized representatives of the Company for the purpose of opening an account with Philippine National Bank, Singapore Branch.
	Approval of the Board for the Company to enter into a joint venture project (development of RJ Property) with Philippine National Bank with a projected total cost of P6.902Billion, as cash requirement for development.
July 10, 2018	Approval of the authority of Mr. Jose Gabriel D. Olives to sign administrative contracts such as leases, construction, utilities, equipment and applications for licenses for and on behalf of Mabuhay Digital, Inc.
August 10, 2018	Approval of the authority of Mr. Jose Gabriel D. Olives to sign administrative contracts such as leases, construction, utilities, equipment and applications for licenses for and on behalf of the Company.
October 9, 2018	Approval of the Company's authority to directly invest and subscribe to the capital stock of Asia's Emerging Dragon Corporation in the amount not exceeding P900 Million and paid-up of P225 Million.

November 9, 2018	<p>Authority to propose, negotiate and enter into a joint venture with the Bases Conversion and Development Authority (BCDA) for the planning, development and management of a three hundred fifty (350) hectare parcel of the New Clark City (NCC) located within the Clark Special Economic Zone;</p>
	<p>Approval of the Authority of the Company's President and Chief Operating Officer, Mr. Michal G. Tan, to request from the BCDA the Master Development Plan of the NCC and all other pertinent documents and for such purpose, further sign, execute and deliver for and in behalf of the Corporation, the Non-Disclosure Agreement;</p>
	<p>Mr. Michael G. Tan was likewise authorized to sign on behalf of the Corporation, the Unsolicited Proposal, Letter of Intent, and/or any other writings that may be necessary for the implementation of the foregoing transaction, and any and all actions taken by him prior hereto and hereby adopted, ratified, confirmed and approved as the acts and deeds of the Corporation.</p>
	<p>Approval of the Corporation's authority to invest in Clark Green City and acquire at least three hundred fifty (350) hectares in the area.</p>
	<p>Engagement of the services of SGV & Co. as the Company's external auditors for the purpose of conducting the 2018 Annual Audit and Quarterly Review of the Financial Reports;</p> <p>Approval of the engagement proposals of SGV & Co. for the purposes stated above, inclusive of its Professional Fees in the amount of P1,500,000.00 and P1,100,000.00, respectively.</p> <p>Grant of authority to the President or Chief Financial Officer to negotiate and sign contracts of Audit Engagements and other contracts necessary therefore;</p>

	<p>Approval of the Nomination Committee's recommendation to authorize and designate the following as the Company's representative to the Board of Directors' of Victorias Milling Corporation:</p> <p>(1) Mr. Michael G. Tan; (2) Mr. Lucio K. Tan, Jr.; (3) Mr. Peter Y. Ong; and (4) Mr. Victor Yu;</p>
	<p>Appointment of Mr. Michael G. Tan and/or Mr. Lucio K. Tan, Jr. as Proxies and Attorneys-In-Fact of the Company for the purpose of attending Annual Stockholders' Meeting of Victorias Milling Company, Inc.</p>
December 20, 2018	<p>Authority of the Corporation to renew its Corporate Purchase Order/Letter Order (PO/LO) credit line with Philippine Airlines, Inc.</p> <p>Authority of Mr. Michael G. Tan and/or Mr. Jose Gabriel D. Olives to transact, sign and execute any and all documents relative to, or as may be necessary and/or appropriate for the purpose mentioned above.</p>
	<p>Appointment of the President, Mr. Michael G. Tan, as the Corporation's Proxy and Attorney-In-Fact for the purpose of attending the general meetings of Mabuhay Global Holding Company Pte. Ltd.</p>
December 20, 2018	<p>Authority of Mr. Michael G. Tan and/or Mr. Jose Gabriel D. Olives to purchase and acquire, on behalf of the Company, of one (1) share of stock of Wack Wack Golf & Country Club, Inc. from Mark Andrew Holdings Corporation and to further sign, execute and deliver the Deed of Absolute Sale of Share of Stock covering the acquisition of the subject Wack Wack Golf share, and such other agreements or documents as may be necessary or desirable to be executed in connection with the said Deed of Absolute Sale.</p>