



GT CAPITAL
HOLDINGS, INCORPORATED

May 10, 2019

Philippine Dealing & Exchange Corporation
37th Floor, Tower 1, The Enterprise Center
6766 Ayala Avenue corner Paseo de Roxas
Makati City

Attention: Atty. Joseph B. Evangelista
Head - Issuer Compliance and Disclosure Department (ICDD)

Gentlemen,

Please see the attached disclosure of GT Capital Holdings, Inc.

Very truly yours,


ATTY. RENEE LYNN MICIANO-ATIENZA
VP/Head, Legal and Compliance Department

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. Date of Report (Date of earliest event reported)
May 10, 2019
2. SEC Identification Number
CS200711792
3. BIR Tax Identification No.
006-806-867-000
4. Exact name of issuer as specified in its charter
GT Capital Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
43rd Floor GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street,
Makati City
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 836-4500
9. Former name or former address, if changed since last report
N/A
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 Common Stock Outstanding and Amount of Debt Outstanding
Common	199,337,584
Perpetual Preferred Shares (GTPPA)	4,839,240
Perpetual Preferred Shares (GTPPB)	7,160,760

11. Indicate the item numbers reported herein
Item 2

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



GT Capital Holdings, Inc.
GTCAP

PSE Disclosure Form 4-1 - Acquisition or Disposition of Assets
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

GT Capital to Exchange Pro-Friends Shares Held for 702 Hectares of Selected Assets

Background/Description of the Disclosure

Execution of an agreement for the redemption of GT Capital's 51% stake in Property Company of Friends, Inc. ("Pro-Friends") in exchange for 702 hectares of Selected Assets worth an estimated Php20.0 billion

**Date of Approval by
Board of Directors**

May 10, 2019

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

Please see the attached press release.

Details of the acquisition or disposition

Date

TBA

Description of the Transaction

Redemption of GT Capital's 51% stake in Pro-Friends in exchange for 702 hectares of Selected Assets worth an estimated Php20.0 billion

Manner

Deeds of Assignment to be executed upon regulatory and other approvals

Description of the assets involved

GT Capital's 64,530,712 Series A Redeemable Preferred Shares in Pro-Friends, equivalent to 51% stake

Terms and conditions of the transaction

Nature and amount of consideration given or received

Redemption price for the shares shall be paid by Pro-Friends through the transfer of Selected Assets to GT Capital with an estimated aggregate value of Php20.0 billion

Principle followed in determining the amount of consideration

Redemption price determined using asset and income approach (discounted cash flow), as mutually agreed by the parties to the transaction

Terms of payment

Transfer of Selected Assets to GT Capital with an estimated aggregate value of Php20.0 billion

Conditions precedent to closing of the transaction, if any

Regulatory and other approvals

Any other salient terms

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Identity of the person(s) from whom the assets were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Property Company of Friends, Inc.	GT Capital has a 51% interest in Pro-Friends

Effect(s) on the business, financial condition and operations of the Issuer, if any

Please see the attached press release.

Other Relevant Information

None.

If the transaction being reported is an acquisition, kindly submit the following additional information:

Source(s) of funds

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If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes

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Filed on behalf by:

Name	Jiselle Compuesto
Designation	Legal and Compliance Officer