

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) 8808-1266**
8. Date of meeting : **03 May 2023**
 Time of meeting : **10:00 am**
 Place of meeting : **Virtual meeting via Zoom application**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **Information Statement will be published at LTG website no later than 11 April 2023**
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 : 03 May 2023

Time of meeting : 10:00 am

Place of meeting : Virtual meeting via Zoom application

Approximate date of posting
of this Statement : 11 April 2023

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 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 14 March 2023*

As of 14 March 2023, the number of shares outstanding and shares entitled to vote is **10,821,388,889** held by a total of 372 stockholders. **1,400,162,123** common shares or **12.94%** are held by foreign nationals.

(b) *Record Date*

All stockholders of record as of 24 March 2023 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 14 March 2023*

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 proxy to vote the shares of Tangent Holdings Corporation is expected to be given to Ms. Juanita T. Tan Lee and/or Mr. Peter Y. Ong.

(e) *Security Ownership of Management as of 14 March 2023*

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	Carmen K. Tan	2,200 R (direct)	Filipino	Nil
Common	Karlu T. Say	1,000 R (direct) 530,000 R (indirect)	Filipino	Nil
Common	Michael G. Tan	1,151,996 R (direct)	Filipino	Nil
Common	Lucio C. Tan III	1,100 R (direct)	Filipino	Nil
Common	Vivienne K. Tan	1,000 R (direct)	Filipino	Nil
Common	Juanita T. Tan Lee	1,100 R (direct)	Filipino	Nil
Common	Johnip G. Cua	1,000 R (direct)	Filipino	Nil
Common	Mary G. Ng	1,000 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	Ma. Cecilia L. Pesayco	2,200 R (direct)	Filipino	Nil
N/A	Jose Gabriel D. Olives	None N/A	Filipino	N/A
N/A	Dioscoro Teodorico L. Lim	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
Total		1,696,796		

(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	88	Filipino	Chairman of Absolut Distillers, Inc., Alliedbankers Insurance Corporation, Allianz PNB Life Insurance, Air Philippines Corporation, Asia Brewery, Inc., Asian Alcohol Corporation, Basic Holdings Corporation, Buona Sorte Holdings, Inc., Eton Properties Philippines, Inc., Fortune Tobacco Corporation, Foremost Farms, Inc., Grandspan Development Corporation, Himmel Industries, Inc., MacroAsia Corporation , Philippine Airlines, Inc., PMFTC Inc., Progressive Farms, Inc., PAL Holdings, Inc. , Tanduay Distillers, Inc., Tanduay Brands International, Inc., Tangent Holdings Corporation, The Charter House, Inc., Trustmark Holdings Corporation, University of the East, and Zuma Holdings and Management Corporation. He is also a Director of Philippine National Bank .	Chairman/ 1 Year/ July 2,1999 to present
Carmen K. Tan	82	Filipino	Vice Chairman of Philippine Airlines, Inc. and Director of Air Philippines Corporation, Asia Brewery, Inc., Buona Sorte Holdings, Inc., Foremost Farms, Inc., Dynamic Holdings, Ltd, Eton City, Inc., Fortune Tobacco Corporation, Himmel Industries, Inc., MacroAsia Corporation , PAL Holdings, Inc. , Philippine	Director/ 1 Year/ May 5, 2010 to present Vice Chairman/ 1 Year/ October 23, 2020 to May 3, 2022

			National Bank , PMFTC Inc., Progressive Farms, Inc., Tanduay Distillers, Inc., Manufacturing Services and Trade Corporation, Sipalay Trading Corporation, Saturn Holdings, Inc., Tangent Holdings Corporation, Trustmark Holdings Corporation and Zuma Holdings and Management Corporation.	
Karlu T. Say	53	Filipino	Founder and Director of Dong-A Pharma Phils., Inc., Director and Chief Operating Officer of Eton Properties Management Corp., Eton Properties Philippines, Inc., PNB Holdings Corporation, and Director of Alliedbankers Insurance Corporation.	Director/ 1 Year/ May 5, 2021 to present
Michael G. Tan	57	Filipino	Director, President and Chief Operating Officer of Asia Brewery, Inc.; Director of Tangent Holdings Corp., MacroAsia Corporation , Philippine National Bank , PMFTC Inc., Absolut Distillers, Inc., Tanduay Distillers, Inc., Tanduay Brands International, Inc., Trustmark Holdings Corporation, Shareholdings, Inc., Asia's Emerging Dragon Corporation, Paramount Land Equities, Inc., Allied Commercial Bank – Xiamen, Allied Banking Corp (Hongkong) Limited, PNB Global Remittance & Financial Company (Hk) Ltd, Saturn Holdings, Inc., Victorias Milling Company, Inc. , Maranaw Hotel (Century Park Hotel), and Pan-Asia Securities Corp., and Director and Treasurer of Zuma Holdings and Management Corporation; Member of the ASEAN Business Advisory Council (ASEAN BAC) representing the Philippines; Director and Vice President of the Federation of Filipino Chinese Chambers of Commerce & Industry, Inc.; Director of the Philippine Chamber of Commerce	President/ 1 Year/ 05 May 5, 2010 to present (Director since February 21, 2003)

			and Industry (PCCI) ; Trustee of Help Educate and Rear Orphans (HERO) Foundation, Inc. ; Member of the Private Sector Advisory Council.	
Lucio C. Tan III	30	Filipino	Director, President and Chief Operating Officer of Tanduay Distillers, Inc.; Vice Chairman and President of Sabre Travel Network Phils. Inc.; Vice President and Director of PAL Holdings, Inc. ; Vice President of Dunmore Development Corporation; Director of Ali-Eton Property Development Corp, Air Philippines Corporation, Allied Club, Inc., Allied Water Services, Inc., Asia's Emerging Dragon Corporation, Belton Communities, Inc., Eton City, Inc., First Homes, Inc., Fortune Landequities and Resources, Inc., Lufthansa Technik Philippines, MacroAsia Airport Services Corp., MacroAsia Corporation , MacroAsia Catering Services, Inc., MacroAsia SATS Food Industries, MacroAsia SATS Inflight Services Corp., PMFTC, Philippine Airlines, Inc., PNB Holdings Corporation, Philippine National Bank , and Prior Holdings Corp.; and former Director of Victorias Milling Company, Inc.	Director/ 1 Year/ December 17, 2019 to present Vice Chairman and Chief Operating Officer/1 Year/May 4, 2022 to present
Vivienne K. Tan	54	Filipino	Director of Philippine National Bank and Air Philippines Corporation, Member of the Board of Trustees of University of the East and University of the East Ramon Magsaysay Memorial Medical Center, Founding Chairperson of Entrepreneurs School of Asia and Founding Trustee of Philippine Center for Entrepreneurship (Go Negosyo).	Director/ 1 Year/ May 8, 2019 to present
Juanita T. Tan Lee	80	Filipino	Director of Asia Brewery, Inc., Eton Properties Philippines, Inc., and Tanduay Distillers, Inc.; Director and Corporate Secretary of Fortune Tobacco Corporation,	Director/ 1 Year/ May 2, 2012 to present Assistant Corporate

			Corporate Secretary of Absolut Distillers, Inc., Asian Alcohol Corporation, The Charter House, Inc., Foremost Farms, Inc., Grandspan Development Corporation, Himmel Industries, Inc., Landcom Realty Corporation, PMFTC Inc., Progressive Farms, Inc. and Total Bulk Corporation; Assistant Corporate Secretary of Basic Holdings Corporation; Treasurer of PAL Holdings, Inc. and Philippine Airlines, Inc., and a member of the Board of Trustees of the University of the East.	Secretary/ 1 Year/ September 13, 2000 to September 17, 2012 Treasurer/ 1 year/ April 8, 2014 to present
Johnip G. Cua	66	Filipino	Former President of Procter & Gamble Philippines, Inc., currently the Chairman of the Board of Trustees of the P&Gers Fund, Inc. and Xavier School, Inc., and the Chairman & President of Taibrews Corporation. He is an Independent Director of Asia Brewery, Inc., Century Pacific Food, Inc., First Aviation Academy, MacroAsia Corporation , MacroAsia Catering Services, Inc., MacroAsia Airport Services Corporation, MacroAsia SATS Food Industries Corporation, MacroAsia SATS Inflight Services Corporation, PAL Holdings, Inc. , Philippine Airlines, Inc., PhilPlans First, Inc., and Tanduary Distillers, Inc. Mr. Cua is also a Director of Interbake Marketing Corporation, Teambake Marketing Corporation, Lartizan Corporation, Allied Botanical Corporation, and Zenori Corporation; and Member of the Board of Trustees of MGCC Foundation and Xavier School Educational & Trust Fund.	Independent Director / 1 Year/ May 8, 2018 to present
Mary G. Ng	70	Filipino	Chief Executive Officer of H&E Group of Companies; Independent Director of Alliedbankers Insurance Corporation and Eton Properties Philippines, Inc.; Honorary President of the Packaging Institute of the Philippines, the Philippine Plastic Industrial Association of the Philippines, Inc., and the Association of Volunteer Fire Chiefs and Firefighters of the Philippines. Ms.	Independent Director / 1 Year/ May 8, 2019 to present

			Ng is also the first woman Chairman of the ASEAN Federation of Plastic Industries (AFPI); Executive Vice President of Federation of Filipino-Chinese Chamber of Commerce and Industries; Tripartite Board Member of Department of Labor and Employment (DOLE); Board Member of Technical Educational and Skills Development Authority (TESDA); Vice President of Philippine Piak O Eng Chamber of Commerce, and Philippine Piak O Eng Uy's Association; Director of Philippine Dongshi Townmate Association, Inc.; Tripartite Member of National Tripartite Council.	
Wilfrido E. Sanchez	86	Filipino	Tax Counsel of Quiason Makalintal Barot Torres Ibarra Sison & Damaso Law Firm; Independent Director of Asia Brewery, Inc., Eton Properties Philippines, Inc., Philippine National Bank , and Tanduay Distillers, Inc.; Trustee of Gokongwei Brothers Foundation and JVR Foundation; Director of EEI Corporation , EMCOR, Inc. House of Investments, Inc. , J-DEL Investments and Management Corp., Kawasaki Motor Corp., KS Prime Financial Corp., K-Servico, Inc., Trimotors Technology Corp., and Wodel, Inc.	Independent Director/ 1 year/ July 31, 2012 to present
Florencia G. Tarriela	76	Filipino	Director of PNB Capital and Investment Corporation and PNB International Investments Corporation; Independent Director of Nickel Asia Philippines (NAC); Director/Vice President of Tarriela Management Company and Director/Vice-President/Assistant Treasurer of Gozon Development Corporation; Member of the Board of Advisors of Philippine National Bank ; Member of the Board of Trustees of Financial Executives of the Philippines (FINEX), Tulay sa Pag-unlad, Inc. (TSPI) and TSPI MBA. She is also a Former Chairman of Philippine National Bank, former Undersecretary of Finance and the	Independent Director/ 1 year/ August 09, 2012 to present

			First Filipina Vice President of Citibank NA.	
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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)

A Director serves 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 2022 – 2023:

Mr. Lucio C. Tan (Chairman)
Mr. Lucio C. Tan III
Mr. Michael G. Tan
Ms. Karlu T. Say
Ms. Mary G. Ng
Ms. Juanita T. Tan Lee
Mr. Wilfrido E. Sanchez

In its meeting held on 13 February 2023, 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. Lucio C. Tan III
4. Michael G. Tan
5. Karlu T. Say
6. Vivienne K. Tan
7. Juanita T. Tan Lee
8. Johnip G. Cua
9. Mary G. Ng
10. Wilfrido E. Sanchez
11. Florencia G. Tarriela

Nominated as Independent Directors are Mr. Johnip G. Cua, Ms. Mary G. Ng, Mr. Wilfrido E. Sanchez, and Ms. Florencia G. Tarriela. All nominees for Independent Directors have been duly evaluated by the Nomination and Compensation Committee. As confirmed by the Committee, all the nominees for Independent Directors are qualified under Rule 38 of the Securities Regulation Code. The Independent Directors were nominated by Mr. Lucio C. Tan and Ms. Juanita T. Tan Lee, both stockholders of the Corporation. Neither Mr. Lucio C. Tan nor Ms. Juanita Tan Lee is related to any of the nominated Independent Directors.

Mr. Sanchez has been the Corporation’s independent director since July 31, 2012 while Ms. Tarriela has served as such since August 9, 2012. Ms. Ng and Mr. Cua have been independent directors since May 8, 2019 and May 8, 2018, respectively.

The nominees for Independent Director 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. Mr. Wilfrido E. Sanchez and Ms. Florencia G. Tarriela have served the maximum cumulative term of nine (9) years.

The Board of Directors resolved to approve the re-nomination of Ms. Florencia G. Tarriela for the position of independent director for the term 2023-2024. Director Florencia G. Tarriela was a former Undersecretary of Finance and the first Filipino Vice-President of an international bank. Her professional experience is beneficial to the Company in navigating and understanding the rules of the Bangko Sentral ng Pilipinas and policies of other government financial agencies. Moreover, she is a strong advocate of good corporate governance and brings this advocacy to the Board for the latter's strict adherence.

Likewise, the Board of Directors resolved to approve the re-nomination of Mr. Wilfrido E. Sanchez for the position of independent director for the term 2023-2024. His professional background and work experiences are invaluable to the Corporation as it always seeks his opinion and advice on various tax-related matters. He advises the Board on pending proposals on tax legislation and the impact of the latest Revenue Circulars and SEC Memorandum Circulars. His timely advice helps the Corporation and its subsidiaries make adjustments in their operations.

Because of the wealth of experiences and far-reaching influence in the business community of both Director Florencia G. Tarriela and Director Wilfrido E. Sanchez, the Committee believes that they should be retained as Independent Directors of the Company. Stockholders' approval will be sought to retain them as Independent Directors for the year 2023-2024.

Trainings and Continuing Education Attended

All the directors of the Corporation attended and completed the Corporate Governance Seminar conducted by SGV & Co. on September 14, 2022 and by Center for Global Best Practices on October 21, 2022.

Director Disclosures on Self-Dealings and Related-Party Transactions

As of the date of this report, none of the directors nor their spouses and relatives within the fourth civil degree of consanguinity or affinity has existing contracts with the Corporation.

The Corporation's related party transactions are discussed under Note 22 of the Consolidated Financial Statements.

(b) *Executive Officers*

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

Name/Position	Age	Citizenship	Current Affiliations and Business Experiences in the last 5 years	Term of Office/ Period Served
Lucio C. Tan/ Chairman and CEO	88	Filipino	See above	1 Year/July 2, 1999 to present
Lucio C. Tan III/ Vice Chairman and COO	30	Filipino	See above	1 Year/May 4, 2022 to present
Michael G. Tan/ President	57	Filipino	See above	1 Year/May 5, 2010 to present
Juanita T. Tan Lee/ Treasurer	80	Filipino	See above	1 Year/April 8, 2014 to present
Ma. Cecilia L. Pesayco/ Corporate Secretary	70	Filipino	Corporate Secretary of Asia Brewery, Inc., Buona Sorte Holdings, Inc., PAL Holdings, Inc. , Trustmark Holdings Corporation, Zuma Holdings and Management Corporation. She is likewise the Chief Legal Counsel of the Tan Yan Kee Foundation.	1 Year/March 31, 1998 to present
Jose Gabriel D. Olives/ Chief Financial Officer and Chief Risk Officer	76	Filipino	Former Senior Vice President – Finance & Chief Financial Officer of Philippine Airlines, Inc., and Former Chief Finance Officer of Asia Brewery, Inc.	1 Year/August 09, 2012 to present
Dioscoro Teodorico L. Lim/Chief Audit Executive	68	Filipino	Former Chief Audit Executive of Philippine National Bank.	1 Year/July 11, 2017 to present
Nestor C. Mendones/ Deputy Chief Financial Officer	68	Filipino	Senior Vice President-Finance and Chief Finance Officer of Tanduay Distillers, Inc.	1 Year/August 09, 2012 to present
Marivic T. Moya/ Assistant Corporate Secretary and Compliance Officer	62	Filipino	Corporate Secretary of Philippine Airlines, Inc., Cavite Business Resources, Inc. MacroAsia Catering Services Inc., MacroAsia Airport Services Corporation, and Watergy Business Solutions Inc., Director and Corporate Secretary of MacroAsia Properties Development Corporation, MacroAsia Air Taxi Services, Inc., and MacroAsia Mining Corporation	1 Year/June 09, 2014 to present

(c) *Significant Employees*

All of the Corporation's employees are highly valued by the Board of Directors. The Corporation relies on the teamwork of its executives and is not dependent on any specific Management executive.

(d) *Relationships and Related Party Transactions*

In its regular conduct of business, the Corporation has entered into transactions with associates and other related parties, 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 at current market prices at the time of the transactions, and on an arm's length basis.

Please refer to Note 22 of the Company's Consolidated Financial Statements for the list of related parties.

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 in order to identify potential conflicts of interest and immediately bring them to the attention of management.

(e) *Family Relationship*

The Chairman of the Board, Dr. Lucio C. Tan, is married to Ms. Carmen K. Tan (a director). He is the father of Mr. Michael G. Tan, Ms. Karlu T. Say, and Ms. Vivienne K. Tan (directors), and the grandfather of Mr. Lucio C. Tan III (a director).

(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: Mr. Lucio C. Tan <i>Chairman & CEO</i> Mr. Michael G. Tan <i>President</i> Ms. Juanita T. Tan Lee <i>Treasurer</i> Atty. Ma. Cecilia L. Pesayco <i>Corporate Secretary</i>	2023 (Estimate)	9,406,320	830,720	3,102,000
	2022	8,551,200	755,200	2,820,000
	2021	8,040,000	670,000	2,890,000

All other Officers and Directors as a group unnamed	2023 (Estimate)	-	-	7,496,500
	2022	-	-	6,815,000
	2021	400,000	33,333	6,800,000

**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 to the Corporation as a director.

A report on the compensation received by each Director will be presented to the stockholders during the Annual Stockholders' Meeting in compliance with Section 49 of the Revised Corporation Code.

Below is the record of the attendance of Directors during Board Meetings held in 2023:

Name	No. of Meetings Held	No. of Meetings Attended
Lucio C. Tan	18	18
Carmen K. Tan	18	18
Karlu T. Say	18	18
Michael G. Tan	18	18
Lucio C. Tan III	18	18
Vivienne K. Tan	18	18
Juanita T. Tan Lee	18	18
Johnip G. Cua	18	18
Mary G. Ng	18	16
Wilfrido E. Sanchez	18	18
Florencia G. Tarriela	18	18

ii. Other Arrangements

There are no other arrangements regarding compensation between the Corporation and any of the Directors for service provided as a director.

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

There are no employment contracts between the Corporation and any of its 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, Ms. Aileen L. Saringan, was appointed in 2021.

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 2021 and 2022:*

	Year 2022	Year 2021
LT Group, Inc.	₱1,426,000	₱1,320,000
Distilled Spirits	3,257,100	3,102,000
Beverage	5,385,000	5,000,000
Tobacco	577,500	550,000
Banking	23,468,190	22,383,000
Property Development	2,530,000	2,450,000
TOTAL	₱36,643,790	₱34,805,000

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

LT Group, Inc. and its subsidiaries incurred ₱1,016,000.00 and ₱1,916,500.00 in 2022 and 2021, respectively for consultancy services engagement.

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

In compliance with the Revised Corporate Governance Manual of the Company, the quarterly and annual financial statements are reviewed by the Audit Committee before their submission to the Board of Directors for approval before their release. The Audit Committee also evaluates the non-audit and additional work, if any, to be rendered by the external auditor before endorsing the same to the Board for approval.

The members of the Audit Committee of the Corporation for the year 2022 – 2023 are:

Mr. Johnip G. Cua (Chairman)
Ms. Mary G. Ng
Ms. Juanita T. Tan Lee
Mr. Wilfrido E. Sanchez
Ms. Florencia G. Tarriela

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

2022 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 04 May 2022*

The minutes of the last Annual Stockholders' Meeting held on 04 May 2022 will be presented for approval of the stockholders. A copy of the minutes of the meeting was made available in the Corporation's website as early as 10 May 2022 in accordance with Recommendation 13.3 of the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 24, series of 2019).

The following were the significant matters discussed at the 04 May 2022 Stockholders' Meeting:

- (i) The minutes of the previous meeting held on 05 May 2021 were approved;
- (ii) The Management Report and the Company's Financial Statements for the year ended 31 December 2021 were approved;

- (iii) All the acts, transactions, and resolutions by the Board of Directors and Management for the year 2021 were confirmed and ratified;
- (iv) The re-nomination of Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors was approved.
- (v) Eleven (11) Directors were elected to serve for the term 2022-2023;
- (vi) The auditing firm of Sycip Gorres Velayo & Co. was appointed as external auditor for 2022-2023.

In compliance with Section 49 of the Revised Corporation Code, the Minutes of the 2022 Annual Stockholders' Meeting prepared by the Corporate Secretary includes the following information:

- a) All the matters discussed and the resolutions approved by the stockholders;
- b) A record of the voting results for each agenda item requiring a vote; and,
- c) A list of the attendees of the meeting, including the directors and officers.

The complete list of stockholders, directors and officers who attended the meeting is attached to the Information Statement as Annex C. The voting results for each agenda item requiring a vote is attached to this report as Annex D.

The stockholders were given the opportunity to send their queries and clarifications on the items in the Agenda from the start of the registration period until 26 April 2022. A record of the questions asked and the answers provided was disclosed in the minutes of the meeting posted in the website of the Corporation.

The significant matters enumerated above were approved by the stockholders following the voting procedures explained in Item 18 of this Information Statement. The tabulation of votes was conducted by the Office of the Corporate Secretary and was done manually by referring to the voting instructions of the stockholders and proxies and adding them together. The validation of proxies was conducted in the presence of the Corporate Secretary, the Company's stock transfer agent and the Company's external counsel. The same method of tabulation and validation will be used for this year's stockholders' meeting.

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 2022. The Management Report and the Audited Financial Statements for the period ending 31 December 2022 of the Corporation are reflected in the accompanying Annual Report which will be made available to Stockholders in the Company's website no later 11 April 2023.

Item 16. Matters Not Required to be Submitted

Ratification of All Acts of Management in 2022

For transparency and in the exercise of good corporate practice, the acts of Management during the fiscal year 2022 are presented for ratification of the stockholders. A summary of the acts of Management for the year 2022 is set forth in Annex B.

Item 17. Other Proposed Actions

1. *Approval of the Re-Nomination of Mrs. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors*

Mrs. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez have both served the maximum cumulative term of nine (9) years mandated under SEC Memorandum Circular No. 15, Series of 2017.

Pursuant to the Code of Corporate Governance for Publicly-Listed Companies, set forth in pages 10–11 hereof are the meritorious justifications cited by the Nomination and Compensation Committee in approving the re-nomination of Mrs. Tarriela and Mr. Sanchez as independent directors. Upon consideration of the same, it is requested that the stockholders approve and re-elect Mrs. Tarriela and Mr. Sanchez as independent directors despite having served the maximum term.

2. *Election of Directors*

Eleven (11) Directors will be elected for the year 2023 – 2024.

3. *Election of External Auditor*

The External Auditor will be appointed for the year 2023 – 2024.

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 24 March 2023. Only proxies, signed by the stockholders and duly submitted to the Corporate Secretary through email at **ltgasm@ltg.com.ph** on or before 27 April 2023 for inspection and recording, shall be honored for purposes of voting. Validation of proxies shall be held on 28 April 2028.
- (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 and amendment of By Laws.
- (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) Since the meeting will be held by remote communication, voting shall be done by ballots. The Corporate Secretary and 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 submitted by proxies and ballots.

The Company undertakes to provide without charge to each shareholder, upon written request by the shareholder, a copy of the Company's Annual Report on SEC Form 17-A. Please direct all such requests to the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, 4/F PNB Makati 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 31 March 2023.

LT GROUP, INC.

By:



MA. CECILIA L. PESAYCO
Corporate Secretary

ANNEX A

DETAILS AND RATIONALE OF THE ITEMS IN THE AGENDA

1. **Call to Order.** The President, Mr. Michael G. Tan, will formally open the 2023 Annual Stockholders' Meeting of LT Group, Inc. (the "Company").
2. **Proof of Notice of Meeting/Certification of Quorum.** The Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, will certify that the Notice of Meeting has been duly published and made available to stockholders of record as of March 24, 2023 in accordance with the regulations of the Securities and Exchange Commission. She will thereafter certify as to the existence of a quorum for the valid transaction of business.
3. **Approval of the Minutes of the 2022 Annual Stockholders' Meeting.** A copy of the minutes of the previous Annual Stockholders' Meeting was uploaded to the Company's website and may be accessed at: <https://ltg.com.ph/wp-content/uploads/bsk-pdf-manager/2022/05/LTG-ASM-MINUTES-202248.pdf>
4. **Management Report.** The President will present to the stockholders the highlights of the Company's performance for the year 2022. The 2022 Annual Report and the Audited Financial Statements as of 31 December 2022, copies of which are incorporated in the Information Statement, will be presented to the stockholders for approval.
5. **Ratification of All Acts, Transactions and Resolutions by the Board of Directors and Management since the 2022 Annual Stockholders' Meeting.** The acts, resolutions and proceedings of the Board of Directors and Management since the 2022 Annual Stockholders' Meeting will be presented to the stockholders for approval and ratification.
6. **Approval of the Re-Nomination of Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors.** The re-nomination of Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors of the Company will be presented for the approval of the stockholders. Ms. Tarriela and Mr. Sanchez have both served the maximum cumulative term of nine (9) years mandated under SEC Memorandum Circular No. 15, series of 2017.
7. **Election of Directors.** Eleven (11) directors will be elected for the term 2023-2024. The respective profiles of the nominees can be found in the Information Statement.
8. **Appointment of External Auditor.** The appointment of Sycip Gorres Velayo & Co. as the External Auditor of the Company will be presented to the stockholders for confirmation and ratification.
9. **Adjournment.** Upon consideration of all matters in the Agenda, the President shall declare the meeting adjourned.

ANNEX B

ACTS, TRANSACTIONS, AND RESOLUTIONS BY THE BOARD OF DIRECTORS AND MANAGEMENT IN 2022

Date/Type	Matters Approved
08 February 2022	Calling of the Annual Stockholders' Meeting of LT Group, Inc. on May 4, 2022
08 February 2022	Reiteration of the Vision and Mission Statements of the Company
08 March 2022	Approval of the Corporation's Consolidated Financial Statements for the period ended December 31, 2021
08 March 2022	Approval of the 2021 Sustainability Report
08 March 2022	Approval of the SGV & Co. as the Company's External Auditor for the Year 2022 to 2023
08 March 2022	Approval of the following: 1. Integrated Annual Corporate Governance Report; 2. Revised Manual on Corporate Governance; 3. Code of Business Conduct and Ethics; 4. Audit Committee Charter 5. Risk Management Committee Charter; 6. Related Party Transaction Policy; 7. Cybersecurity Policy; and 8. Employee Development Program Policy and Procedural Guidelines
16 March 2022	Declaration of Cash Dividend of Php 0.15 per share and Special Cash Dividend of Php 0.15 per share to all stockholders of record as of March 30, 2022, which shall be paid out not later than April 12, 2022

06 May 2022	Approval of the Corporation's Consolidated Financial Statements for the period ended March 31, 2022
17 May 2022	Declaration of Special Cash Dividend of Php 0.30 per share to all stockholders of record as of May 31, 2022, which shall be paid out not later than June 15, 2022
09 August 2022	Approval of the Corporation's Consolidated Financial Statements for the period ended June 30, 2022
17 August 2022	Declaration of Special Cash Dividend of Php 0.30 per share to all stockholders of record as of September 2, 2022, which shall be paid out not later than September 15, 2022
08 November 2022	Approval of the Corporation's Consolidated Financial Statements for the period ended September 30, 2022.
07 February 2023	Calling of the Annual Stockholders' Meeting of LT Group, Inc. on May 3, 2023
07 February 2023	Reiteration of the Vision and Mission Statements of the Company
17 February 2023	Declaration of Regular Cash Dividend of Php 0.15 per share and Special Cash Dividend of Php 0.15 per share to all stockholders of record as of March 6, 2023, which shall be paid out not later than March 17, 2023
07 March 2023	Approval of the 2022 Sustainability Report
07 March 2023	Approval of the SGV & Co. as the Company's External Auditor for the Year 2023 to 2024
14 March 2023	Approval of the Corporation's Consolidated Financial Statements for the period ended December 31, 2022

ANNEX C

LIST OF ATTENDEES DURING THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON 4 MAY 2022

DIRECTORS

- | | | |
|---------------------------|---|-----------------------|
| 1. Lucio C. Tan | - | Chairman |
| 2. Carmen K. Tan | | |
| 3. Michael G. Tan | - | President |
| 4. Karlu T. Say | | |
| 5. Lucio C. Tan III | - | Vice Chairman and COO |
| 6. Vivienne K. Tan | | |
| 7. Juanita T. Tan Lee | | |
| 8. Johnip G. Cua | | |
| 9. Mary G. Ng | | |
| 10. Wilfrido E. Sanchez | | |
| 11. Florencia G. Tarriela | | |

BOARD OF ADVISOR

12. Peter Y. Ong

OFFICERS/MANAGEMENT

- | | | |
|-------------------------------|---|--|
| 13. Ma. Cecilia L. Pesayco | - | Corporate Secretary |
| 14. Jose Gabriel D. Olives | - | Chief Financial Officer and Chief Risk Officer |
| 15. Dioscoro Teodorico L. Lim | - | Chief Audit Executive |
| 16. Nestor C. Mendones | - | Deputy Chief Financial Officer |
| 17. Marivic T. Moya | - | Assistant Corporate Secretary/Compliance Officer |
| 18. Erwin C. Go | - | Chief Legal Counsel |
| 19. Annabelle Arceo | - | Investor Relations Officer |
| 20. Susan T. Lee | - | VP Finance |

EXTERNAL COUNSEL

21. Atty. Melissa R. Lichaytoo
22. Atty. Krisha F. Villanueva

EXTERNAL AUDITOR

23. Wilson P. Tan
24. Maria Vivian C. Ruiz
25. Martin C. Guantes
26. Aileen L. Saringan
27. Vicky B. Lee-Salas

28. Henry M. Tan
29. Francis Gaspi
30. Raphael Erickson M. De Leon

STOCK AND TRANSFER AGENT

31. Helen Ang
32. Gia Santos
33. Vicky Mendoza
34. Emy Audemard
35. Joanna Aviles

STOCKHOLDERS

36. Ishmael Canua
37. Julius San Victores
38. Anna Patricia Pasetes
39. Adriano Chua
40. Abigail Sy

ANNEX D

RECORD OF VOTING RESULTS FOR EACH AGENDA ITEM WHICH REQUIRED A VOTE DURING THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON 4 MAY 2022

I. Approval of the Minutes of the 2021 Annual Stockholders' Meeting held on 5 May 2021

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	8,956,847,964	7,615,900	60,767
Percent of Shares Voted	99.92%	0.08%	0.00%

II. Approval of the Management Report

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	8,954,783,864	7,615,900	2,124,867
Percent of Shares Voted	99.90%	0.08%	0.02%

III. Ratification of All Acts, Decisions, and Proceedings of the Board of Directors and of the Management

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	8,954,783,864	7,615,900	2,124,867
Percent of Shares Voted	99.90%	0.08%	0.02%

IV. Election of Directors

NAME	APPROVED	AGAINST	ABSTAIN
Lucio C. Tan	8,811,857,627	152,606,237	60,767
Percent of Shares Voted	98.30%	1.70%	0.00%
Carmen K. Tan	8,944,318,101	20,145,763	60,767
Percent of Shares Voted	99.77%	0.22%	0.00%
Karlu T. Say	8,822,796,823	141,667,041	60,767
Percent of Shares Voted	98.42%	1.58%	0.00%
Michael G. Tan	8,756,859,827	207,604,037	60,767
Percent of Shares Voted	97.68%	2.31%	0.00%
Lucio C. Tan III	8,949,401,664	15,062,200	60,767
Percent of Shares Voted	99.83%	0.17%	0.00%
Vivienne K. Tan	8,939,091,290	25,372,574	60,767
Percent of Shares Voted	99.72%	0.28%	0.00%
Juanita T. Tan Lee	8,751,138,927	213,324,937	60,767
Percent of Shares Voted	97.62%	2.38%	0.00%
Johnip G. Cua	8,939,889,348	24,574,516	60,767

Percent of Shares Voted	99.72%	0.27%	0.00%
Mary G. Ng	8,956,847,964	7,615,900	60,767
Percent of Shares Voted	99.91%	0.08%	0.00%
Wilfrido E. Sanchez	8,936,975,905	27,487,959	60,767
Percent of Shares Voted	99.69%	0.31%	0.00%
Florencia G. Tarriela	8,940,632,529	23,831,335	60,767
Percent of Shares Voted	99.73%	0.26	0.00%

V. Reappointment of External Auditor

	FOR	AGAINST	ABSTAIN
No. of Voted Shares	8,956,700,464	7,763,400	60,767
Percent of Shares Voted	99.91%	0.09%	0.00%