**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 2024**
   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 5 April 2024**

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 2024 |
| Time of meeting | : | 10:00 am |
| Place of meeting | : | Virtual meeting via Zoom application |
| Approximate date of posting of this Statement | : | 5 April 2024 |
| 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 15 March 2024*

As of 15 March 2024, the number of shares outstanding and shares entitled to vote is **10,821,388,889** held by a total of 379 stockholders. **1,361,401,531** common shares or **12.58%** are held by foreign nationals.

(b) *Record Date*

All stockholders of record as of 21 March 2024 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 2024*

| 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<br>Unit 3, 11/F, Bench Tower, 30th Street corner Rizal Drive, Crescent Park West, Bonifacio Global City, Taguig City<br><br>*Controlling Stockholder* | Lucio C. Tan<br><br>*Majority Stockholder* | 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 2024*

| Title of Class | Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | Citizenship | Percent of Beneficial Ownership |
|---|---|---|---|---|
| Common | Lucio C. Tan | 2,200<br>R (direct) | Filipino | Nil |
| Common | Carmen K. Tan | 2,200<br>R (direct) | Filipino | Nil |
| Common | Lucio C. Tan III | 1,100<br>R (direct) | Filipino | Nil |
| Common | Michael G. Tan | 1,151,996<br>R (direct) | Filipino | Nil |
| Common | Karlu T. Say | 1,000<br>R (direct)<br>530,000<br>R (indirect) | Filipino | Nil |
| Common | Vivienne K. Tan | 1,000<br>R (direct) | Filipino | Nil |
| Common | Juanita T. Tan Lee | 1,100<br>R (direct) | Filipino | Nil |
| Common | Johnip G. Cua | 1,000<br>R (direct) | Filipino | Nil |
| Common | Mary G. Ng | 1,000<br>R (direct) | Filipino | Nil |
| Common | Wilfrido E. Sanchez | 1,000<br>R (direct) | Filipino | Nil |
| Common | Florencia G. Tarriela | 1,000<br>R (direct) | Filipino | Nil |
| Common | Ma. Cecilia L. Pesayco | 2,200<br>R (direct) | Filipino | Nil |
| N/A | Jose Gabriel D. Olives | None<br>N/A | Filipino | N/A |
| N/A | Dioscoro Teodorico L. Lim | None<br>N/A | Filipino | N/A |
| N/A | Nestor C. Mendones | None<br>N/A | Filipino | N/A |
| N/A | Marivic T. Moya | None<br>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 | 89 | 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, Zuma Holdings and Management Corporation. He is also the Chairman Emeritus of **Philippine National Bank.** | Chairman/ 1Year/ July 2,1999 to present |
| Carmen K. Tan | 83 | Filipino | Vice Chairman and director 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., | Vice Chairman/ 1 Year/ May 3, 2023 to present<br><br>Director/ 1 Year/ May 5, 2010 to present |

| | | | | |
|---|---|---|---|---|
| | | | **MacroAsia Corporation, PAL Holdings, Inc**., 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. She is also a Member of the Board of Advisors of **Philippine National Bank.** | |
| Lucio C. Tan III | 31 | Filipino | President and Chief Operating Officer of **PAL Holdings, Inc.**, and Tanduay Distillers, Inc. He is also the President of Dunman Holdings Corporation and Tanduay Brands International, Inc. He also holds the position of Vice Chairman and President of Sabre Travel Network Phils. Inc. Mr. Tan is the Vice President of Dunmore Development Corporation. He is a Director of PMFTC, Inc., Philippine Airlines, Inc., **Philippine National Bank**, Ali-Eton Property Development Corp., Air Philippines Corporation, Allied Club, Inc., Allied Water Services Inc., Asia Brewery, Inc., Asia's Emerging Dragon Corporation, Asian Cancer Center Inc., Belton Communities, Inc., Dominium Realty & Construction Corporation, Eton City, Inc., Eton Properties Philippines Inc., First Homes, Inc., Fortune Landequities and Resources Inc., Fortune Tobacco Corporation, Kaizer Chemical Industries, Inc., Lufthansa Technik Philippines, MacroAsia Airport Services Corp., **MacroAsia Corporation**, MacroAsia Catering Services Inc., MacroAsia SATS Food Industries, MacroAsia SATS Inflight Services Corp., PNB Holdings Corporation, Prior Holdings Corp., Qualisure | Director/ 1 Year/ December 17, 2019 to present<br><br>President/1 Year/ May 3, 2023 to present<br><br>Chief Operating Officer/1 Year/ May 4, 2022 to present |

| | | | | |
|---|---|---|---|---|
| | | | Holdings Inc., REM Development Corporation, Shareholdings, Inc., Silangan Holdings, Inc., Sipalay Trading Corporation, Trustmark Holdings Corporation, and Zuma Holdings and Management Corporation. | |
| Michael G. Tan | 58 | Filipino | 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. He is a member of the ASEAN Business Advisory Council (ASEAN BAC) representing the Philippines, a Director and Vice President of the Federation of Filipino Chinese Chambers of Commerce & Industry, Inc. He is also a Director and Vice President of Philippine Chamber of Commerce and Industry (PCCI) and Trustee of the Help Educate and Rear Orphans (HERO) Foundation, Inc. | Director/ 1 Year/ February 21, 2003 to present |
| Karlu T. Say | 54 | Filipino | Founder and Director of Dong-A Pharma Phils., Inc., President and Director of PNB Holdings Corporation, Director of Eton Properties Philippines, Inc. and Alliedbankers Insurance Corporation. | Director/ 1 Year/ May 5, 2021 to present |

| | | | | |
|---|---|---|---|---|
| Vivienne K. Tan | 56 | 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 7, 2019 to present |
| Juanita T. Tan Lee | 81 | Filipino | Director of Asia Brewery, Inc., Eton Properties Philippines, Inc., and Tanduay Distillers, Inc.; Director and Corporate Secretary of Fortune Tobacco Corporation; 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. | Director/ 1 Year/ May 2, 2012 to present<br><br>Assistant Corporate Secretary/ 1 Year/ September 13, 2000 to September 17, 2012<br><br>Treasurer/ 1 year/ April 8, 2014 to present |
| Johnip G. Cua | 67 | 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., First Aviation Academy, **PAL Holdings, Inc**., Philippine Airlines, Inc., PhilPlans First, Inc., Lufthansa Technik Philippines, Inc. and Tanduay Distillers, Inc. Mr. Cua is also a Director of **MacroAsia Corporation**, MacroAsia Catering Services, Inc., MacroAsia Airport Services | Independent Director / 1 Year/ May 8, 2018 to present |

| | | | | |
|---|---|---|---|---|
| | | | Corporation, MacroAsia SATS Food Industries Corporation, MacroAsia SATS Inflight Services Corporation, 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. | |
| Mary G. Ng | 70 | Filipino | Chief Executive Officer of H&E Group of Companies; an Independent Director of Eton Properties Philippines, Inc., and ABIC Insurance; 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; Executive Vice President of Federation of Filipino-Chinese Chamber of Commerce and Industries; Tripartite Board member of the Department of Labor and Employment; Board Member of Technical Educational and Skills Development Authority (TESDA); Vice President of the Philippine Piak O Eng Chamber of Commerce and Philippine Piak O Eng Uy's Association; Director of Philippine Dongshi Townmate Association, Inc., and Tripartite Member of National Tripartite Council. Ms. Ng is also the Management and Operation Consultant of Foremost Farms Incorporated. | Independent Director / 1 Year/ May 7, 2019 to present |
| Wilfrido E. Sanchez | 87 | Filipino | Tax Counsel of Quiason Makalintal Barot Torres Ibarra Sison & Damaso Law Firm; Independent Director of Asia Brewery, Inc., **Philippine National Bank**, and Tanduay Distillers, Inc.; Trustee of | Independent Director/ 1 year/July 31, 2012 to present |

| | | | | |
|---|---|---|---|---|
| | | | Gokongwei Brothers Foundation and JVR Foundation; Director of Eton Properties Philippines, Inc., **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. | |
| Florencia G. Tarriela | 77 | 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; Board of Advisor 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 First Filipina Vice President of Citibank NA. | Independent Director/ 1 year/August 09, 2012 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)*

A Director serves for a term of one (1) year until the election and qualification of his successor.

The following are the Members of the Nomination and Compensation Committee for the year 2023 – 2024:

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 20 March 2024, 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 2024-2025. 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 2024-2025. 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 2024-2025.

**Trainings and Continuing Education Attended**

All the directors of the Corporation attended and completed the Corporate Governance Seminar conducted by SGV & Co. on October 24, 2023.

**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 Chief Executive Officer | 89 | Filipino | See above | 1 Year/July 2, 1999 to present |
| Lucio C. Tan III/ President and Chief Operating Officer | 31 | Filipino | See above | 1 Year/May 3, 2023 to present |
| Juanita T. Tan Lee/ Treasurer | 81 | Filipino | See above | 1 Year/April 8, 2014 to present |
| Ma. Cecilia L. Pesayco/ Corporate Secretary | 71 | Filipino | Corporate Secretary of Asia Brewery, Inc., Buona Sorte Holdings, Inc., PAL Holdings, Inc., Tangent Holdings Corporation, Trustmark Holdings Corporation, Zuma Holdings and | 1 Year/March 31, 1998 to present |

| | | | | |
|---|---|---|---|---|
| | | | Management Corporation. She is likewise the Chief Legal Counsel of the Tan Yan Kee Foundation. | |
| Jose Gabriel D. Olives/ Chief Financial Officer (CFO), Chief Risk Officer (CRO), Chief Sustainability Officer (CSO) and ESG Officer | 77 | 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 as CFO<br><br>1 Year/July 9, 2019 to present as CRO<br><br>1 Year/May 9, 2023 to present as CSO and ESG Officer |
| Dioscoro Teodorico L. Lim/Chief Audit Executive | 69 | Filipino | Former Chief Audit Executive of Philippine National Bank. | 1 Year/July 11, 2017 to present |
| Nestor C. Mendones/ Deputy Chief Financial Officer | 69 | 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 | 63 | Filipino | Corporate Secretary of the Philippine Airlines, Inc., and Assistant Corporate Secretary of PAL Holdings, Inc.; Corporate Secretary of MacroAsia SATS Food Industries Corporation, MacroAsia Airport Services Corp., Asia's Emerging Dragons Corp., Aqualink Resources Development Corporation, Tera Connectivity and Information Inc.; Senior Vice President (former Vice President) for Human Resources, Legal and External Relations, Chief Compliance Officer (former Compliance Officer) and Chief Information Officer of MacroAsia Corporation; Corporate Secretary and Director of MacroAsia Properties Development Corp., MacroAsia Air Taxi Services, Inc., MacroAsia Mining Corp., First Aviation Academy, Inc., Naic Water Supply Corporation; Corporate Secretary and former Director of MacroAsia Catering Services Inc., SNV Resources Development Corp., Boracay Tubi System, Inc., Summa Water | 1 Year/June 09, 2014 to present |

| | | | | |
|---|---|---|---|---|
| | | | Resources, Inc.; Former Corporate Secretary and Director of MacroAsia SATS Inflight Services Corporation; Director and Treasurer of Watergy Business Solutions Inc. and Cavite Business Resources Inc.; and Director of Alliedkonsult Eco-solutions Corporation and Cavite Alliedkonsult Services Corporation. | |

(c) *Significant Employees*

All employees of the Group are treated fairly and are given equal opportunity to succeed and advance their careers in the Company. The principal officers are expected to contribute more to the progress and development of the Company and its subsidiaries. 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 immediate 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*

Dr. Lucio C. Tan (the Chairman), married to Ms. Carmen K. Tan (the Vice Chairman), is the father of Ms. Vivienne K. Tan (a Director), Ms. Karlu T. Say (a Director), and Mr. Michael G. Tan (a Director). Dr. Lucio C. Tan is 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:<br><br>Mr. Lucio C. Tan<br>*Chairman & CEO* | 2024<br>(Estimate) | 9,528,640 | 794,054 | 3,294,500 |

| | | | | |
|---|---|---|---|---|
| Mr. Lucio C. Tan III<br>*President & COO*<br><br>Ms. Juanita T. Tan Lee<br>*Treasurer*<br><br>Atty. Ma. Cecilia L. Pesayco<br>*Corporate Secretary* | 2023 | 8,662,400 | 721,867 | 2,995,000 |
| | 2022 | 8,551,200 | 755,200 | 2,820,000 |
| | | | | |
| All other Officers and Directors as a group unnamed | 2024 (Estimate) | - | - | 9,797,334 |
| | 2023 | 500,000 | 41,667 | 8,635,000 |
| | 2022 | - | - | 6,815,000 |

**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 | 19 | 19 |
| Carmen K. Tan | 19 | 19 |
| Karlu T. Say | 19 | 19 |
| Michael G. Tan | 19 | 19 |
| Lucio C. Tan III | 19 | 19 |

| | | |
|---|---|---|
| Vivienne K. Tan | 19 | 19 |
| Juanita T. Tan Lee | 19 | 19 |
| Johnip G. Cua | 19 | 19 |
| Mary G. Ng | 19 | 19 |
| Wilfrido E. Sanchez | 19 | 19 |
| Florencia G. Tarriela | 19 | 19 |

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*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 2022 and 2023*:

| | **Year 2023** | **Year 2022** |
|---|---:|---:|
| LT Group, Inc. | ₱1,426,000 | ₱1,426,000 |
| Distilled Spirits | 3,260,000 | 3,257,100 |
| Beverage | 5,385,000 | 5,385,000 |
| Tobacco | 577,500 | 577,500 |
| Banking | 27,529,000 | 29,740,000 |
| Property Development | 2,530,000 | 2,530,000 |
| **TOTAL** | **₱40,707,500** | **₱42,915,600** |

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**

LT Group, Inc. and its subsidiaries incurred nil in 2023 and ₱1,016,000 in 2022 for tax services engagement.

**c.) All Other Fees**

LT Group, Inc. and its subsidiaries incurred ₱2,560,000 and ₱6,373,000 in 2023 and 2022, 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 2023 – 2024 are:

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

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 2023 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 03 May 2023*

The minutes of the last Annual Stockholders' Meeting held on 03 May 2023 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 8 May 2023 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 03 May 2023 Stockholders' Meeting:

(i) The minutes of the previous meeting held on 04 May 2022 were approved;

(ii) The Management Report and the Company's Financial Statements for the year ended 31 December 2022 were approved;

(iii) All the acts, transactions, and resolutions by the Board of Directors and Management for the year 2022 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 2023-2024;

(vi) The auditing firm of Sycip Gorres Velayo & Co. was appointed as external auditor for 2023-2024.

In compliance with Section 49 of the Revised Corporation Code, the Minutes of the 2023 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 to ltgasm@ltg.com.ph from the start of the registration period until 27 April 2023. However, the Company did not receive any query or request for clarification within the specified deadline.

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 2023. The Management Report and the Audited Financial Statements for the period ending 31 December 2023 of the Corporation are reflected in the accompanying Annual Report which will be made available to Stockholders in the Company's website no later 5 April 2024.

## Item 16. Matters Not Required to be Submitted

*Ratification of All Acts of Management in 2023*

For transparency and in the exercise of good corporate practice, the acts of Management during the fiscal year 2023 are presented for ratification of the stockholders. A summary of the acts of Management for the year 2023 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 11 to 12 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 2024 – 2025.

3. *Election of External Auditor*

The External Auditor will be appointed for the year 2024 – 2025.

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

**Item 18. Voting Procedures**

(a) Every stockholder shall have the right to vote, either in person or by proxy, the number of shares registered in his name on record as of the close of business hours on 21 March 2024. Only proxies, signed by the stockholders and duly submitted to the Corporate Secretary through email at **ltgasm@ltg.com.ph** on or before 25 April 2024 for inspection and recording, shall be honored for purposes of voting. Validation of proxies shall be held on 26 April 2024.

(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 1 April 2024.

**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 will formally open the 2024 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 21, 2024 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 2023 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/2023/05/LTG-Minutes-of-the-Annual-Stockholders-Meeting-05032023.pdf

4. **Management Report.** The President will present to the stockholders the highlights of the Company's performance for the year 2023. The 2023 Annual Report and the Audited Financial Statements as of 31 December 2023, 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 2023 Annual Stockholders' Meeting.** The acts, resolutions and proceedings of the Board of Directors and Management since the 2023 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 2024-2025. 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 2023**

| Date/Type | Matters Approved |
|---|---|
| February 13, 2023 | Calling of the Annual Stockholders' Meeting on May 3, 2023 at 10:00 a.m. via Remote Communication |
| February 13, 2023 | Authorized signatories for the Directors and Officers of Liability Insurance |
| February 17, 2023 | Declaration of Cash Dividends |
| March 7, 2023 | Approval of the Audited Consolidated Financial Statements for the period ending December 31, 2022 |
| March 7, 2023 | Approval of the 2022 Sustainability Report |
| March 7, 2023 | Approval of the Reappointment of SGV & Co. as External Auditor of the Corporation for 2023-2024 |
| April 11, 2023 | Approval of the Nominees to the Board of Directors in the 2023 Annual Stockholders' Meeting |
| April 11, 2023 | Appointment of Atty. Terencio R. Yumang Jr. and Associates as counsel to represent the Company in its protest against the assessment being made by the LGU of Taguig |
| May 9, 2023 | Approval of the Consolidated Financial Statements for the period ending March 31, 2023 |
| May 9, 2023 | Appointment of Mr. Jose Gabriel D. Olives as Chief Sustainability Report Officer and ESG Officer |

| | |
|---|---|
| May 9, 2023 | Approval of 2022 Integrated Annual Corporate Governance Report (I-ACGR) |
| May 9, 2023 | Approval of the Revised Manual on Corporate Governance |
| May 9, 2023 | Approval of the Revised Corporate Governance Charter |
| May 15, 2023 | Declaration of Cash Dividends |
| July 11, 2023 | Authorize Terencio R. Yumang, Jr. & Associates to represent the Corporation in the Court of Tax Appeals |
| August 8, 2023 | Approval of the Consolidated Financial Statements for the period ending June 30, 2023 |
| August 15, 2023 | Declaration of Cash Dividends |
| August 15, 2023 | Authorize Ms. Zerlynette C. Ong to Appear as Witness in the Corporation's Case entitled "Lucio Tan Group, Inc., V. J. Voltaire I. Enriquez , CTA Case No. 924. |
| November 7, 2023 | Approval of the Consolidated Financial Statements for the period ending September 30, 2023 |
| November 7, 2023 | Approval of the Nominees to the Board of Directors of Victorias Milling Company |
| November 7, 2023 | Appointment of Proxies to the 2024 Annual Stockholders' Meeting of Victorias Milling Company |
| November 7, 2023 | Appointment of Proxy to the Special Stockholders' Meeting of PNB Holdings Corporation |

| | |
|---|---|
| November 17, 2023 | Declaration of Cash Dividends |
| December 12, 2023 | Renewal of LT Group, Inc. Credit Line with Philippine Airlines, Inc. under Corporate Purchase Order/Letter Order (PO/LO) |
| December 12, 2023 | Authority to Sign the Directors and Officers Liability Insurance |

**ANNEX C**

**LIST OF ATTENDEES DURING THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON 3 MAY 2023**

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 ADVISOR

12. Peter Y. Ong
13. Chester Y. Luy

OFFICERS/MANAGEMENT

| | | |
|---|---|---|
| 14. Ma. Cecilia L. Pesayco | - | Corporate Secretary |
| 15. Jose Gabriel D. Olives | - | Chief Financial Officer and Chief Risk Officer |
| 16. Dioscoro Teodorico L. Lim | - | Chief Audit Executive |
| 17. Nestor C. Mendones | - | Deputy Chief Financial Officer |
| 18. Marivic T. Moya | - | Assistant Corporate Secretary/Compliance Officer |
| 19. Erwin C. Go | - | Chief Legal Counsel |
| 20. Annabelle Arceo | - | Investor Relations Officer |
| 21. Susan T. Lee | - | VP Finance |

EXTERNAL COUNSEL

22. Atty. Anna Melissa R. Lichaytoo
23. Atty. Krisha F. Villanueva

EXTERNAL AUDITOR

24. Wilson P. Tan
25. Maria Vivian C. Ruiz
26. Martin C. Guantes
27. Aileen L. Saringan

28. Vicky B. Lee-Salas
29. Henry M. Tan
30. Francis Gaspi
31. Raphael Erickson M. De Leon

STOCK AND TRANSFER AGENT

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

STOCKHOLDERS

37. Carlo G. Angeles
38. Kyle Alexander C. Aznar
39. Mary Yvette O. Deloso
40. Rogie L. Dela Cuesta-Fernandez
41. Lei Angeli S. Morenos
42. Julius Victor Emmanuel J. San Victores

## 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 3 MAY 2023

| **Approval of the Minutes of the 2022 Annual Stockholders' Meeting Held on 4 May 2022** | **FOR** | **AGAINST** | **ABSTAIN** |
|---|---|---|---|
| No. of Shares Voting | 8,706,404,073 | 13,647,443 | 0 |
| % of Shares | 99.84% | 0.16% | 0.00% |
| **Management Report** | **FOR** | **AGAINST** | **ABSTAIN** |
| No. of Shares Voting | 8,700,971,873 | 0 | 19,079,643 |
| % of Shares | 99.78% | 0.00% | 0.22% |
| **Ratification of All Acts, Transactions, and Resolutions by the Board** | **FOR** | **AGAINST** | **ABSTAIN** |
| No. of Shares Voting | 8,700,971,873 | 0 | 19,079,643 |
| % of Shares | 99.78% | 0.00% | 0.22% |
| **Approval of the Re-Nomination of Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors** | **FOR** | **AGAINST** | **ABSTAIN** |
| No. of Shares Voting | 8,648,160,589 | 58,243,484 | 13,647,443 |
| % of Shares | 99.18% | 0.67% | 0.15% |
| **Election of Directors** | **FOR** | **AGAINST** | **ABSTAIN** |
| Dr. Lucio C. Tan | 8,659,930,020 | 46,474,053 | 13,647,443 |
| Ms. Carmen K. Tan | 8,667,775,491 | 38,628,582 | 13,647,443 |
| Mr. Lucio C. Tan III | 8,596,876,220 | 109,527,853 | 13,647,443 |
| Mr. Michael G. Tan | 8,593,459,220 | 112,944,853 | 13,647,443 |
| Ms. Karlu T. Say | 8,610,548,215 | 95,855,858 | 13,647,443 |
| Ms. Vivienne K. Tan | 8,678,979,260 | 27,424,813 | 13,647,443 |
| Ms. Juanita T. Tan Lee | 8,593,459,220 | 112,944,853 | 13,647,443 |
| Mr. Johnip G. Cua | 8,683,277,389 | 23,126,684 | 13,647,443 |
| Ms. Mary G. Ng | 8,706,404,073 | 0 | 13,647,443 |
| Mr. Wilfrido E. Sanchez | 8,647,660,189 | 58,743,884 | 13,647,443 |
| Ms. Florencia G. Tarriela | 8,663,049,923 | 43,354,150 | 13,647,443 |
| **Appointment of External Auditor** | **FOR** | **AGAINST** | **ABSTAIN** |
| No. of Shares Voting | 8,703,953,143 | 2,450,930 | 13,647,443 |
| % of Shares | 99.82% | 0.03% | 0.15% |

**LT GROUP, INC.** is **not soliciting proxies** and a stockholder is NOT required to submit a proxy to LTG. This Proxy form is being provided only for the convenience, and upon request, of a stockholder.

**PROXY FORM**

THE UNDERSIGNED shareholder of **LT GROUP, INC.** hereby appoints:

________________________________________

or in its/his/her absence, the Chairman of the Meeting, as its/his/her true and lawful attorney-in-fact or proxy to represent one hundred percent (100%) of its/his/her voting rights and to vote on its/his/her behalf at the Annual Stockholders' Meeting of the Corporation to be held on 3 May 2024, as follows:

| | **For** | **Against** | **Abstain** |
|---|---|---|---|
| 1. Approval of the Minutes of the 2023 Annual Stockholders' Meeting held on 3 May 2023 | ☐ | ☐ | ☐ |
| 2. Approval of the Management Report and the Audited Financial Statements as of 31 December 2023 | ☐ | ☐ | ☐ |
| 3. Ratification of All Acts, Transactions and Resolutions of the Board of Directors and Management since the 2023 Annual Stockholders' Meeting | ☐ | ☐ | ☐ |
| 4. Approval of the Re-Nomination of Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez as Independent Directors | | | |
| 5. Ratification and Appointment of External Auditor (SGV & Co.) | ☐ | ☐ | ☐ |
| | VOTE FOR | NUMBER OF VOTES | |
| 6. Election of Directors<br><br>Vote shares as follows (Please check one):<br>☐ Equally to all eleven (11) nominees for directors;<br>☐ Abstain for all eleven (11) nominees for directors;<br>☐ Distribute or cumulate shares to the nominees as follows: | | | |
| 1. Dr. 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. Mary G. Ng (Independent Director) | ☐ | | |
| 9. Johnip G. Cua (Independent Director) | ☐ | | |
| 10. Wilfrido E. Sanchez (Independent Director) | ☐ | | |
| 11. Florencia G. Tarriela (Independent Director) | ☐ | | |

For any other matter arising during the meeting, the above-named proxy is authorized to vote as he/she may deem fit. This proxy revokes and supersedes any proxy or proxies the undersigned may have previously executed and shall not apply in instances where the undersigned personally attends such stockholders' meeting.

**IN WITNESS WHEREOF**, the undersigned stockholder has executed this proxy this ______ day of ___________ 2024 in ____________________.

____________________________
*(name in print below signature)*

**SIGNED IN THE PRESENCE OF:**

_____________________ _____________________

REPUBLIC OF THE PHILIPPINES )
) SS.

**SUBSCRIBED AND SWORN** to before me this this _______________ in _______________, affiant exhibited to me his/her ___________________ issued on ___________________ at _________________.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2024.