COVER SHEET

PW343
S.E.C. Registration Number

LT GROUP, INC.

(Company's Full Name)

11TH FLOOR UNIT 3, BENCH TOWER
30TH STREET COR. RIZAL DRIVE,
CRESCENT PARK WEST 5,
BONIFACIO GLOBAL CITY, TAGUIG
CITY

(Business Address: No. Street City / Town / Province)

SUSAN LEE
Contact Persons

(02) 808-1266
Company Telephone Number

12 31
Month Day
Fiscal Year

DEFINITIVE INFORMATION STATEMENT
SEC FORM

FIRST WEDNESDAY OF MAY
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

LT GROUP, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder:

Please be informed that the Annual Shareholders' Meeting of **LT GROUP, INC.** will be held on 20 June 2017 at 10:00 am at the Kachina Room, Century Park Hotel, Manila.

The Agenda for the said Meeting shall be as follows:

1. Call to Order
2. Proof of Notice of Meeting / Certification of Quorum
3. Approval of the Minutes of the Previous Meeting
4. Management Report
5. Ratification of All Acts, Transactions, and Resolutions by the Board of Directors and Management in 2016
6. Election of Directors
7. Adjournment

The Board of Directors has fixed the close of business on 22 May 2017 as the record date of shareholders in good standing entitled to receive notice of, and to vote at, the Meeting and any adjournments thereof.

All shareholders are cordially invited to attend the Meeting in person. However, if you are unable to attend, you may send us a proxy not later than the close of business on 14 June 2017 at the Office of the Corporate Secretary at the 2/F Allied Bank Center, 6754 Ayala Avenue, Makati City.

Registration shall begin at 9:00 a.m. on 20 June 2017. In order to facilitate registration, shareholders attending in person or their proxy should bring appropriate identification cards bearing a picture such as driver's license, company ID, and the like.

9 May 2017.

MA. CECILIA L. PESAYCO
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
Information Statement Pursuant to Section 20 of the Securities Regulation Code

1. Check the appropriate box:
   [ ] Preliminary Information Statement
   [√] Definitive Information Statement

2. Name of Registrant as specified in its charter: **LT GROUP, INC. (formerly "Tanduay Holdings, Inc.")**

3. Province, country, or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**

4. SEC Identification Number : **PW-343**

5. BIR Tax Identification Number : **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) 808-1266**

8. Date of meeting : **20 June 2017**
   Time of meeting : **10:00 a.m.**
   Place of meeting : **Kachina Room Century Park Hotel, Manila**

9. Approximate date on which the Information Statement is first to be sent or given to security holders : **23 May 2017**

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 shareholders

Date of meeting	:	20 June 2017
Time of meeting	:	10:00 a.m.
Place of meeting	:	Kachina Room, Century Park Hotel, Manila
Approximate date of mailing of this Statement	:	23 May 2017
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 81 of the Corporation Code of the Philippines grants in favor of the shareholder the right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case an amendment to the Articles of Incorporation will change or restrict the rights of such shareholder or otherwise extends or shortens 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 42 of the Corporation Code, a shareholder is likewise given an appraisal right in case the Corporation decides to invest its funds in another corporation or business or for a purpose other than what is stated in the Corporation's Articles of Incorporation.

The matters to be presented at the Annual Shareholders' Meeting subject of this Notice do not give rise to any appraisal right in favor of the shareholders.

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

(a) 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 Shareholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) *Total Number of Shares Issued and Outstanding as of 30 April 2017:* As of 30 April 2017, the number of shares outstanding and shares entitled to vote in the Annual Shareholders' Meeting is 10,821,388,889, of which 2,174,684,392 common shares or 20.10% are held by foreign nationals.

(b) *Record Date:* All shareholders of record as of 22 May 2017 are entitled to notice of, and to vote at, the Annual Shareholders' Meeting.

(c) *Number of Votes Per Share:* Each share is entitled to one (1) vote. With respect to the election of Directors, shareholders of record are entitled to as many number of votes as is equal to the number of shares he owns multiplied by thirteen (13), the number of Directors to be elected. The shareholder 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.

(d) *Security Ownership of Certain Record and Beneficial Shareholders Holding More Than 5% of Voting Securities as of 30 April 2017*

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, 30th Street corner Rizal Drive, Crescent Park West, Bonifacio Global City, Taguig City *Controlling Shareholder*	Lucio C. Tan *Majority Shareholder*	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 members of which are Mssrs. Lucio C. Tan, Harry C. Tan, Lucio K. Tan, Jr., Michael G. Tan, and Mrs. Carmen K. Tan. The proxy to vote the shares of Tangent Holdings Corporation is expected to be given to Ms. Juanita Tan Lee.

(e) *Security Ownership of Management as of 30 April 2017*

Title of Class	**Name of Beneficial owner**	**Amount and Nature of Beneficial Ownership**	**Citizenship**	**Percent of Beneficial Ownership**
Common	Lucio C. Tan	2,200 R (direct)	Filipino	Nil
Common	Harry C. Tan	3,300 R (direct)	Filipino	Nil
Common	Carmen K. Tan	2,200 R (direct)	Filipino	Nil
Common	Lucio K. Tan Jr.	1,100 R (direct)	Filipino	Nil
Common	Michael G. Tan	1,100 R (direct)	Filipino	Nil
Common	Joseph T. Chua	2,200 R (direct)	Filipino	Nil
Common	Juanita Tan Lee	1,100 R (direct)	Filipino	Nil
Common	Washington Z. Sycip	1,000 R (direct)	American	Nil
Common	Wilfrido E. Sanchez	1,000 R (direct)	Filipino	Nil
Common	Florencia G. Tarriela	1,000 R (direct)	Filipino	Nil
Common	Antonino L. Alindogan Jr.	1,000 R (direct)	Filipino	Nil
Common	Peter Y. Ong	1,100 R (direct)	Filipino	Nil
Common	Robin C. Sy	1,000 R (direct)	Filipino	Nil
Common	Ma. Cecilia L. Pesayco	2,200 R (direct)	Filipino	Nil
N/A	Jose Gabriel D. Olives	None N/A	Filipino	N/A
N/A	Nestor C. Mendones	None N/A	Filipino	N/A
N/A	Marivic T. Moya	None N/A	Filipino	N/A

(f) *Voting Trust Holders of 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 in a change in control of the Corporation.

Item 5. Directors and Executive Officers

(a) *Directors*

The Corporation has thirteen (13) 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 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	82	Filipino	Chairman of Philippine Airlines, Inc., Asia Brewery Inc., Eton Properties Philippines, Inc., **MacroAsia Corp.,** Fortune Tobacco Corp., PMFTC Inc., Grandspan Development Corp., Himmel Industries Inc., Lucky Travel Corp., **PAL Holdings, Inc.,** Air Philippines Corporation, Tanduay Distillers, Inc., The Charter House, Inc., AlliedBankers Insurance Corp., Absolut Distillers, Inc., Progressive Farms, Inc., Foremost Farms, Inc. and Basic Holdings Corp.; Director of **Philippine National Bank**	Chairman/ 1Year/ 2 July 1999 to present
Carmen K. Tan	75	Filipino	Director of Asia Brewery, Inc., The Charter House, Inc., Foremost Farms, Inc., Philippine Airlines, Inc., **PAL Holdings, Inc.,** Air Philippines Corporation, Fortune Tobacco Corp., Himmel Industries, Inc., Lucky Travel Corp., Progressive Farms, Inc., Tanduay Distillers, Inc., **MacroAsia Corp., Philippine National Bank,** and PMFTC Inc.	Director/ 1 Year/ 05 May 2010 to present

Harry C. Tan	70	Filipino	Director of Eton Properties Philippines, Inc., PAN Asia Securities, Inc., Lucky Travel Corp., The Charter House, Inc., Fortune Tobacco Corp., Century Park Hotel, Landcom Realty Corp., Asia Brewery Inc., AlliedBankers Insurance Corp., Absolut Distillers, Inc., Basic Holdings Corp., Foremost Farms, Inc., Himmel Industries Inc., PMFTC Inc., **Philippine National Bank,** Progressive Farms, Inc., Grandspan Development Corp. and Tanduay Distillers, Inc.	Director/ 1 Year/ 28 May 2008 to present
Michael G. Tan	50	Filipino	Director/Chief Operating Officer of Asia Brewery, Inc., Director of Allied Bankers Insurance Corp., Air Philippines Corporation, Eton Properties Philippines, Inc., PMFTC Inc., Lucky Travel Corp., **Philippine National Bank,** Absolut Distillers, Inc., Philippine Airlines, Inc., **MacroAsia Corp.** and **Victorias Milling Company, Inc.,** Tanduay Distillers, Inc.; and Director/Treasurer of **PAL Holdings, Inc.** and Air Philippines Corporation.	President/ 1 Year/ 05 May 2010 to present (Director since 21 February 2003)
Lucio K. Tan, Jr.	50	Filipino	Director/President of Tanduay Distillers, Inc. and Eton Properties Philippines, Inc.; Director/EVP of Fortune Tobacco Corp.; Director of AlliedBankers Insurance Corp., Philippine Airlines, Inc., **Philippine National Bank, PAL Holdings, Inc., MacroAsia Corp.,** PMFTC Inc., Lucky Travel Corp., Air Philippines Corp., Absolut Distillers, Inc., Asia Brewery, Inc., Foremost Farms, Inc., Himmel Industries, Inc., Progressive Farms, Inc., The Charter House, Inc., Grandspan Development Corporation and Shareholdings, Inc.	Director / 1 Year/ 21 February 2003 to present
Joseph T. Chua	60	Filipino	Chairman of J.F. Rubber Philippines, Watergy Business Solutions, Inc., and Cavite Business Resources, Inc.; Director/President and Chief Operating Officer of **MacroAsia**	Director / 1 Year/ 09 June 2014 to present

			Corp.; Managing Director of Goodwind Development Corporation (Guam); Director/President of MacroAsia Airport Services Corporation, MacroAsia Air Taxi Services, MacroAsia Catering Services, Inc., MacroAsia Properties Development Corp. and MacroAsia Mining Corporation; Director/OIC of Eton Properties Philippines, Inc.; Director of Lufthansa Technik Philippines, Inc., Bulawan Mining, Air Philippines Corporation, **PAL Holdings, Inc.,** Philippine Airlines, Inc.; and Board of Advisor of **Philippine National Bank**, Asia Brewery Inc., and Tanduay Distillers, Inc.	
Juanita Tan Lee	74	Filipino	Director of Eton Properties Philippines, Inc., Asia Brewery, Inc., and Tanduay Distillers, Inc.; Director/Corporate Secretary of Fortune Tobacco Corp.; Corporate Secretary of Absolut Distillers, Inc., The Charter House, Inc., Foremost Farms, Inc., Grandspan Development Corp., Himmel Industries, Inc., Landcom Realty Corp., Lucky Travel Corp., PMFTC Inc., Progressive Farms, Inc.;and Assistant Corporate Secretary of Basic Holdings Corp.	Director/ 1 Year/ 02 May 2012 to present Assistant Corporate Secretary/ 1 Year/ 13 September 2000 to 17 September 2012 Treasurer/ 1 year/ 08 April 2014 to present
Peter Y. Ong	69	Filipino	Director and Treasurer of Merit Holdings & Equities Corporation, Director of Fortune Tobacco Corporation, AlliedBankers Insurance Corporation, Allied Leasing and Finance Corporation and Solar Holdings Corporation. He is also a consultant of Air Philippines Corporation, Former President of Air Philippines Corporation, Former Senior Vice President for Production of Fortune Tobacco Corporation and Former Director of Allied Savings Bank.	Director / 1 Year/ 18 August 2014 to present
Washington Z. Sycip	95	Filipino-American	Founder of SyCip Gorres Velayo & Co.; Chairman Emeritus of the Board of Trustees and Governors of	Director/ 1 year/ 09 July 2013 to present

			the Asian Institute of Management; Chairman of Cityland Development Corp., Lufthansa Technik Philippines, Inc., STEAG State Power, Inc. and State Properties Corporation; Independent Director of Asian Eye Institute, **Belle Corporation**, Lopez Holdings Corp., Commonwealth Foods, Inc., First Philippine Holdings, Corp., Highlands Prime Inc., **Metro Pacific Investments Corp.**, Philippine Equity Management Inc., Philippine Hotelier, Inc., Philamlife, Inc., Realty Investment Inc., The PHINMA Group, State Land, Inc., and Century Properties Group Inc.; and Director of Philippine Airlines, Inc., **MacroAsia Corp., PAL Holdings, Inc.** and **Philippine National Bank**.	
Antonino L. Alindogan, Jr.	78	Filipino	Chairman of An-Cor Holdings, Inc.; Chairman/President of Landrum Holdings, Inc.; Independent Director of Philippine Airlines, Inc., Eton Properties Philippines, Inc., Asia Brewery Inc., Tanduay Distillers, Inc. and **PAL Holdings, Inc.**	Independent Director; Audit Committee Chairman/ 1 year/ 31 July 2012 to present
Wilfrido E. Sanchez	79	Filipino	Tax Counsel of Quiason Makalintal Barot Torres Ibarra & Sison Law Offices; Director of Adventure International Tours, Inc., Amon Trading Corp., Antonelli Realty Holdings, Inc., Center for Leadership & Change, Inc., EEI Corporation, EMCOR, Inc., Eton Properties Philippines, Inc., J-DEL Investments and Management Corporation, Joint Research and Development Corporation, JVR Foundation, Inc., Kawasaki Motor Corp., K-Servico, Inc., Magellan Capital Holdings, Corp., NYK-TDG Friendship Foundation, Inc., Transnational Diversified Corp., Transnational Financial Services, Inc., Transnational Plans, Inc., and Universal Robina Corp.; Independent Director of Asia Brewery Inc., Tanduay Distillers,	Independent Director/ 1 year/ 31 July 2012 to present

			Inc., and **House of Investments;** and Trustee of Asian Institute of Management (AIM)	
Florencia G. Tarriela	69	Filipino	Chairman of the Board and Independent Director of **Philippine National Bank**, PNB Capital and Investment Corporation, PNB-IBJL Leasing and Finance Corporation, PNB-IBJL Equipment and Rentals Corporation; Independent Director of PNB International Investments Corporation; Sustaining Life Member of Bankers Institute of the Philippines; Director/ Life Member of Financial Executive Institute of the Philippines (FINEX); Trustee of TSPI MBA, TSPI Development Corporation, and Foundation for Filipino Entrepreneurship, Inc. (FFEI); Director/ Vice President/Asst. Treasurer of Gozon Development Corporation; and Director/Vice President of Tarriela Management Co., Inc.	Independent Director/ 1 year/ 09 August 2012 to present
Robin C. Sy	81	Filipino	President of Asian Shipping Corporation, Independent Non-executive Director of Dynamic Holdings Limited, Honorary President of Federation of Filipino-Chinese Chamber of Commerce and Industry, Inc., Former Director of Air Philippines Corporation and Zuma Holdings and Management Corporation.	Independent Director / 1 Year/ 18 August 2014 to present

*(*Note: Unless otherwise indicated or qualified, the term "Director" refers to a regular director of the Corporation. Corporations written in bold font style are Listed Companies)*

Directors serve for a term of one (1) year and until the election and qualification of their successors.

All of the above-named Directors are nominated to the Board of Directors of the Corporation for the ensuing year and have been approved for election by the Nomination and Compensation Committee at its meeting held on 6 April 2017.

The following are the Chairman and Members of the Nomination and Compensation Committee for the year 2016 - 2017:

Mr. Lucio C. Tan (Chairman)
Mr. Harry C. Tan
Mr. Lucio K. Tan, Jr.
Mr. Michael G. Tan
Ms. Juanita Tan Lee
Mr. Wilfrido E. Sanchez

Nominated as Independent Directors are Mrs. Florencia G. Tarriela and Messrs. Wilfrido E. Sanchez, Antonino L. Alindogan, Jr., and Robin C. Sy. All nominees as Independent Directors have been duly evaluated by the Nomination and Compensation Committee. As confirmed by the Corporation's Nomination and Compensation Committee, the nominees for Independent Directors are qualified under Rule 38 of the Securities Regulation Code and suffer no disqualification under the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, Series of 2016) and the Corporation's Revised Corporate Governance Manual. The Independent Directors were nominated by Mr. Lucio C. Tan and Ms. Juanita Tan Lee, both shareholders of the Corporation. Mr. Lucio C. Tan and Ms. Juanita Tan Lee are not related to any of the nominated Independent Directors.

The Independent Directors 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. None of the Independent Directors have served beyond the maximum cumulative term of nine (9) years.

(b) *Executive Officers*

Name/Position	Age	Citizenship	Current Affiliations and Business Experiences in the last 5 years	Term of Office/ Period Served
Lucio C. Tan/ Chairman and Chief Executive Officer	82	Filipino	See above	1 Year/ 2 July 1999 to present
Juanita Tan Lee/ Treasurer	74	Filipino	See above	1 Year/ 08 April 2014 to present
Michael G. Tan/ President and Chief Operating Officer	50	Filipino	See above	1 Year/ 05 May 2010 to present
Ma. Cecilia L. Pesayco/ Corporate Secretary	64	Filipino	Corporate Secretary of PNB Savings Bank and East Silverlane Realty and Development Corp.,	1 Year/ 31 March 1998 to present

			Trustmark Holdings Corporation, Zuma Holdings and Management Corporation, **PAL Holdings, Inc**. and Air Philippines Corp., Tanduay Distillers, Inc., and Asia Brewery, Inc.; Former Corporate Secretary of Allied Banking Corp. and Eton Properties Philippines, Inc.	
Jose Gabriel D. Olives/ Chief Financial Officer	70	Filipino	Former Senior Vice President – Finance & Chief Financial Officer of Philippine Airlines, Inc., and Former Chief Finance Officer of Asia Brewery, Inc.	1 Year/ 09 August 2012 to present
Nestor C. Mendones/ Deputy Chief Financial Officer	62	Filipino	Senior Vice President-Finance and Chief Finance Officer of Tanduay Distillers, Inc.	1 Year/ 09 August 2012 to present
Marivic T. Moya/ Assistant Corporate Secretary	55	Filipino	Corporate Secretary of MacroAsia Catering Services Inc., MacroAsia Airport Services Corp., and Watergy Business Solutions Inc., Director and Coporate Secretary of MacroAsia Properties Development Corp., MacroAsia Air Taxi Services, Inc., and MacroAsia Mining Corp.(2000-Present), Mabuhay Miles, Inc. and Cavite Business Resources, Inc.	1 Year/ 09 June 2014 to present
Erwin C. Go./ Chief Legal Officer	46	Filipino	PNB Life Insurance (April 2015 – March 2016), Maranaw Hotel and Resorts Corporation (2012 – Present), Senior Vice President of Philippine National Bank.	1 Year/ April 2011 to present

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

(c) *Significant Employees*

All of the employees of the Corporation are valued for their contribution to the Corporation. The Corporation is not highly dependent on the services of certain key personnel.

(d) *Relationships and Related Transactions*

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

In the normal course of business, the Corporation and its subsidiaries transact with the following related parties for the purposes set forth below:

Tangent Holdings Corporation	Advances
Victorias Milling Co., Inc.	Supplier of Sugar and Molasses

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

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

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

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

(e) *Family Relationship*

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

Mrs. Carmen K. Tan is the wife of Mr. Lucio C. Tan, the mother of Mr. Lucio K. Tan, Jr. and the mother-in-law of Mr. Joseph T. Chua.

d) *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

d) *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 *Chairman & CEO* Mr. Michael G. Tan *President*	2017 (Projected)	7,854,000	654,500	3,162,500
	2016	7,140,000	595,000	2,875,000

Atty. Ma. Cecilia Pesayco *Corporate Secretary* Ms. Juanita Tan Lee *Treasurer*	2015	6,980,000	595,000	2,805,000
All other Officers and Directors as a group unnamed	2017 (Projected)	2,640,000	220,000	8,244,500
	2016	2,400,000	200,000	7,495,000
	2015	2,619,150	218,263	7,695,000

**Others – includes per diem as Director*

i. *Standard Arrangements*

The Directors of the Corporation receive an allowance of P30,000.00 a month, 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 or Executive Officers to the Corporation.

ii. *Other Arrangements*

There are no other arrangements regarding compensation between the Corporation and any of the Directors.

d) *Employment Contracts and Termination of Employment and Change-in-Control Arrangement*

There are no employment contracts between the Corporation and any of the 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, Martin C. Guantes, was appointed in 2016. The authority to appoint, remove, and/or replace the External Auditor was delegated by the shareholders to the

Board of Directors at the Annual Shareholders' Meeting held on 28 May 2008, subject to the endorsement of the Audit and Risk Management Committee. In accordance with SRC Rule 68 (Rotation of External Auditors), there is no need to change the audit partner for the Corporation at this time.

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 shareholders.

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

d) *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 2015 and 2016*:

	Year 2016	**Year 2015**
LT Group, Inc.	₱ 1,500,000	₱ 1,500,000
Tanduay Brands International, Inc.	₱ 45,000	₱ 60,000
Distilled Spirits	₱ 2,980,000	₱ 2,980,000
Beverage	₱ 5,045,000	₱ 4,795,000
Tobacco	₱ 600,000	₱ 600,000
Banking	₱ 14,174,000	₱ 14,582,000
Property Development	₱ 2,400,000	₱ 2,240,000

2. *Other assurance and related services by the External Auditor that are reasonably related to the performance of the audit or review of the registrants' financial statements*: None

b.) Tax Fees – None

c.) All Other Fees

Yr. 2016

The Corporation and its subsidiaries paid a total of ₱ 6,490,000.00 in 2016 for its quarterly review of financial statements.

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

The Audited Financial Statements of the Corporation duly approved by the Audit and Risk Management Committee are submitted to the Board of Directors for final approval prior to its release.

The members of the Audit and Risk Management Committee of the Corporation for the year 2016 – 2017 are:

Mr. Antonino L. Alindogan, Jr. (Chairman)
Mr. Lucio K. Tan, Jr.
Mr. Wilfirdo E. Sanchez
Mr. Washington Z. Sycip
Ms. Juanita Tan Lee
Ms. Florencia G. Tarriela

Item 8. Compensation Plans

No action is to be taken at this year's Annual Shareholders' 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 shareholders' approval at this year's Annual Shareholders' Meeting that involves the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action will be presented for shareholders' approval at this year's Annual Shareholders' 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 for the period ending December 31, 2016 in its 2016 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 shareholders' approval at this year's Annual Shareholders' 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 shareholders 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 shareholders' approval at this year's Annual Shareholders' Meeting with respect to acquisition or disposition of property of the Corporation.

Item 14. Restatement of Account

No action will be presented for shareholders' approval at this year's Annual Shareholders' 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 Shareholders' Meeting on 21 June 2016* - The minutes of the last Annual Shareholders' Meeting which was held on 21 June 2016 will be submitted for approval of the shareholders. Copies thereof will be made available for inspection or review at the Annual Shareholders' Meeting on 20 June 2017 to any shareholder desiring to review the same.

   The following were the significant matters discussed at the 21 June 2016 Shareholders' Meeting:

   (i) The minutes of the previous meeting held on 23 June 2015 were approved;
   (ii) The Management Report for the year 2015 was approved;

(iii) All the acts, transactions, and resolutions by the Board of Directors and Management for the year 2015 were confirmed and ratified; and

(iv) A Board of 13 Directors was elected to serve for the term 2016-2017, until the qualification of their successor/s.

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 2016. The Management Report and the Audited Financial Statements for the period ending December 31, 2016 of the Corporation are reflected in the accompanying Annual Report sent to Shareholders.

Item 16. Matters Not Required to be Submitted

Ratification of All Acts of Management in 2016 - For transparency and the exercise of good corporate practice, the acts of Management during the fiscal year 2016 are presented for approval of the shareholders, to wit:

Date/Type	Matters Approved
February 9, 2016 Board of Directors' Meeting	Confirmation and ratification of the Joint Venture Agreement with Ayala Land, Inc.
March 8, 2017 Board of Directors' Meeting	Investment of PhP 20 Million as the Corporation's share to the initial capital of the joint venture agreement with Ayala Land, Inc.
April 12, 2016 Board of Directors' Meeting	1. The Audited Consolidated Financial Statements for December 2015 was approved; 2. The Corporation sought the registration and license with Optical Media Business for the purpose of replicating shareholder materials on compact disk form; 3. A Cash Dividend of PhP 0.15 per share was declared for distribution to all shareholders of record of the Corporation as of April 28, 2016 and paid not later than May 6, 2016; 4. Mr. Peter Y. Ong was nominated as representative of the Corporation to the Board of Directors of Victorias' Milling Company, Inc.

June 21, 2016 Organizational Board of Directors' Meeting	1. Mr. Johnip Cua was appointed to the Board of Advisors; 2. Elected the Officers and appointed the members of the various committees for the year 2016-2017. 3. Appointed the auditing firm SGV & Co. as External Auditor for the year 2016-2017.
July 12, 2016 Board of Directors' Meeting	Approved the officers authorized to transact and sign on behalf of the Corporation covering all filings and/or transactions with PNB.
August 8, 2016 Board of Directors' Meeting	Approved the release and submission of the Corporation's Financial Statements for the first semester, June 2016 to appropriate regulatory agencies.
November 8, 2016 Board of Directors' Meeting	1. Approved the Unaudited Consolidated Financial Statements for the Third Quarter 0f 2016; 2. Mr. Michael G. Tan was appointed Proxy to the Shareholders' Meeting of Asia Brewery Inc. and Tanduay Distillers, Inc.; 3. Approved the nominees of the Corporation to the Board of Directors of Victorias Milling Company, Inc.
December 19, 2016 Board of Directors' Meeting	Acquisition of Tanduay Brands International, Inc. by Tanduay Distillers, Inc.

Item 17. Amendment of Charter, By-laws, or Other Documents

No action will be presented for shareholders' approval at this year's Annual Shareholders' Meeting with respect to the amendment of the Corporation's Articles of Incorporation or By-laws.

Item 18. Other Proposed Action

1. *Election of Directors*

Thirteen (13) Directors will be elected for the year 2017 – 2018.

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 Shareholders' Meeting.

Item 19. Voting Procedures

(a) The affirmative vote of the shareholders present in person or by proxy representing at least a majority of the shareholders present at the Meeting shall be sufficient to carry the vote for any of the matters submitted to a vote at the Annual Shareholders' Meeting, except on the election of Directors.

(a) Every shareholder 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 22 March 2017. Only written proxies, signed by the shareholders and duly presented to the Corporate Secretary on or before 14 June 2017 for inspection and recording, shall be honored for purposes of voting.

(b) For purposes of electing Directors, the system of cumulative voting shall be followed. Each shareholder has a number of votes equal to the number of shares he owns multiplied by the number of Directors to be elected, thirteen (13). The shareholder 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 shareholder shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected.

(c) Voting shall be done orally. The Corporate Secretary or her duly authorized representative, to be assisted by the Corporation's independent accountant or by the representative of Sycip Gorres Velayo & Co., shall conduct the counting of votes.

The Corporation undertakes to provide without charge to each shareholder, upon written request by the shareholder, a copy of the Corporation's Annual Report prepared pursuant to SEC Form 17-A and the Unaudited Interim Financial Statements for the First Quarter of 2017 prepared pursuant to SEC Form 17-Q. Please direct all such requests to the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, 2/F Allied Bank Center, 6754 Ayala Avenue, Makati City, Philippines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 9 May 2017.

LT GROUP, INC.

By:

MA. CECILIA L. PESAYCO
Corporate Secretary

LT GROUP, INC.

PROXY

The undersigned shareholder of LT Group, Inc. (the "Corporation") hereby appoints ________________________________ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, to be present, and vote all shares registered in his/her/its name, at the Annual Shareholders' Meeting of the Corporation on 20 June 2017 and any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of the Minutes of the Shareholders' Meeting on 21 June 2016.
   ___Yes ___No ___Abstain

2. Approval of the Management Report and Financial Statements
   ___Yes ___No ___Abstain

3. Ratification of all acts, transactions, and resolutions by the Board of Directors and Management in 2016.
   ___Yes ___No ___Abstain

4. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting,
   ___Yes ___No ___Abstain

5. Election of Directors

	No. of Votes
Lucio C. Tan	________
Harry C. Tan	________
Carmen K. Tan	________
Lucio K. Tan, Jr.	________
Michael G. Tan	________
Juanita Tan Lee	________
Joseph T. Chua	________
Peter Y. Ong	________
Washington Z. Sycip	________
Independent Directors	
Antonino L. Aligdogan, Jr.	________
Wilfrido E. Sanchez	________
Florencia G. Tarriela	________
Robin C. Sy	________

____
Printed Name of Shareholder

____
Signature of Shareholder/ Authorized Signatory

____
Date

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **14 JUNE 2017**, THE DEADLINE FOR SUBMISSION OF PROXIES. FOR CORPORATE SHAREHOLDERS, PLEASE ATTACH TO THIS PROXY FORM THE SECRETARY'S CERTIFICATE ON THE AUTHORITY OF THE SIGNATORY TO APPOINT THE PROXY AND SIGN THIS FORM.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.