LT GROUP, INC.

April 16, 2013

PHILIPPINE STOCK EXCHANGE
3rd Floor, PSE Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Re: LT Group, Inc. Placing and Subscription Transaction

Gentlemen:

In addition to the previous disclosures made by the Company in relation to its equity fund raising through a placing and subscription transaction (the "Top-up Transaction") and in compliance with the Philippine Stock Exchange's ("PSE") Memorandum No. 2010-0204[1], we respectfully submit herewith our comprehensive corporate disclosure relating to the Top-up Transaction.

Very Truly Yours,
LT GROUP, INC.
By:

MA. CECILA L. PESAYCO
Corporate Secretary

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1 Also known as the "Interpretation of the Rule on the Additional Listing of Shares for a Placing and Subscription Transaction", promulgated by the PSE on 4 May 2010.

11th Floor Unit 3, Bench Tower, 30th St. corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City

COMPREHENSIVE CORPORATE DISCLOSURE
IN CONNECTION WITH A PLACING AND SUBSCRIPTION TRANSACTION
IMPLEMENTED BY
LT GROUP, INC. AND TANGENT HOLDINGS CORPORATION

The transactions ("**Transaction**") as described below are being made pursuant to the approval of the stockholders of LT Group, Inc. ("**LTG**" or the "**Company**"), for the conduct by the Company and Tangent Holdings Corporation ("**Tangent**" or the "**Selling Shareholder**"), the company's controlling shareholder, of a placing and subscription transaction:

a. **Name of the listed company:**

LT Group, Inc. (formerly Tanduay Holdings, Inc.)

b. **Description of the transaction:**

The first part of the Transaction (the "**Offer**") consists of the offer and sale of common shares of stock of the Company by Tangent of a portion of its existing shares in the Company (the "**Offer Shares**"): (a) primarily offshore to investors outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the Securities Act; and (b) to a limited extent, domestically to (i) persons who are "qualified buyers" pursuant to Section 10.1(l) of the Securities Regulation Code ("**SRC**"); and (ii) not more than nineteen (19) persons who are not "qualified buyers" pursuant to Section 10.1(k) of the SRC. In connection with the Offer, the Selling Shareholders will grant an over-allotment option not exceeding fifteen percent (15%) of the Offer Shares (the "**Over-Allotment Option**") to UBS AG, Hong Kong Branch ("**UBS AG**"), as stabilizing manager. The stabilizing manager has obtained the approval of the SEC to undertake stabilizing actions on 10 April 2013.

The second part of the Transaction (the "**Subscription**") consists of the concurrent subscription by Tangent, and the issuance by the Company to Tangent, of new shares in the same number and at the same price (adjusted only for certain transaction expenses) as the shares sold in the Offer and the Over-Allotment Option, on the closing dates of the Offer and the Over-Allotment Option, respectively. The Company shall seek the approval of the Philippine Stock Exchange ("**PSE**") for the listing of such new Shares being sought as soon as practicable thereafter.

c. **Name of the related party who will place its existing listed shares to a third party(ies):**

Tangent Holdings Corporation

d. **Number and class of shares in the Offer:**

Up to One Billion Six Hundred Million (1,600,000,000) shares of the Company. The shares of the Company are unclassified. The actual number of shares to be sold in the Offer will be determined when the price for the Offer (the "**Offer Price**") is determined. See (k) below. To the extent the Over-Allotment Option is exercised, Tangent will subscribe for, and the Company will issue, such shares at the Offer Price (adjusted only for certain transaction expenses).

e. **Number and class of shares in the Subscription Tranche:**

Up to One Billion Six Hundred Million (1,600,000,000) shares of Company (the "**Subscription Shares**"). The shares of the Company are unclassified. The actual number of Subscription Shares shall be equal to the number of Offer Shares. To the extent the Over-Allotment Option is exercised, Tangent will subscribe for, and the Company will issue, such shares at the Offer Price (adjusted only for certain transaction expenses).

f. **Placing price of the shares and the basis for setting such price:**

The Offer Price will be determined through a book-building process following discussions between the Company, Tangent, and UBS AG, Hong Kong Branch (he "Sole Bookrunner", and together with Credit Suisse (Singapore) Limited, Deutsche Bank AG, Hong Kong Branch and J.P. Morgan Securities plc, collectively the "**Lead Managers**") after the international roadshow. The indicative price range is Eighteen Pesos (Php18.00) to Twenty Pesos and 50/100 (Php20.50) per share, as was confirmed in our reply to the Philippine Stock Exchange ("**PSE**") dated 10 April 2013.

g. **Subscription price of the shares under the Subscription and terms of payment:**

The subscription price for the Subscription Shares shall be the same as the Offer Price (adjusted only for certain transaction expenses). The completion of the Subscription is conditional upon the completion of the Offer and receipt by Tangent of the proceeds of the Offer. The proceeds of the Offer will then be paid to the Company as payment of the subscription price. The Subscription Shares shall be issued to Tangent upon payment of the subscription price.

h. **Total transaction value:**

The actual total transaction value shall be determined only after the Offer Price and the issue size are determined.

i. **Rationale of the transaction:**

The placing and subscription transaction allows the Company to raise capital in a most expeditious and efficient manner with the least cost for to the Company, for the growth and expansion of its subsidiaries as described in paragraph (j) below. The transaction is also intended to strengthen and broaden the capital base of the Company, as well as to promote a wider dispersion of the common shares of the Company to a broad spectrum of public institutional investors, and to comply with the requirement for a minimum public ownership of a listed company on the PSE.

j. **Total funds to be raised and the proposed use of the proceeds, including a detailed work program:**

The gross proceeds can only be determined after the Offer Price and the issue size is agreed, in accordance with the proposed timetable set out in (k) below.

The Company intends to use the proceeds of the Subscription as follows:

- Up to 35% of the proceeds for organic growth initiatives at Asia Brewery, Inc., Tanduay Distillers, Inc. and Eton Properties Philippines, Inc.;
- Up to 30% of the proceeds to support growth of the Company's banking business;

- Up to 30% of the proceeds for repayment of certain indebtedness of certain LTG companies as part of the LTG's corporate reorganization; and
- Any remainder for general corporate purposes.

The Company's proposed use of the proceeds from the Subscription as described above is based on its current plans and estimates and other factors as of the date of this disclosure. However, the actual allocation of the proceeds by the Company will depend on various factors, including the amount of cash generated by LTG operations, market conditions, the availability of suitable opportunities, the timing of regulatory approvals and other factors, and may differ from the uses described above as the Company's management finds necessary or advisable. To the extent the Company does not use the proceeds of the Subscription for the purposes described above, the Company intends to use the proceeds for general corporate purposes of the LTG.

k. **Timetable of the placing and subscription transaction:**

The institutional roadshow started on 8 April 2013. The placing agreement expected to be entered into between the Company, Tangent and the Lead Managers (the "**Placing Agreement**") and the subscription agreement expected to be entered into between the Company and Tangent (the "**Subscription Agreement**") for the placing and subscription transaction will be executed when the roadshow ends and the Offer Price is fixed, which is currently anticipated to be in April 2013. However, this date could change should circumstances call for it. Further, the Offer Shares (including the Shares sold under the Over-Allotment Option) are intended to be crossed through the facilities of the PSE upon approval of the application for a block sale from the PSE. Settlement of the Offer Shares (including the Shares sold under the Over-Allotment Option) is anticipated to occur three (3) trading days after such cross ("**Settlement Date**"). The issuance of the Subscription Shares by the Company pursuant to the Subscription will be made on the Settlement Date.

l. **Applicable regulatory approvals:**

The Offer Shares are to be offered and sold: (i) outside the United States in reliance on Regulation S under the U.S. Securities Act, as amended; (ii) within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the Securities Act or another exemption from registration under the U.S. Securities Act; and (iii) in the Philippines in transactions that will not require registration under the SRC. Accordingly, the sale of the Offer Shares is exempt from the registration requirements of the SRC and is not and will not be registered with the Philippine Securities and Exchange Commission ("**SEC**"). However, a notice of exemption from registration will be filed with the SEC on SEC Form 10-1 in reliance of Section 10.1 (k) and (l) of the SRC in connection with the sale of the Offer Shares to qualified buyers and not more than nineteen (19) non-qualified buyers, as well as for the issuance of the Subscription Shares.

The Company intends to secure the approval of the PSE for the listing of the Shares issued by the Company pursuant to the Subscription. No other regulatory approvals are required and will be secured in connection with the capital raising activity of the Company as described above.

m. **Table showing the ownership structure of the listed company before and after the placing and subscription transaction indicating the number of shares held and respective percentage ownership of the listed company's shareholders. Such table must indicate the listed company's majority and minority shareholders, with the identities of controlling shareholders:**

Name of Shareholder	Before Offer/Subscription		After Offer/Subscription (assuming no exercise of Over-Allotment Option	
	Number of Shares Subscribed	Percentage of Ownership	Number of Shares Subscribed	Percentage of Ownership
Tangent Holdings Corporation	8,046,318,193	89.59%	8,046,318,193	76.04%
Other Public[2]	935,051,196	10.41%	2,535,051,196	23.6%
Total	8,981,388,889	100%	10,581,388,890	100%

The actual number of shares upon completion of the Offer and / or the Subscription will depend on the issue size, which will only be determined after the Offer Price is set. See (k) above.

n. **Complete list of the subscribers/investors under the placing tranche:**

To the extent required under current PSE rules and regulations, information relating to the Offer shall be submitted separately, after the Offer is completed.

Nevertheless among the restrictions imposed by the Company and Tangent in respect of the Offer are the following:

1) As a result of the sale of the Offer Shares, no person or persons acting in concert will acquire shares amounting ten percent (10%) or more of the outstanding capital stock of the Company; and

2) No Related Party (as such term is defined in the Additional Listing Rules of the PSE) may acquire any of the Offer Shares.

LT GROUP, INC.
By:

MA. CECILIA L. PESAYCO
Corporate Secretary
Date: 16 April 2013

This disclosure is not an offer of securities for sale in the United States, and any securities offered in the United States may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities of LT Group, Inc. have not been and will not be registered under the Securities Act. LT Group, Inc. and its selling shareholder, Tangent Holdings Corporation. do not intend to register any portion of the offering in the United States.

THE SECURITIES REFERRED TO IN THIS DISCLOSURE HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE OF THE PHILIPPINES (SRC). ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

2 Assuming and Offer and Subscription of 1,600,000,000 Offer Shares. See (d) and (e) above.