



LT GROUP, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Shareholders' Meeting of **LT GROUP, INC.** will be held on 23 June 2015 at 10:00 a.m. at the Kachina Room Century Park Manila.

The Agenda for the said Meeting shall be as follows:

1. Call to Order
2. Proof of Notice of Meeting/Certification of Quorum
3. Approval of the Minutes of the Previous Meeting
4. Management Report
5. Ratification of All Acts, Transactions and Resolutions by the Board of Directors and Management in 2014
6. Election of Directors
7. Adjournment

The Board of Directors has fixed the close of business on 25 May 2015 as the record date of shareholders in good standing entitled to receive notice of, and to vote at, the meeting and any adjournment(s) thereof.

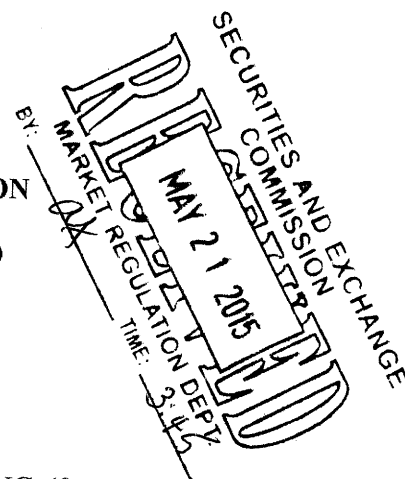
All shareholders are cordially invited to attend the meeting in person. However, if you are unable to attend, you may send us a proxy not later than the close of business on 18 June 2015 at the Office of the Corporate Secretary at the 2/F Allied Bank Center, 6754 Ayala Avenue, Makati City.

Registration shall begin at 9:30 a.m. on 23 June 2015. In order to facilitate registration, stockholders attending in person or their proxy should bring appropriate identification cards bearing a picture such as driver's license, company ID and the like.

21 May 2015


MA. CECILIA L. PESAYCO
Corporate Secretary

**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. (formerly "Tanduay Holdings, 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 : **121-145-650-000VAT**
6. Business Address : **Unit 3, 11th Floor, Bench Tower,
30th Street corner Rizal Drive,
Crescent Park West 5, Bonifacio
Global City, Taguig City**
7. Registrant's telephone number, Including area code : **(632) 817-8710**
8. Date of meeting : **23 June 2015**
 Time of meeting : **10:00 a.m.**
 Place of meeting : **Kachina Ballroom
Century Park, Manila**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **01 June 2015**
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

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

Date of meeting : 23 June 2015

Time of meeting : 10:00 a.m.

Place of meeting : Kachina Room
Century Park Manila

Approximate date of mailing of
this Statement : 01 June 2015

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 of the Corporation Code of the Philippines grants in favor of a shareholder the right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case an amendment to the articles of incorporation will change or restrict the rights of such stockholder or otherwise extends or shortens the term of the company; (2) in case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the company's properties; or (3) in cases of merger or consolidation. Under Section 42 of the Corporation Code, a stockholder is likewise given an appraisal right in cases where a corporation decides to invest its funds in another corporation or business. The stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.

The matters to be presented at the meeting subject of this notice do not give rise to any appraisal right in favor of the shareholders.

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

- (a) None of the incumbent Directors and Officers of the Corporation, or nominee for election as Director of the Corporation, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon 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 the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) As of 30 April 2015, the number of shares outstanding and entitled to vote in the stockholders' meeting is 10,821,388,889, of which 2,352,007,418 common shares or 21.73% are held by foreign nationals.
- (b) All stockholders of record as of 25 May 2015 are entitled to notice of, and to vote at the Annual Stockholders Meeting.
- (c) Each share is entitled to one (1) vote. For election of the members of the Board 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 thirteen (13) (the number of directors to be elected). The stockholder may distribute his votes by cumulating all in favor of one candidate, or he may distribute said votes to all candidates equally, or in any other proportion he wants.
- (d) Security ownership of certain record and beneficial owners holding more than 5% of voting securities as of 15 May 2015 is as follows:

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>	PNB Trust Banking Group FAO Trust Account No. 00565423TA01 <i>Majority Shareholder</i>	Filipino	8,046,318,193	74.4%
Common	PCD Nominee Corporation (NON-FILIPINO) G/F Makati Stock Exchange 6767 Ayala Ave., Makati City <i>Record Owner</i>	The Capital Group Companies <i>Beneficial Owner</i>	American	542,140,700	5.01%

The right to vote or 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. Ms. Juanita Tan Lee is expected to be given the proxy to vote the shares of Tangent Holdings Corporation.

(e) Security ownership of Management as of 15 May 2015

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	Joseph T. Chua	2,200 R (direct)	Filipino	Nil
Common	Juanita Tan Lee	1,100 R (direct)	Filipino	Nil
Common	Washington Z. Sycip	1,000 R (direct)	American	Nil
Common	Wilfrido E. Sanchez	1,000 R (direct)	Filipino	Nil
Common	Florencia G. Tarriela	1,000 R (direct)	Filipino	Nil
Common	Antonino L. Alindogan Jr.	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

(f) Voting Trust Holders of 10% or more

There are no voting trust holders of 10% or more of the common shares.

(g) Change in Control

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

Item 5. Directors and Executive Officers

(a) Directors

Name	Age	Citizenship	Business Experience/Other Directorship within the Last five (5) years	Position/Term of Office/Period Served
Lucio C. Tan	80	Filipino	Chairman of Philippine Airlines, Inc., Air Philippines Corporation, Asia Brewery Inc., Eton Properties Philippines, Inc., Fortune Tobacco Corp., PMFTC Inc., Grandspan Development Corp., Himmel Industries Inc., Lucky Travel Corp., PAL Holdings, Inc. , Tanduay Distillers, Inc., Tanduay Brands International, Inc., The Charter House, Inc., Allied Bankers Insurance Corp., Allied Leasing and Finance Corp., Asian Alcohol Corp., Absolut Distillers, Inc., Progressive Farms, Inc., Eton City, Inc., Belton Communities, Inc., FirstHomes, Inc., Manufacturing Services & Trade Corp., REM Development Corp., Foremost Farms, Inc., Basic Holdings Corp., Dominion Realty & Construction Corp., Shareholdings, Inc., Sipalay Trading Corp. and Fortune Tobacco International Corp.; Director of Philippine National Bank ; majority stockholder of Century Park Hotel	Chairman/ 1 Year/ 2 July 1999 to present
Carmen K. Tan	74	Filipino	Director of Asia Brewery, Inc., The Charter House, Inc., Dominion Realty & Construction Corp., Eton City, Inc., Foremost Farms, Inc., Fortune Tobacco Corp., Fortune Tobacco International Corp., Himmel Industries, Inc., Lucky Travel Corp., Air Philippines Corporation, Philippine Airlines, Inc. PAL Holdings, Inc. MacroAsia Corp. , Manufacturing Services & Trade Corp., Progressive Farms, Inc., REM Development Corp., PMFTC Inc., Shareholdings, Inc., and Sipalay Trading Corp.	Director/ 1 Year/ 05 May 2010 to present
Harry C. Tan	69	Filipino	Vice Chairman of Eton Properties Philippines, Inc., Eton City, Inc., Belton Communities, Inc., Pan Asia Securities, Inc., and Lucky Travel Corp. He is also the Managing Director of The Charter House, Inc., Director/Chairman	Director/ 1 Year/ 28 May 2008 to present

			for Tobacco Board of Fortune Tobacco Corp., Director/President of Century Park Hotel, and Landcom Realty Corp. He serves as Director of Asia Brewery Inc., AlliedBankers Insurance Corp., Asian Alcohol Corp., Absolut Distillers, Inc., Basic Holdings Corp., Foremost Farms, Inc., Himmel Industries, Inc., MacroAsia Corp., Manufacturing Services & Trade Corp., PMFTC Inc., Philippine National Bank , Progressive Farms, Inc., REM Development Corp., Grandspan Development Corp., Dominion Realty & Construction Corp., Fortune Tobacco International Corp., Shareholdings, Inc., Sipalay Trading Corp., Tanduay Brands International, Inc., and Tanduay Distillers, Inc.	
Michael G. Tan	49	Filipino	Director/Chief Operating Officer of Asia Brewery, Inc., Director of AlliedBankers Insurance Corp., Air Philippines Corporation, Eton Properties Philippines, Inc., PMFTC Inc., Grandway Konstruct, Inc., Lucky Travel Corp., Philippine Airlines, Inc., Philippine Airlines Foundation, Inc., PAL Holdings, Inc., Philippine National Bank , Tanduay Brands International, Inc., Absolut Distillers, Inc., Eton City, Inc., Shareholdings, Inc., and Victorias Milling Company, Inc.	President/ 1 Year/ 05 May 2010 to present (Director since 21 February 2003)
Lucio K. Tan, Jr.	48	Filipino	Director/President of Tanduay Distillers, 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., Victorias Milling Company, Inc., PMFTC Inc., Lucky Travel Corp., Air Philippines Corp., Tanduay Brands International, Inc., Asian Alcohol Corp., Absolut Distillers, Inc., Asia Brewery, Inc., Foremost Farms, Inc., Himmel Industries, Inc., Progressive Farms, Inc., The Charter House, Inc., Eton City, Inc., Belton Communities, Inc., FirstHomes, Inc., REM Development	Director / 1 Year/ 21 February 2003 to present

			Corporation, Grandspan Development Corporation, Dominion Realty & Construction Corp., Manufacturing Services & Trade Corp., Fortune Tobacco International Corp., and Shareholdings, Inc.	
Joseph T. Chua	58	Filipino	Director/President and Chief Executive Officer of MacroAsia Corporation , the Chairman of J.F. Rubber Philippines, Watergy Business Solutions, Inc., and Cavite Business Resources, Inc.; Managing Director of Goodwind Development Corporation (Guam); Director/President of MacroAsia Airport Services Corporation, MacroAsia Air Taxi Services, MacroAsia Catering Services, Inc., MacroAsia Properties Development Corp., and MacroAsia Mining Corporation; Director/OIC of Eton Properties Philippines, Inc.; Director of Lufthansa Technik Philippines, Inc. Bulawan Mining, Eton China, Philippine Airlines Inc., Air Philippines Corporation, Philippine National Bank and PAL Holdings, Inc.	Director / 1 Year/ 09 June 2014 to present
Juanita Tan Lee	72	Filipino	Director of Eton Properties Philippines, Inc.; Director/Corporate Secretary of Asia Brewery, Inc., Fortune Tobacco Corp., Dominion Realty and Construction Corp., and Shareholdings, Inc.; Corporate Secretary of Asian Alcohol Corp., Absolut Distillers, Inc., The Charter House, Inc., Far East Molasses Corp., Foremost Farms, Inc., Fortune Tobacco International Corp., Grandspan Development Corp., Himmel Industries, Inc., Landcom Realty Corp., Lucky Travel Corp., Manufacturing Services & Trade Corp., Marcuenco Realty & Development Corp., PMFTC Inc., Progressive Farms, Inc., REM Development Corp., Tanduay Distillers, Inc., Tanduay Brands International Inc., Tobacco Recyclers Corp., Total Bulk Corp., Zebra Holdings, Inc.; and Assistant Corporate Secretary of Basic Holdings Corp.	Director/ 1 Year/ 02 May 2012 to present Treasurer/ 1 year/ 08 April 2014 to present
Peter Y. Ong	67	Filipino	Director and the Treasurer of Merit Holdings & Equities Corporation, Director of Fortune Tobacco	Director / 1 Year/ 18 August 2014 to present

			Corporation, AlliedBankers Insurance Corporation, Allied Leasing and Finance Corporation and Solar Holdings Corporation. He is also a consultant of Philippine Airlines, Inc., Former President of Air Philippines Corporation, Former Senior Vice President for Production of Fortune Tobacco Corporation and Former Director of Allied Savings Bank.	
Washington Z. Sycip	93	American	Founder of SyCip Gorres Velayo & Co.; Chairman Emeritus of the Board of Trustees and Governors of the Asian Institute of Management; Chairman of MacroAsia Corp. , Cityland Development Corporation, Lufthansa Technik Philippines, Inc., STEAG State Power, Inc. and State Properties Corporation; Independent Director of Asian Eye Institute, Belle Corporation , Lopez Holdings Corp. , Commonwealth Foods, Inc., First Philippine Holdings, Corp., Highlands Prime Inc., Metro Pacific Investments Corp. , Philippine Equity Management Inc., Philippine Hotelier, Inc., Philamlife, Inc., Realty Investment Inc., The PHINMA Group, State Land, Inc., and Century Properties Group Inc. ; Director of Philippine Airlines, Inc., PAL Holdings, Inc. and Philippine National Bank	Director/ 1 year/ 09 July 2013 to present
Antonino L. Alindogan, Jr.	76	Filipino	Chairman of An-Cor Holdings, Inc.; Chairman/President of Landrum Holdings, Inc.; Independent Director of Philippine Airlines, Inc., Eton Properties Philippines, Inc., Rizal Commercial Banking Corp. , PAL Holdings, Inc. , House of Investments, Inc. , Great Life Financial Assurance Corp., and Bankard Inc.; Former President of C55, Inc.; Former Chairman of the Board of Directors of Development Bank of the Philippines (DBP); Former Consultant for Microfinance of DBP; Former Member of the Monetary Board of Bangko Sentral ng Pilipinas	Independent Director; Audit Committee Chairman/ 1 year/ 31 July 2012 to present
Wilfrido E. Sanchez	78	Filipino	Tax Counsel of Quiason Makalintal Barot Torres Ibarra & Sison Law Offices; Vice Chairman of Center for Leadership & Change, Inc.; Independent Director of Adventure International Tours, Inc., Amon	Independent Director/ 1 year/ 31 July 2012 to present

			Trading Corp., EEI Corporation, Grepalife Asset Management Corp., Grepalife Fixed Income Fund Corp., House of Investments, Inc. , JVR Foundation, Inc., Kawasaki Motor Corp., Magellan Capital Holdings, Corp., Omico Corporation; PETNET, Inc., PETPLANS, Inc., Transnational Diversified Corp., Transnational Diversified Group, Inc., Transnational Financial Services, Inc., and Universal Rubina Corp.; Independent Director of Eton Properties Philippines, Inc. and Rizal Commercial Banking Corporation	
Florencia G. Tarriela	68	Filipino	Chairman of Philippine National Bank , PNB Global Remittance & Financial Co., HK Ltd.; Trustee/Advisor/Director of Foundation for Filipino Entrepreneurship, Inc., Summer Institute of Linguistics, and Tulay sa Pagunlad, Inc.; Columnist of Manila Bulletin	Independent Director / 1 year/ 09 August 2012 to present
Robin C. Sy	79	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

(*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)

The foregoing were nominated and approved by the Nomination Committee for election to the Board of Directors for 2015-2016 upon consideration of their qualifications as set forth in Rule 38 of the Securities Regulation Code as well as the participation and contribution of each in the Board and Committee meetings of the Corporation.

Nominated as Independent Directors are Ms. Florencia G. Tarriela and Messrs. Wilfrido E. Sanchez, Antonino L. Alindogan, Jr., and Robin C. Sy, all of whom have been duly evaluated by the Nomination and Compensation Committee which has certified that said nominees are duly qualified in accordance with Rule 38 of the Securities Regulation Code, and suffer from no disqualification under Article 3 (E) of the Revised Code of Corporate Governance and Section III (E) of the Company's Revised Corporate Governance Manual. They have been nominated by Mr. Lucio C. Tan and Ms. Juanita Tan Lee, both stockholders of the Corporation. Mr. Lucio C. Tan and Ms. Juanita Tan Lee are not related to any of the nominated Independent Directors.

The Independent Directors were advised of the Notice issued by the Securities and Exchange Commission in October 2006 on the requirement of Certificates of Qualifications and Non-Disqualification of Independent Directors. The Independent Directors were likewise advised of SEC Memorandum Circular Series of 2011 on term limits for independent directors.

(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	80	Filipino	See above	1 Year/ 2 July 1999 to present
Juanita Tan Lee/ Treasurer	72	Filipino	See above	1 Year/ 08 April 2014 to present
Michael G. Tan/ President	49	Filipino	See above	1 Year/ 05 May 2010 to present
Ma. Cecilia L. Pesayco/ Corporate Secretary	62	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.; Assistant Corporate Secretary of Tanduay Distillers, 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	68	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	60	Filipino	Senior Vice President-Finance and Chief Finance Officer of Tanduay Distillers, Inc.	1 Year/ 09 August 2012 to present
Marivic T. Moya/ Assistant Corporate Secretary	54	Filipino	Corporate Secretary of MacroAsia Catering Services Inc., MacroAsia Airport Services Corp., and Watergy Business Solutions Inc., Director and Coporate Secretary of MacroAsia Properties Development Corp., MacroAsia Air Taxi Services, Inc., and MacroAsia Mining Corp.(2000-Present), and Cavite Business Resources, Inc.	1 Year/ 09 June 2014 to present

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

(c) Significant Employees

While all of the employees of the Corporation are valued for their contribution to the Corporation, none are expected to contribute significantly more than any of the others.

(d) Relationships and Related Transactions

The Corporation prefers to transact with related parties to avoid the risk of materials shortages and unfair pricing. In addition, there is better coordination with suppliers on quality, production scheduling and pricing consideration. Moreover, transactions with related parties have a stronger basis for trust and confidence in meeting material deadlines.

In the normal course of business, the Corporation transacts with the following related parties for the purposes set forth below:

Philippine National Bank	Bank Deposits/Investments/ Loans/Services
Tangent Holdings Corporation	Advances
Victorias Milling Co., Inc.	Supplier of Sugar and Molasses

Transactions with these related parties are necessary in the normal course of the Corporation's business. Though substantial in amount, they are still under normal trade practice. There are no special risks or contingencies arising from said transactions.

In transacting with related parties, the prices are based on terms that are no less favorable than those arranged with third parties. In addition, since the Corporation adheres to industry standards and practices, the transactions have been fairly evaluated and no long term contracts have been entered into.

There are no long term suppliers contracts. The Corporation can source any material from third-party suppliers should this be more favorable to the Corporation.

There are no parties that fall outside the definition "related parties" with whom the Corporation or any of its related parties has a relationship that enables the parties to negotiate terms of material transactions that may not be available from other more clearly independent parties on an arm's length basis.

(e) Family Relationship

Mr. Lucio C. Tan, Chairman, is the brother of Mr. Harry C. Tan. He is also the father of Mr. Lucio K. Tan, Jr. and Mr. Michael G. Tan. Ms. Carmen K. Tan is the wife of Mr. Lucio C. Tan and the mother of Mr. Lucio K. Tan, Jr. Mr. Joseph T. Chua is the son-in-law of Mr. Lucio C. Tan and Ms. Carmen K. Tan and the brother-in-law of Mr. Lucio K. Tan, Jr.

(f) Involvement in Certain Legal Proceedings

The Directors and Executive Officers of the Corporation are not involved in any 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 years prior to that time; any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses; being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of 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; and being found 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

The following compensation was given to Officers and Directors for the reporting year:

**Summary Compensation Table
Annual Compensation**

	Year	Salary	Bonus	Others*
Four (4) most highly compensated executive officers (see below)	2015 (Estimate)	14,681,865	840,565	2,519,000
	2014	13,347,150	764,150	2,290,000
	2013	8,609,800	734,150	2,045,000
All other officers and directors as a group unnamed	2015 (Estimate)	3,036,000	253,000	7,711,000
	2014	2,760,000	230,000	7,010,000
	2013	6,650,000	550,000	6,535,000

**Others – includes per diem as director*

The following constitute the Corporation's four (4) most highly compensated Executive Officers (on a consolidated basis):

1. Mr. Lucio C. Tan is the Chairman of the Board of Directors and Chief Executive Officer (CEO) of the Corporation.
 2. Mr. Michael G. Tan is the President of the Corporation.
 3. Mr. Nestor C. Mendones is the Deputy Chief Finance Officer.
 4. Atty. Ma. Cecilia Pesayco is the Corporate Secretary.
- (a) Standard Arrangements – The Directors of the Corporation receive 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 standard arrangements to which the Directors of the Corporation are compensated, or are to

be compensated, directly or indirectly, for any services provided as a Director, including any additional amounts payable for Committee participation or special assignments, for the last completed fiscal year and the ensuing year.

- (b) Other Arrangements – None
- (c) Employment contract or compensatory plan or arrangement – None

Item 7. Independent Public Accountants

The principal accountant of the Corporation is the accounting firm of SyCip Gorres Velayo & Co. (SGV & Co.). The audit partner in charge, Josephine H. Estomo, was appointed in 2011. SGV & Co. will be recommended for re-appointment for the ensuing year. In accordance with SRC Rule 68 (3)(b)(iv), there is no need to change the audit partner for the Corporation at this time. The authority to appoint, remove and/or replace the external auditor was delegated by the stockholders to the Board of Directors at the annual stockholders' meeting held on 28 May 2008.

Representatives from SGV & Co. are expected to be present at the scheduled meeting of stockholders, where they will have the opportunity to make a statement if they desire to do so and are likewise expected to be available to respond to appropriate questions raised by stockholders.

There were no changes in, or disagreement with, the registrant's accountants on any accounting and financial disclosure during the two 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 2013 and 2014:

LT Group, Inc.

Yr. 2013- ₱ 1,500,000

Yr. 2014- ₱ 1,500,000

Tanduay Brands International, Inc.

Yr. 2013- ₱ 60,000

Yr. 2014- ₱ 60,000

Distilled Spirits

Yr. 2013- ₱ 2,650,000

Yr. 2014- ₱ 2,850,000

Beverage

Yr. 2013- ₱ 3,800,000

Yr. 2014- ₱ 4,180,000

Tobacco

Yr. 2013- ₱ 600,000

Yr. 2014- ₱ 600,000

Banking

Yr. 2013- ₱ 5,992,000

Yr. 2014- ₱ 12,802,000

Property Development

Yr. 2013- ₱ 1,995,000

Yr. 2014- ₱ 2,095,000

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. 2014

The Company and its subsidiaries incurred P5,900,000 during the year 2014 for its quarterly review of financial statements.

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

Upon the recommendation and approval of the Audit Committee, the appointment of the external auditor is presented to the Board of Directors for confirmation. However, the financial statements duly approved by the Audit Committee are still subject to the notation of the Board of Directors prior to the submission of the same to the respective government regulatory agencies.

C. OTHER MATTERS

Item 8. Action with Respect to Reports

Approval of the Minutes of the Shareholders' Meeting on 9 June 2014.
Minutes of the Annual Stockholders' Meeting dated 9 June 2014 will

be submitted for approval of the shareholders. A copy of the same is uploaded to the Company website. Likewise copies thereof will be made available for inspection/review at the Annual Stockholders' Meeting on 23 June 2015 to any stockholder desiring to review the same. Among the matters included in the Minutes of the 9 June 2014 meeting are the: (1) Approval of the Management Report; (2) Ratification of all acts, transactions and resolutions by the Board of Directors and Management for the year 2013; (3) Amendment of the Articles of Incorporation; and (4) Election of Directors.

Item 9. Matters Not Required to be Submitted

1. *Management Report and Financial Statements.* Management shall report on the significant business transactions undertaken and the financial targets and achievements for the fiscal year 2014. The Management Report and the audited financial statements for the period ending December 31, 2014 of the Corporation are reflected in the accompanying Annual Report to Stockholders.
2. *Ratification of All Acts of Management in 2014.* For transparency and good corporate practice, the acts of Management are presented for approval of the shareholders, to wit:

Date/Type	Matters Approved
June 9, 2014 Organizational Board of Directors' Meeting	Appointment of members of Board Committees
August 8, 2014 Board of Directors' Meeting	The additional acquisitions by the Company of shares in Victorias Milling Company, Inc. (VMC). The Company's aggregate interest in VMC, including the convertible notes, amounts to 716,503,347 shares.
August 11, 2014 Board of Directors' Meeting	A creation of a Board of Advisors and the appointment thereto of Mr. Johnip G. Cua.
January 20, 2015 Board of Directors' Meeting	Calling of the Annual Stockholders' Meeting, approving June 9, 2015 as date of the meeting and May 8, 2015 as record date.
January 20, 2015 Board of Directors' Meeting	Appointment of Mr. Joseph T. Chua to the Executive Committee of the Company.
April 8, 2015 Board of Directors' Meeting	Approval to reschedule the Annual Stockholders' Meeting of the Company from June 9, 2015 (Tuesday) to June 23, 2015 (Tuesday) and the re-setting of the record date to May 25, 2015.

Item 10. Voting Procedures

- (a) Every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation, unless the law provides otherwise.
- (b) Approval of the Minutes of the 09 June 2014 meeting, and ratification of reports, acts and resolutions of the Board of Directors and Management – The affirmative vote of the stockholders representing a majority of those present at the meeting is required.
- (c) Election of Directors – The thirteen (13) nominees garnering the highest number of votes shall be elected Directors. The stockholder may vote such number of shares for as many persons as there are Directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of Directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected.
- (d) Voting shall be done orally and counting of votes shall be conducted by 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.

Item 11. Incorporation by Reference

The Corporation has incorporated by reference the audited financial statements for the period ending December 31, 2014 contained in its 2014 Management Report prepared in accordance with Rule 68 of the Securities Regulation Code.

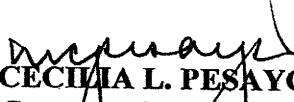
The Corporation undertakes to provide without charge to each stockholder, upon written request by the stockholder, a copy of the Corporation's Annual Report on SEC Form 17-A and SEC Form 17-Q. Please direct all such requests to the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, 2/F Allied Bank Center, 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 21 May 2015.

LT GROUP, INC.

By:


MA. CECILIA L. PESAYCO
Corporate Secretary