

# GRAND PLAZA HOTEL CORPORATION

27 May 2014

**Filed Through EDGE**

Philippine Stock Exchange, Inc.  
4<sup>th</sup> Floor, Philippine Stock Exchange Center  
Exchange Road, Ortigas Center  
Pasig City

Attention: Janet A. Encarnacion  
Head, Disclosure Department

Gentlemen,

## **Buyback Timetable and Buyback Documents**

Please be informed of the following timetable for the implementation of Grand Plaza Hotel Corporation's ("Grand Plaza") offer to purchase ("Buyback Offer") a portion of its outstanding shares from its stockholders of record as of 13 June 2014 ("Relevant Stockholders") ("Buyback Timetable"):

Offer Period (10 business days) :	16 June 2014 to 12:00 noon of 27 June 2014
Estimated Closing Date :	11 July 2014
Release of Check Payments :	18 July 2014 to 25 July 2014

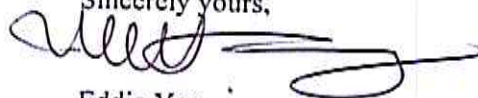
The Buyback Timetable is the same as the proposed / tentative Buyback Timetable previously disclosed by Grand Plaza.

Grand Plaza has appointed AB Capital Securities, Inc. as the transacting broker for the Buyback Offer. We attach, for your reference, copies of the following documents that will be issued by AB Capital Securities, Inc. to the Relevant Stockholders in relation to the Buyback Offer;

- Offer Letter;
- Timetable for the Buyback Offer;
- Instructions to Brokers and Exhibit 1; and
- Selling Form

The foregoing documents bear the initials of Mr. Lamberto M. Santos, Jr., the President of AB Capital Securities, Inc.

Sincerely yours,



Eddie Yeo :  
Assistant Compliance Officer

**OFFER LETTER  
GRAND PLAZA HOTEL CORPORATION  
SHARE BUYBACK OFFER**

June 13, 2014  
The Shareholders  
Grand Plaza Hotel Corporation  
Metro Manila, Philippines

Dear Sir/Madam:

**Re: SHARE BUYBACK OFFER TO ALL SHAREHOLDERS**

On behalf of Grand Plaza Hotel Corporation ("GPHC" or the "Company"), we are pleased to advise you that in the special meeting of the Board of Directors of GPHC held in Manila on May 15, 2014, the Board of Directors approved an offer to purchase (the "Buyback Offer"), one (1) share for every fifty-five (55) shares held (the "Buyback Ratio") by each shareholder on record as of June 13, 2014 (the "Record Date"), at a price of Fifty Pesos (Php 50.00) per share. In this regard, GPHC has appointed AB Capital Securities, Inc. as the Company's transacting broker to carryout the proposed Buyback Offer

The details and estimated timetable for the Buyback Offer are as follows:

Record Date	: Friday, June 13, 2014
Buyback Ratio	: Purchase by GPHC of one (1) Common share for every fifty-five (55) shares held by each shareholder ( the "allocation")
Buying Price	: Php 50.00 per common share
Offer Period (10 business days)	: June 16, 2014 to 12:00 noon of June 27, 2014
Estimated Closing Date	: July 11, 2014
Release of Check Payments	: July 18, 2014 to July 25, 2014
Other Conditions	: Excess shareholdings that are not divisible by fifty-five (55) are not included in the Buyback Offer

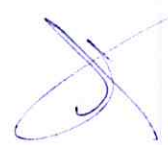
The purchase of shares is subject to the condition that the buyback of the shares can be effected as a cross transaction through the facilities of the Philippine Stock Exchange. We shall promptly inform you of any change in the timetable.

Please find enclosed, your Selling Form containing the details of the Buyback Offer and the maximum number of shares you are entitled to sell based on your GPHC shareholdings as of the Record Date (*per the records of Stock Transfer Service, Inc., the Company's stock and transfer agent*).

Scrip shareholders, (i.e. shareholders who hold stock certificates) who wish to offer their entire allocation or a portion of their GPHC Shares for sale to GPHC, should complete and submit, (1) a duly accomplished Selling Form and (2) GPHC stock certificate duly endorsed in blank, to **Stock Transfer Service, Inc. (STSI)** at the **34<sup>th</sup> Floor Unit-D Rufino Pacific Tower, 6784 Ayala Ave.**

**AB Capital and Securities, Inc.**

Units 1401-1403, 14th Floor, Tower One & Exchange Plaza  
Ayala Triangle, Ayala Avenue, Makati City  
Trunkline: (632) 898-7555 / Facsimile: (632) 898-7596  
Website : [www.abcapitalonline.com](http://www.abcapitalonline.com)





**cor. Rufino St., Makati City, Philippines**, and (3) a clear photocopy of any valid identification card (such as driver's license, passport, SSS/GSIS ID) bearing the picture and signature of the applicant, prior to the end of the Buyback Offer Period.

Delivery of the required documents to STSI shall be deemed made only upon actual receipt thereof by STSI. GPHC reserves the right to require presentation of additional documents in respect of its determination of the validity, eligibility, and acceptability of any GPHC Shares tendered pursuant to the Buyback Offer.

For scripless shareholders, (i.e. shareholders who do not hold stock certificates), the member-brokers of the Philippine Stock Exchange who hold the GPHC Shares will be instructed to notify their relevant shareholders about the Buyback Offer. Should the shareholder wish to participate in the Buyback Offer, the shareholder shall instruct said broker to electronically transfer the GPHC Shares to AB Capital Securities, Inc. as custodian for the shares, prior to the end of the Offer Period. For orderly transfer and accurate tracking, the participating broker should comply with the attached **Instructions to Brokers**. GPHC shall not be held responsible if the broker fails to inform its clients of the Buyback Offer.

On behalf of the Company, we wish to inform you that the Buyback Offer is a one-time offer and will **not** be extended or re-offered after the expiration of the Offer Period. The **last** day for the submission of duly executed Selling Forms and **original** stock certificates duly endorsed in blank or transfer instructions, is **12:00 noon on June 27, 2014**.

Duly executed Selling Forms and duly endorsed original stock certificates or transfer instructions which are not received by STSI by **12:00 noon of June 27, 2014**, will not be honored by the Company and will be considered as a waiver by the shareholder of his/her right to participate in the Buyback Offer.

Kindly submit your duly executed Selling Forms and duly endorsed original stock certificates or copies of your transfer instructions to the participating broker at:

Stock Transfer Service, Inc.  
Attention: Mr. Richard D. Regala  
34th Floor Unit-D, Rufino Pacific Tower  
6784 Ayala Ave. cor. Rufino St.  
Contact Tel. Nos. : (632) 403-2410 / 2412

**All expenses relating to the Buyback of your shares such as the stock transaction tax, broker's commission of ¼ of 1.0%, and all applicable PSE & SEC fees, shall be paid for by GPHC.** However, issuance, cancellation and other related fees on stock certificates covering unsold shares will be for the account of the selling shareholder. Thank you.

Very truly yours,

Lamberto M. Santos Jr.  
President  
AB Capital Securities, Inc.



**GRAND PLAZA HOTEL CORPORATION**  
**TIMETABLE FOR THE 2014 BUYBACK OFFER**

<b>Record Date</b>	<b>: June 13, 2014</b>
<b>Offer Period</b>	<b>: June 16, 2014 to 12:00 noon of June 27, 2014</b>
<b>Estimated Closing Date</b>	<b>: July 11, 2014</b>
<b>Release of Check Payments</b>	<b>: July 18, 2014 to July 25, 2014</b>
<b>Other Conditions</b>	<b>: Excess shareholdings that are not divisible by fifty-five (55) are not included in the Buyback Offer The purchase of shares is subject to the condition that the Buyback of shares can be effected as a cross transaction through the facilities of the Philippine Stock Exchange.</b>




## INSTRUCTIONS TO BROKERS

In connection with the Buyback Offer of Grand Plaza Hotel Corporation (GPHC) to purchase one (1) GPHC Common Share for every fifty-five (55) shares held by each shareholder on record as of June 13, 2014, at a price of Fifty Pesos (Php 50.00) per share, the following are the stock transfer guidelines for brokers who hold GPHC Shares of their clients under their respective Philippine Depository and Trust Corp. (PDTC) accounts (the "Participating Brokers").

Participating Brokers should inform their clients that all shareholders of GPHC as of the record date June 13, 2014 are eligible to participate in the Buyback Offer. The Offer Period shall begin at 9:00 a.m. of June 16, 2014 and shall end at 12:00 noon of June 27, 2014. Only those shares electronically transferred to AB Capital Securities, Inc. (ABCSI) as of 12:00 noon on June 27, 2014 are eligible for the Buyback Offer. Shareholders of GPHC may withdraw the offered shares at any time during the Offer Period. GPHC shall not be held responsible if a Participating Broker fails to inform any of their clients of the Buyback Offer.

Participating Brokers should instruct their clients who wish to participate in the Buyback Offer, to issue written instructions directing their Participating Broker to electronically transfer their GPHC Shares to **ABCSI-PCD Account B112**. ABCSI will act as custodian for such shares. For each Participating Broker, ABCSI will reimburse the PCD charges for only one GPHC share transfer. However, all charges for subsequent retrieval and/or transfer will be for the Participating Broker's account. Each Participating Broker is therefore encouraged to effect only one GPHC Share transfer for all its clients.

For orderly transfer and accurate tracking, the Participating Broker should FAX and then deliver an original letter to ABCSI (Please refer to Exhibit 1) indicating therein the exact number of shares being transferred under the Buyback Offer. Please FAX the letter to **ABCSI, Attention: Ms. Rebecca M. Sacueza at 898-7596**. ABCSI will FAX the Participating Broker a notice of receipt and conforme. If there are any questions or need for clarification, you may contact Ms. Sacueza at Tel. No. 898-7617.





## EXHIBIT 1

(Date)

Mr. Lamberto M. Santos Jr.

President

AB Capital Securities, Inc.

8<sup>th</sup> Floor, Phinma Plaza,

39 Plaza Drive, Rockwell Center,

Makati City, Philippines

Dear Mr. Santos,

\_\_\_\_\_(Name of Participating Broker)\_\_\_\_\_ is delivering \_\_\_\_\_ shares of Grand Plaza Hotel Corporation(GPHC), representing the shares of our clients who wish to participate in the Share Buyback Offer of GPHC, of 1 share for every fifty-five (55) shares held at a price of Fifty Pesos (Php 50.00) per share . Our clients commit to sell and authorize AB Capital Securities, Inc. (ABCSI) to sell these GPHC Shares to GPHC. These GPHC Shares will be held in custodianship by ABCSI until such time that the cross and sale of the GPHC Shares have been effected on the Philippine Stock Exchange.

Very truly yours,

\_\_\_\_\_  
Participating Broker  
(Authorized for the purpose)

ABCSI hereby accepts \_\_\_\_\_ GPHC Shares from \_\_\_\_\_ and shall hold these shares in custody under the terms of the Buyback Offer.

Acceptance and Conforme:

\_\_\_\_\_  
AB Capital Securities, Inc.  
(Authorized Signatory)  
Date:

**SELLING FORM**  
**BUYBACK OFFER OF GPHC COMMON SHARES**

DEADLINE FOR SUBMISSION IS 12:00 NOON, **June 27, 2014**. SELLING FORMS AND ORIGINAL STOCK CERTIFICATES DULY ENDORSED IN BLANK AND/OR TRANSFER INSTRUCTIONS NOT RECEIVED BY SUCH DATE AND TIME WILL NOT BE CONSIDERED BY GPHC AND SHALL BE FURTHER DEEMED AS A WAIVER OF YOUR RIGHT TO PARTICIPATE IN THE BUYBACK OFFER.

Name of Shareholder: \_\_\_\_\_

Complete Address: \_\_\_\_\_

☐ I accept GPHC's Buyback Offer and am selling my entire allocation as follows:

Shareholdings as of Record Date: \_\_\_\_\_ Shares  
Allocation at 1:55 ratio (excluding residual shares): \_\_\_\_\_ Shares  
Price per Share: \_\_\_\_\_ PhP 50.00  
Amount Payable by GPHC: \_\_\_\_\_ PhP \_\_\_\_\_

☐ I accept GPHC's Buyback Offer and am selling only a portion of my allocation as follows:

Number of Shares: \_\_\_\_\_ Shares  
Price per Share: \_\_\_\_\_ PhP 50.00  
Amount Payable by GPHC: \_\_\_\_\_ PhP \_\_\_\_\_

I/WE, in executing this document, represent and warrant that all information contained herein and the required attachments are true and correct and that the signatures thereof are genuine, properly authorized, and obtained without the use of fraud, coercion or any other vice of consent. I/WE represent and warrant that (i) the GPHC Shares offered for sale under the Buyback Offer are solely, legally and beneficially owned by me/us, fully paid and non-assessable, free and clear of any claims, liens, encumbrances or any restrictions apart from those specified in the Articles of Incorporation of GPHC, (ii) I/We can and have full authority to transfer good, valid and clean title to my/our GPHC Shares under the Buyback Offer, and (iii) upon GPHC's acceptance and payment for the GPHC Shares, in accordance with the Terms of the Buyback Offer, GPHC shall obtain full and valid title to such GPHC Shares, free from any and all liens, claims and encumbrances, and shall be able to freely and fully exercise all rights and privileges arising from ownership of such GPHC Shares. I/We warrant having read and understood the terms and conditions of the Buyback Offer, and unconditionally accept said terms and conditions. I/We understand that GPHC shall not be obligated to purchase any shares until and unless the Buyback of shares can be effected as a cross transaction through the facilities of the Philippine Stock Exchange. I/We agree that if these conditions are not met, GPHC shall have the right to cause the return of all the GPHC Shares offered.

Enclosed are:

☐ My original and duly endorsed stock certificate number/s \_\_\_\_\_  
covering Common GPHC Shares \_\_\_\_\_  
(Number of Shares)

☐ A copy of my written transfer instructions to my issuing broker to transfer my GPHC Shares via Philippine Depository and Trust Corp. ("PDTC") to AB Capital Securities, Inc. (ABCSI).

**VERIFICATION DETAILS:**

Name of Issuing Stockbrokerage: \_\_\_\_\_  
Contact Person: \_\_\_\_\_  
Contact Telephone Number: \_\_\_\_\_

Regarding the balance of my unsold shares (*if any*) that were originally covered by the aforementioned stock certificates, I understand that Stock Transfer Service, Inc.(STSI), the stock transfer agent of GPHC, will inform me of the availability of the new certificates for pick-up at their office as soon as these are available.

Stockholder's Full Name (in print)		Stockholder's Address	
Stockholder's Signature	Tel. No(s).	T.I.N./Passport No.	Nationality

ACKNOWLEDGMENT	
STSI/ABCSI Certification	
We received this Selling Form, with all the required attachments below, at _____ a.m./p.m. on _____, 2014.	STSI/ABCSI Authorized Signatory

REQUIRED ATTACHMENTS TO THIS SELLING FORM	
A valid tender of GPHC Shares shall be made by accomplishing and delivering this Selling Form which, along with the following attachments, must be received by STSI/ABCSI not later than 12:00 noon of <b>June 27, 2014</b>	
a. Duly accomplished Selling Form	
b. GPHC stock certificates duly endorsed in blank	
c. A clear photocopy of any valid I.D. (such as driver's license, passport, SSS card, etc.) bearing applicant's picture and signature.	