



GT CAPITAL
HOLDINGS, INCORPORATED

August 14, 2014

Securities and Exchange Commission
SEC Building, EDSA,
Greenhills, Mandaluyong City

Attention: **Atty. Justina F. Callangan**
Acting Director – Corporation and Finance Department

Philippine Stock Exchange, Inc.
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head – Disclosure Department


Mr. Norberto T. Moreno
Assistant Head – Disclosure Department

Subject: **Submission of 17Q Report as of June 30, 2014**

Gentlemen / Mesdames:

In line with the reportorial requirements of the Securities Regulation Code and the Revised Disclosure Rules, we hereby submit the attached 2014 Second Quarter Report on SEC Form 17-Q.

Very truly yours,


Francisco H. Suarez, Jr.
Chief Finance Officer

COVER SHEET

C S 2 0 0 7 1 1 7 9 2

S.E.C. Registration Number

G T C A P I T A L H O L D I N G S , I N C .

(Company's Full Name)

G T T O W E R I N T E R N A T I O N A L , A Y A L A

A V E N U E C O R N E R H . V . D E L A C O S T A

S T R E E T , M A K A T I C I T Y

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

FH Suarez, Jr. / RP Manon-og

Contact Person

836-4500

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

Second Quarter Report

FORM/TYPE

**Second Monday of
May of each year**

Month Day

Annual Meeting

N A

Secondary License Type, if Applicable

SEC General Accountant &

C F D

Dept. Requiring this Doc.

N A

Amended Articles Number/Section

As of 6.30.14

73

Total No. of Stockholders

Total Amount of Borrowings)

Domestic

Foreign

To be accomplished by SEC Personnel concerned.

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning

SEC Number CS200711792

File Number _____

GT CAPITAL HOLDINGS, INC.

(Company's Full Name)

**43rd Floor, GT Tower International, Ayala Avenue corner H.V. Dela Costa St, Makati
City**

(Company's Address)

836-4500

(Telephone Number)

December 31

(Fiscal year ending)

17-Q

(Form Type)

(Amendment Designation, if applicable)

June 30, 2014

(Period Ended Date)

None

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER**

1. For the quarterly period ended: **June 30, 2014**
2. Commission identification number: **CS200711792**
3. BIR Tax Identification No.: **006-806-867**
4. Exact name of issuer as specified in its charter: **GT CAPITAL HOLDINGS, INC.**
5. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office: **43/F GT Tower International, Ayala Avenue
corner H.V. de la Costa Street, Makati City
Postal Code: 1227**
8. Issuer's telephone number, including area code: **632 836-4500; Fax No: 632 836-4159**
9. Former name, former address and former fiscal year, if changed since last report: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Outstanding Common Stock	Amount of Debt (Unpaid Subscriptions)
Common Stock -Php10.00 par value	174,300,000 shares	None

11. Are any or all of the securities listed on a Stock Exchange? Yes No

Stock Exchange: **THE PHILIPPINE STOCK EXCHANGE, INC.**
Class of Securities: **Common Shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes No

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes No

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Please see attached Interim Condensed Consolidated Financial Statements and General Notes to Interim Condensed Consolidated Financial Statements (Please refer to Annex A) and Financial Soundness Indicators (Please refer to Annex B)

Item 2. Management's Discussion and Analysis of Statements of Income and Statement of Financial Position

Consolidated Statements of Income-For the Six Months Ended June 30, 2014 and For the Six Months ended June 30, 2013

	Unaudited		Increase (Decrease)	
	2014	2013	Amount	Percentage
(In Million Pesos, Except for Percentage)				
REVENUE	49,722	32,050	17,672	55%
Automotive operations	9,198	8,656	542	6%
Net fees	2,809	2,253	556	25%
Real estate sales	505	295	210	71%
Interest income on real estate sales	1,755	3,263	(1,508)	(46%)
Equity in net income of associates	886	-	886	100%
Net premium earned	315	340	(25)	(7%)
Sale of goods and services	310	300	10	3%
Rent income	179	238	(59)	(25%)
Interest income on deposits and investments	93	91	2	2%
Commission income	-	1,260	(1,260)	(100%)
Gain from previously held interest	400	304	96	32%
Other income	66,172	49,050	17,122	35%
COSTS AND EXPENSES	31,423	20,457	10,966	54%
Cost of goods and services sold	11,881	7,498	4,383	58%
Cost of goods manufactured	5,900	4,137	1,763	43%
General and administrative expenses	5,136	4,405	731	17%
Power plant operation and maintenance expenses	2,007	1,733	274	16%
Cost of real estate sales	1,601	1,692	(91)	(5%)
Interest expense	350	-	350	100%
Net insurance benefits and claims	58,298	39,922	18,376	46%
INCOME BEFORE INCOME TAX	7,874	9,128	(1,254)	(14%)
PROVISION FOR INCOME TAX	1,371	1,002	369	37%
NET INCOME	6,503	8,126	(1,623)	(20%)
Attributable to:				
Equity holders of the Parent Company	3,965	6,052	(2,087)	(34%)
Non-controlling interest	2,538	2,074	464	22%
	6,503	8,126	(1,623)	(20%)

GT Capital Holdings, Inc. ("GT Capital" or the "Company") reported a consolidated net income attributable to the Parent Company of Php4.0 billion for the six months ended June 30, 2014, representing a 34% decline from the Php6.1 billion recorded in the same period last year. Consolidated revenues, however, increased by 35% from Php49.1 billion in the first half of 2013 to Php66.2 billion in the first half of 2014.

The revenue growth came from the following component companies: (1) automotive operations from Toyota Motor Philippines Corporation ("TMP") and Toyota Cubao, Inc. ("TCI") as combined sales increased from Php32.1 billion to Php49.7 billion accounting for 75% of total revenue; (2) net fees from Global Business Power Corporation ("GBPC") which increased from Php8.7 billion to Php9.2 billion accounting for 14% of total revenue; (3) higher real estate sales and interest income on real estate sales from Federal Land, Inc. ("Fed Land") which grew from Php2.5 billion to Php3.3 billion; and (4) net premium earned from Charter Ping An Insurance Corporation (CPAIC) which reached Php0.9 billion.

Core net income attributable to the Parent Company amounted to Php3.9 billion, representing a 17% decline from the same period of the previous year, after excluding the Php1.3 billion non-recurring income from the remeasurement of GT Capital's 36% previously-held interest in TMP following GT Capital's acquisition of control over TMP in 2013.

Fed Land, GBPC, TMP, CPAIC and TCI are consolidated in the financial statements of the Company. The other component companies Metropolitan Bank and Trust Company ("Metrobank" or "MBTC"), Philippine AXA Life Insurance Corporation ("AXA Philippines") and Toyota Manila Bay Corporation ("TMBC") are accounted for through equity accounting.

Of the eight (8) component companies, GBPC, CPAIC, Metrobank and AXA Philippines reported decreases in its net income for the period in review. On the other hand, the other component companies, namely Fed Land, TMP and TMBC posted double digit growth in net income, while TCI reported a triple digit growth in net income.

Automotive operations grew by 55% or Php17.7 billion from Php32.1 billion to Php49.7 billion due to the continued strong demand for the all new Vios, new models mix – Corolla Altis, Wigo, and Yaris and minor improvements in the Innova and Hi-Lux, sales volume increments across all other models, aggressive sales and promotions, and continued expansion in dealer outlets from 42 to 44.

Net fees increased by 6% from Php8.7 billion to Php9.2 billion primarily due to new interim power purchase contracts with Manila Electric Company ("Meralco") and additional Wholesale Electricity and Spot Market (WESM) compensation collected.

Real estate sales and interest income on real estate sales rose by 30% year-on-year from Php2.5 billion to Php3.3 billion driven by sales contributions from ongoing high-end and middle market development projects situated in Pasay City, Quezon City, Escolta, Manila, Cebu, Bonifacio Global City, and Marikina City.

Equity in net income of associates was 46% lower from Php3.3 billion to Php1.8 billion as the net income from Metrobank and AXA Philippines declined for the period. The decrease in Metrobank's net income was chiefly due to a decrease in trading, security and foreign exchange gains. Metrobank's net income contribution also excluded the one-time gain from sale of Metrobank's property to Fed Land and the one-time gain on the sale of First Metro Investment Corporation's direct equity stakes in CPAIC, TMBC, and TCI as the sale constituted an intercompany sale within the GT Capital Group which is eliminated in the consolidation. AXA Philippines' net income also declined from Php851 million in the first half of 2013 to Php561 million in the first half of 2014 primarily due to a decline in premium revenue, reduction in the investment income from non-linked investments, higher corporate support expenses, and higher business and income taxes.

Net premium earned from CPAIC comprising gross earned premiums on non-life insurance contracts, net of reinsurer's share, contributed Php886 million in revenues.

Sale of goods and services, consisting of the sale of petroleum products on a wholesale and retail basis, at the Blue Wave malls situated in Pasay City and Marikina City decreased by 7% from Php340 million to Php315 million due to lower fuel sales arising from fuel price increases and rollbacks implemented during the period in review.

Interest income on deposits and investments declined by 25% from Php238 million to Php179 million largely due to a decline in placement rates earned in money market placements.

Other income grew by 32% from Php304 million to Php400 million with TMP contributing Php110 million consisting of foreign exchange gain, gain on sale of fixed assets and other income and Fed Land contributing Php244 million comprising forfeitures, management fees and other income. The remaining balance of Php46 million came from CPAIC (Php25 million) and GBPC (Php21 million).

Consolidated costs and expenses grew by 46% from Php39.9 billion in the first half of 2013 to Php58.3 billion in the first half of 2014. TMP contributed Php44.6 billion comprising cost of goods and services sold, cost of goods manufactured, general and administrative expenses and interest expenses. GBPC contributed Php7.7 billion comprising power plant operations and maintenance, general and administrative expenses and interest expenses. Fed Land contributed Php3.5 billion consisting of cost of real estate sales, cost of goods and services sold, general and administrative expenses and interest expenses. TCI contributed Php1.2 billion consisting of cost of goods and services sold, general and administrative expenses and interest expenses. CPAIC accounted for Php870 million, which consisted of general and administrative expenses and net insurance benefits and claims. The remaining balance of Php430 million pertained to GT Capital's interest expenses and general and administrative expenses.

Cost of goods and services sold increased by 54% from Php20.5 billion to Php31.4 billion with TMP's and TCI's completely built-up units and spare parts accounting for Php30.0 billion and Php1.1 billion, respectively and the balance from Fed Land's petroleum service station business.

Cost of goods manufactured comprising cost of materials, labor and overhead incurred in the assembly of vehicles from TMP grew by 58% from Php7.5 billion in the first half of 2013 to Php11.9 billion in the first half of 2014.

General and administrative expenses rose by 43% from Php4.1 billion to Php5.9 billion. TMP accounted for Php2.6 billion comprising of advertising and sales promotion expenses, salaries, and taxes and licenses. GBPC contributed Php1.6 billion representing salaries, taxes and licenses, repairs and maintenance, administration and management expenses, outside services and insurance expenses. Fed Land contributed Php934 million comprising salaries, commissions, depreciation and taxes and licenses. CPAIC accounted for Php520 million consisting of commissions and salaries. GT Capital contributed Php143 million principally overhead expenses, filing, listing and maintenance fees. The remaining Php75 million balance pertained to TCI's salaries, advertising and promotions, commission and utilities expenses.

Power plant operations and maintenance expenses referring to purchased power and repairs and maintenance from the power generation companies of GBPC increased by 17% from Php4.4 billion to Php5.1 billion mainly due to an increase in energy sales and purchased power expenses.

Cost of real estate sales increased by 16% from Php1.7 billion to Php2.0 billion due to an increase in real estate sales.

Interest expenses decreased by 5% or Php91 million from Php1.7 billion to Php1.6 billion with GBPC, Fed Land, GT Capital, TMP and TCI accounting for Php976 million, Php289 million, Php287 million, Php43 million and Php4 million, respectively.

Net insurance benefits and claims amounted to Php350 million, representing benefits and claims paid to policyholders, including changes in the valuation of the insurance contract liabilities and internal and external claim handling costs directly related to the processing and settlement of claims.

Provision for income tax increased by 37% from Php1 billion to Php1.4 billion with TMP, Fed Land, CPAIC, GBPC and TCI contributing Php1.1 billion, Php0.2 billion, Php38 million, Php29 million and Php5 million, respectively.

Consolidated net income attributable to equity holders of the Parent Company declined by 34% from Php6.1 billion in the first half of 2013 to Php4 billion in the first half of 2014.

*GT Capital Consolidated Statements of Income
Second Quarter Ended June 30, 2014 vs. Second Quarter Ended June 30, 2013*

(In Million Pesos, Except for Percentage)	Unaudited		Increase (Decrease)	
	2014	2013	Amount	Percentage
REVENUE				
Automotive operations	26,096	18,881	7,215	38%
Net fees	5,194	4,795	399	8%
Real estate sales	1,371	1,298	73	6%
Interest income on real estate sales	251	164	87	53%
Equity in net income of associates	1,032	1,045	(13)	(1%)
Net premium earned	444	-	444	100%
Sale of goods and services	151	170	(19)	(11%)
Rent income	135	146	(11)	(8%)
Interest income on deposits and investments	94	121	(27)	(22%)
Commission income	46	30	16	53%
Other income	233	159	74	47%
	35,047	26,809	8,238	31%
COSTS AND EXPENSES				
Cost of goods and services sold	16,596	12,201	4,395	36%
Cost of goods manufactured	5,898	4,167	1,731	42%
General and administrative expenses	3,312	2,252	1,060	47%
Power plant operation and maintenance expenses	2,805	2,425	380	16%
Cost of real estate sales	1,009	990	19	2%
Interest expense	778	841	(63)	(7%)
Net insurance benefits and claims	170	-	170	100%
	30,568	22,876	7,692	34%
INCOME BEFORE INCOME TAX	4,479	3,933	546	14%
PROVISION FOR INCOME TAX	766	599	167	28%
NET INCOME	3,713	3,334	379	11%
Attributable to:				
Equity holders of the Parent Company	2,227	2,083	144	7%
Non-controlling interest	1,486	1,251	235	19%
	3,713	3,334	379	11%

Net income attributable to equity holders of GT Capital increased by 7% from Php2.1 billion in the second quarter ending June 30, 2013 to Php2.2 billion in the second quarter ending June 30, 2014. The improvement in net income primarily came from the 31% increase in revenues from Php26.8 billion to Php35.0 billion.

Automotive operations increased by 38% or Php7.2 billion from Php18.9 billion to Php26.1 billion owing to the strong demand for the all new Vios, new models mix – Corolla Altis, Wigo, and Yaris, minor improvements in the Innova and Hi-Lux, sales volume increments across all other models, aggressive sales and promotions, and continued expansion in dealer outlets from 42 to 44.

Net fees rose by 8% from Php4.8 billion to Php5.2 billion due to the interim power purchase contract with Meralco and the additional WESM compensation collected.

Real estate sales and interest income on real estate sales rose by 11% from Php1.5 billion to Php1.6 billion mainly from the ongoing high-end and middle- market developments of Fed Land situated in Pasay City, Bonifacio Global City, Quezon City, Escolta, Manila, Paco, Manila, Cebu and Marikina City.

CPAIC contributed Php444 million of revenues from net premium earned for the quarter.

Sales of goods and services consisting of the sale of petroleum products, on a wholesale and retail basis, dropped by 11% from Php170 million to Php151 million due to lower fuel sales arising from successive price increases and rollbacks implemented in the quarter.

Commission income increased from Php30 million to Php46 million, with CPAIC and Fed Land contributing Php33 million and Php13 million, respectively.

Rent income decreased by 8% or Php11 million from Php146 million to Php135 million with the GT Tower office complex as major contributor.

Interest income on deposits and investments declined by 22% or Php27 million from Php121 million to Php94 million owing to a decline in short term investments and placement rates.

Other income increased by 47% from Php159 million to Php233 million with Fed Land contributing Php134 million comprising real estate forfeitures, management fees and other income and TMP contributing Php71 million consisting of foreign exchange gain, gain on sale of fixed assets and other income. The remaining balance of Php28 million came from CPAIC, (Php17 million); and GBPC (Php11 million).

Consolidated costs and expenses grew by 34% from Php22.9 billion to Php30.6 billion. TMP contributed Php22.8 billion comprising cost of goods and services sold, cost of goods manufactured, general and administrative expenses and interest expenses. GBPC accounted for Php4.1 billion comprising power plant operations and maintenance expenses, general and administrative expenses and interest expenses. Fed Land contributed Php1.8 billion from cost of real estate sales, cost of goods and services sold, general and administrative expenses and interest expenses. TCI contributed Php1.2 billion composed of cost of goods and services sold, general and administrative expenses and interest expenses. CPAIC contributed Php0.4 billion while the remaining balance of Php0.3 billion came from GT Capital.

Cost of goods and services sold increased by 36% from Php12.2 billion to Php16.6 billion with TMP's and TCI's completely built-up units and spare parts accounting for Php15.3 billion and Php1.1 billion, respectively and the balance and Php0.2 billion from Fed Land's petroleum service station business.

Cost of goods manufactured comprising cost of materials, labor and overhead incurred in the assembly of vehicles from TMP increased by 42% or Php1.7 billion from Php4.2 billion to Php5.9 billion.

General and administrative expenses grew by 47% from Php2.3 billion to Php3.3 billion with TMP, GBPC, Fed Land, CPAIC, GT Capital and TCI contributing Php1.5 billion, Php0.8 billion, Php0.5 billion, Php0.3 billion, Php0.1 billion and Php0.1 billion, respectively.

Power plant operation and maintenance expenses from GBPC increased by 16% from Php2.4 billion to Php2.8 billion principally from the increase in purchased power and higher repairs and maintenance expenses.

Interest expenses dropped by 7% from Php841 million to Php778 million with GBPC, GT Capital, Fed Land, TMP and TCI contributing Php484 million, Php147 million, Php116 million, Php27 million and Php4 million, respectively.

Net insurance benefits and claims amounted to Php170 million for the quarter.

Provision for income tax reached Php766 million subdivided among TMP, (Php600 million); Fed Land, (Php77 million); GBPC, (Php67 million); CPAIC, (Php17 million); and TCI, (Php5 million).

As a result, net income attributable to equity holders of the Parent Company increased by 7% to Php2.2 billion in the second quarter ending June 30, 2014 from Php2.1 billion in the second quarter ending June 30, 2013.

Consolidated Statements of Financial Position

(In Million Pesos, Except for Percentage)

	Unaudited	Audited	Increase (Decrease)	
	June 2014	December 2013	Amount	Percentage
ASSETS				
Current Assets				
Cash and cash equivalents	25,179	27,167	(1,988)	(7%)
Short-term investments	1,265	1,467	(202)	(14%)
Receivables	13,546	12,451	1,095	9%
Reinsurance assets	5,149	4,966	183	4%
Inventories	25,338	20,813	4,525	22%
Due from related parties	687	849	(162)	(19%)
Prepayments and other current assets	5,019	5,969	(950)	(16%)
Total Current Assets	76,183	73,682	2,501	3%
Noncurrent Assets				
Receivables	6,807	4,929	1,878	38%
Available-for-sale investments	3,243	3,111	132	4%
Investments in associates and joint ventures	41,241	40,559	682	2%
Investment properties	8,475	8,329	146	2%
Property and equipment	41,953	41,163	790	2%
Goodwill and intangible assets	18,189	18,275	(86)	0%
Deferred tax assets	1,262	1,109	153	14%
Other noncurrent assets	2,250	1,203	1,047	87%
Total Noncurrent Assets	123,420	118,678	4,742	4%
	199,603	192,360	7,243	4%
LIABILITIES AND EQUITY				
Current Liabilities				
Accounts and other payables	21,983	20,837	1,146	5%
Insurance contract liabilities	6,922	6,684	238	4%
Short-term debt	4,300	1,744	2,556	147%
Current portion of long-term debt	2,319	3,364	(1,045)	(31%)
Current portion of liabilities on purchased properties	815	783	32	4%
Customers' deposits	2,178	1,844	334	18%
Income tax payable	611	876	(265)	(30%)
Due to related parties	183	188	(5)	(3%)
Dividends payable	-	1,966	(1,966)	(100%)
Other current liabilities	873	907	(34)	(4%)
Total Current Liabilities	40,184	39,193	991	3%
Noncurrent Liabilities				
Long-term debt – net of current portion	41,739	40,584	1,155	3%
Bonds payable	9,888	9,883	5	0%
Liabilities on purchased properties – net of current portion	3,222	3,537	(315)	(9%)
Pension liability	1,850	1,704	146	9%
Deferred tax liabilities	3,256	3,252	4	0%
Other noncurrent liabilities	1,509	1,643	(134)	(8%)
Total Noncurrent Liabilities	61,464	60,603	861	1%
	101,648	99,796	1,852	2%

	Unaudited	Audited	Increase (Decrease)	
	June 2014	December 2013	Amount	Percentage
Equity				
Equity attributable to equity holders of GT Capital				
Capital stock	1,743	1,743	-	0%
Additional paid-in capital	46,695	46,695	-	0%
Treasury shares	(6)	(6)	-	0%
Retained earnings				
Unappropriated	22,244	21,802	442	2%
Appropriated	3,000	-	3,000	100%
Other equity adjustments	583	729	(146)	(20%)
Other comprehensive income	(1,030)	(437)	(593)	(136%)
	73,229	70,526	2,703	4%
Non-controlling interest	24,726	22,038	2,688	12%
Total equity	97,955	92,564	5,391	6%
	199,603	192,360	7,243	4%

The major changes in the balance sheet items of the Company from December 31, 2013 to June 30, 2014 are as follows:

Total consolidated assets of the GT Capital Group increased by 4% or Php7.2 billion from Php192.4 billion as of December 31, 2013 to Php199.6 billion as of June 30, 2014. Total liabilities increased by 2% or Php1.8 billion from Php99.8 billion to Php101.6 billion while total equity rose by 6% or Php5.4 billion from Php92.6 billion to Php98.0 billion.

Cash and cash equivalents decreased by 7% or Php2.0 billion to Php25.2 billion with GBPC, TMP, GT Capital, Fed Land, CPAIC and TCI accounting for Php13.0 billion, Php9.4 billion, Php1.5 billion, Php834 million, Php458 million and Php63 million, respectively.

Short-term investments decreased by 14% or Php202 million from Php1.5 billion to Php1.3 billion with TMP and CPAIC contributing Php1.3 billion and Php2 million, respectively.

Receivables increased by 9% to Php13.5 billion with GBPC contributing Php3.9 billion representing outstanding billings for energy fees and passed-through fuel costs arising from the delivery of power, TMP contributing Php3.9 billion consisting of trade receivables with credit terms ranging from one (1) to thirty (30) days and Fed Land contributing Php2.7 billion, a majority of which were installment contract receivables, trade receivables and other receivables. CPAIC accounted for Php2.5 billion primarily insurance receivables and TCI accounted for Php0.5 billion representing trade receivables from the sale of automobiles and after-sales services.

Inventories increased by 22% or Php4.5 billion to Php25.3 billion with Fed Land comprising condominium units for sale and land for development and TMP mostly finished goods accounting for Php20.0 billion and Php4.3 billion, respectively. The balance of Php1.0 billion came from GBPC representing coal and spare parts and supplies (Php0.9 billion) and TCI representing automobiles and spare parts (Php0.1 billion).

Due from related parties decreased by 19% or Php162 million to Php687 million due to collections received from the various subsidiaries of Fed Land.

Prepayments and other current assets decreased by 16% or Php950 million to Php5.0 billion due to the application of creditable withholdings taxes against income tax due and the application of input tax against output tax.

Noncurrent receivables from Fed Land unit buyers who opted for long term payment arrangements (Php6.0 billion) and from various electric cooperatives of GBPC (Php764 million) rose by 38% or Php1.9 billion to Php6.8 billion.

Deferred tax assets reached Php1.3 billion, with TMP accounting for Php849 million comprising deferred tax assets on accrued retirement benefits, provision for claims and assessments and warranty payable; and GBPC contributing Php352 million representing deferred tax assets on provision for retirement benefits and unrealized foreign exchange losses. The remaining Php44 million originated from TCI, (Php24 million); Fed Land, (Php15 million); and CPAIC (Php5 million).

Other noncurrent assets rose by 87% or Php1.0 billion to Php2.3 billion representing advances to contractors and suppliers relating to the engineering, procurement and construction contract for the Panay Energy Development Corporation (PEDC) Unit 3 Plant Expansion Project.

Accounts and other payables increased by 5% to Php22.0 billion from Php20.8 billion with TMP, GBPC, Fed Land, CPAIC, TCI and GT Capital accounting for Php11.7 billion, Php4.7 billion, Php3.7 billion, Php1.6 billion, Php230 million and Php106 million, respectively.

Short-term debt increased by Php2.6 billion from Php1.7 billion to Php4.3 billion due to loan availments made by GT Capital, Fed Land and TMP's dealer subsidiaries to partially finance its working capital requirements and the consolidation of TCI's short-term debt as a result of the business combination effective March 31, 2014.

Current portion of long-term debt decreased by 31% or Php1.0 billion to Php2.3 billion due to principal payments made by GBPC's operating subsidiaries.

Customers' deposits increased by 18% to Php2.2 billion mainly due to collections received by Fed Land for projects launched in 2013 and 2012 which did not qualify for revenue recognition.

Income tax payable declined by 30% to Php611 million due to income tax payments paid in April by GT Capital's subsidiaries.

Dividends payable declined by Php2.0 billion as cash dividends due were fully paid effective April 16, 2014.

Liabilities on purchased properties, net of current portion, declined by 9% to Php3.2 billion due to a reclassification from non-current to current portion triggered by principal amortization.

Pension liability amounted to Php1.9 billion, of which TMP, GBPC, CPAIC, TCI, Fed Land and GT Capital accounted for Php1.1 billion, Php477 million, Php102 million, Php98 million, Php97 million and Php3 million, respectively.

Other noncurrent liabilities decreased by 8% or Php134 million to Php1.5 billion due to a reversal of provisions relating to TMP's Corporate Social Responsibility activities.

Appropriated retained earnings reached Php3.0 billion mainly earmarked for the equity call for GBPC to partially finance the PEDC Unit 3 Plant Expansion Project.

Other equity adjustments decreased by 20% or Php146 million to Php583 million from Php729 million as a result of GT Capital's acquisition of an additional 33.33% direct equity stake in CPAIC (negative Php375.67 million), the sale by GT Capital of a 40% equity stake of TCI to Mitsui (Php193.95 million), acquisition of an additional 0.26% of TCI by GT Capital (negative Php0.42 million), and change in direct ownership over GBPC after FMIC and GT Capital's waiver of pre-emptive rights on the subscription (Php 60.52 million) and change in direct ownership over TCI after subscription (negative Php24.80 million). Acquisitions or sales of non-controlling interest are changes in ownership in a subsidiary without loss of control which are treated as equity transactions. Any difference between the consideration for the purchase or sale and the value of the non-controlling interest acquired or sold is recognized as negative or positive other equity adjustments.

Other comprehensive income decreased by 136% or Php593 million to Php1.0 billion due to marked-to-market losses recognized on available-for-sale investments of subsidiaries and associates.

Equity before non-controlling interests grew by 4% or Php2.7 billion to Php73.2 billion arising from net income realized for the period, net of Php523 million cash dividends declared partially offset by the decrease in other equity adjustments (Php0.1 billion) and decrease in other comprehensive income (Php0.6 billion).

Non-controlling interests increased by Php2.7 billion to Php24.7 billion representing the net effect of: (1) Php2.5 billion net income attributable to non-controlling interest for the period; (2) Php2.2 billion increase in non-controlling interest in GBPC arising from the equity call contribution to the PEDC Unit 3 Plant Expansion Project; (3) Php532 million increase in non-controlling interest in Panay Power Holdings Corporation arising from the equity call contribution to the PEDC Unit 3 Plant Expansion Project; (4) Php105 million additional non-controlling interest relating to the sale of 40% of TCI to Mitsui; (5) Php2.3 billion representing reversal of non-controlling interest relating to the cash dividends declared by TMP; and (6) Php336 million representing reversal of non-controlling interest arising from GT Capital's acquisition of the remaining 33.33% of CPAIC.

Key Performance Indicators (In Million Pesos, except %)

Income Statement	June 30, 2014	June 30, 2013
Total Revenues	66,172	49,050
Net Income attributable to GT Capital Holdings	3,965	6,052
Balance Sheet	June 30, 2014	December 31, 2013
Total Assets	199,603	192,360
Total Liabilities	101,648	99,796
Equity attributable to GT Capital Holdings	73,229	70,526
Return on Equity (%) *	11.0%	13.9%

- Annualized net income attributable to GT Capital Holdings divided by the average equity; where average equity is the sum of equity attributable to GT Capital Holdings at the beginning and end of the period/year divided by 2.

Component Companies Financial Performance

Metrobank

Metrobank recorded a consolidated net income attributable to equity holders of the Parent Company of Php9.1 billion in the first half of 2014 from Php18.1 billion realized in the same period of the previous year wherein the Bank registered non-recurring trading, securities and foreign exchange gains.

Net interest income grew by 29% from Php17.3 billion in the first half of 2013 to Php22.4 billion in the first half of 2014 chiefly due to the 19% growth in loans and receivables reaching Php647.5 billion for the period driven by strong loan demand in the corporate, small and medium scale and middle market segments. Non-interest income, on the other hand, amounted to Php13.6 billion. The major components of non-interest income are miscellaneous income, (Php8.1 billion); services charges, fees and commissions, (Php4.4 billion); and trading securities and foreign exchange gains, (Php1.1 billion).

Miscellaneous income included gains realized from a property sale and continued disposal of non-core assets.

Total resources reached Php1.44 trillion representing a 5% increase from Php1.38 trillion as of December 31, 2013. The improvement in resources came from the 6% expansion in total deposits from Php1 trillion to Php1.1 trillion.

Federal Land

Fed Land total revenue rose by 21.1% from Php3.7 billion in the first half of 2013 to Php4.4 billion in the first half of 2014. The revenue improvement came from real estate sales, interest income on real estate sales, equity in net earnings of an associate and a joint venture, and rent income. Real estate sales including interest income on real estate sales grew by 30.1% from Php2.5 billion to Php3.3 billion mainly from ongoing high-end-and-middle-market development projects situated in Pasay City, Bonifacio Global City, Quezon City, Escolta, Manila, Paco, Manila, Cebu, and Marikina City. Equity in net earnings from an associate and a joint venture, likewise, grew by 31.8% from Php159.5 million to Php210.3 million as this included earnings from the Grand Hyatt project situated in Bonifacio Global City in addition to the Grand Midori project located in Legaspi Village, Makati City. Rent income increased by 3.6% from Php302.3 million to Php313.4 million with the GT Tower office building, and Philippine AXA Life Center as major contributors.

As a result of the strong revenue growth, net income attributable to equity holders of the Parent Company grew by 58% from Php453.3 million in 2013 to Php716.2 million in 2014.

Global Business Power

GBPC's net fees, comprising energy fees for electricity supplied by its operating companies to its customers, net of adjustments, slightly increased by 6.3% from Php8.8 billion in the first half of 2013 to Php9.3 billion in the first half of 2014 owing to the increase in net fees from Panay Power and Toledo Power mainly from new interim power purchase contracts with Manila Electric Company ("Meralco") amounting to Php240 million and additional Wholesale Electricity Spot Market compensation collected amounting to Php67.7 million. The increase in net fees, however, was not enough to offset a decrease in net fees from Cebu Energy Development Corporation due to low load dispatch in the first quarter following the imposition of an administrative price cap in the Visayas grid from November 8, 2013 up March 26, 2014 and technical issues affecting one of the units of the Toledo Power plant.

The 16.4% increase in power plant operations and maintenance expenses from Php4.9 billion to Php5.7 billion was not enough to offset decreases in general and administrative and interest expenses. Net income attributable to equity holders of the Parent Company declined by 19.7% from Php1.1 billion in the first half of 2013 to Php920 million in the first half of 2014.

The interim power agreements between Toledo Power and Panay Power to supply an aggregate 55 megawatts of its diesel reserves to Meralco has been further extended from July 1, 2014 to October 31, 2014. Negotiations are likewise ongoing to extend this contract to a multi-year agreement. Meanwhile, Toledo Power's 82 megawatt plant expansion is expected to be completed one quarter ahead of schedule and commence operations within the fourth quarter of 2014.

Toyota Motor Philippines

TMP's consolidated sales, including three (3) dealer outlets - Lexus Manila situated in Bonifacio Global City, Toyota Makati and Toyota San Fernando, Pampanga, registered 29.2% growth from Php37.8 billion in the first half of 2013 to Php48.9 billion in the first half of 2014 as sales from completely built-up units and completely knocked-down parts grew by 51% and 38%, respectively, driven by the continued strong demand for the all new Vios, new models mix - Corolla Altis (January), Wigo (February), and Yaris (March) and minor improvements in the Innova (February) and Hi Lux (March), sales volume increments across all other models, aggressive sales and promotions and continued expansion in dealer outlets from 42 to 44.

The sales improvement and favorable movements in the foreign exchange rate resulted in an improvement in gross and operating profit margins from 13.1% to 13.7% and 8.1% to 8.3%, respectively. As a result, net income attributable to equity holders of the Parent Company rose by 31% from Php2.3 billion to Php3 billion.

AXA Philippines

AXA Philippines total sales as expressed in Annual Premium Equivalent comprising regular, single, and group premium products reached Php1.8 billion or at par with the same period of the previous year as the 28% and 6% improvement in regular and group premium products was offset by a 38% decline in single premium products. This resulted in a 23% decline in premium income from Php10 billion in the first half of 2013 to Php7.5 billion in the first half of 2014 mainly due to a 39% decrease in single premium income from Php6.2 billion to Php3.8 billion as continued capital market volatility induced investors to remain liquid.

By product, single premium accounted for 62% or Php4.7 of premium income while traditional insurance products comprised the balance. By distribution channel, bancassurance contributed over 70% of premium income.

The improvement in premium margin by 20.8% from Php1.3 billion to Php1.5 billion and lower corporate support expenses by 25.2% from Php793 million to Php561 million was offset by a 56.4% decline in investment income from non-linked investments from Php640 million to Php279 million. As a result, net income declined by 34.1% from Php851 million in the first half of 2013 to Php561 million in the first half of 2014.

Charter Ping An

CPAIC registered a 13% growth in gross premium written from Php1.8 billion in the first half of 2013 to Php2 billion in the first half of 2014 with motor car, marine hull, and compulsory OFW comprising 77% of gross premium written.

However, CPAIC incurred higher than normal claims and losses arising from a typhoon that affected the Mindanao region in the first quarter and higher operating expenses which resulted in a 2% decline in net underwriting income from Php101 million to Php98.7 million. Likewise, lower one-time gains /losses from the sale of shares of stock resulted in a 9% reduction in net income from Php112.2 million in the first half of 2013 to Php101.7 million in the first half of 2014.

Toyota Manila Bay

TMBC consolidated sales, from Manila Bay, Dasmarinas Cavite and Jose Abad Santos, Manila branches, grew by 21.3% from Php4.5 billion in the first half of 2013 to Php5.4 billion in the first half of 2014 as vehicle sales grew by 21.6% from Php4.2 billion to Php5.1 billion chiefly from the 30% increase in vehicle sales volume from 4,150 units to 5,414 units. Sales of spare parts and maintenance services, likewise, increased from Php194.8 million to Php229.7 million and from Php124.7 million to Php147.9 million, respectively.

Gross profit margin for vehicle sales was maintained at 7% due to intensified competition. Net income rose by 22.1% from Php54.4 million in the first half of 2013 to Php66.4 million in the first half of 2014.

Toyota Cubao, Inc.

TCI consolidated sales, from Cubao and Marikina branches grew by 7% from Php2.2 billion to Php2.3 billion. Of total sales, vehicle sales comprised 92% while spare parts and maintenance services accounted for 4% each, respectively. Retail sales grew by 19% from 2,175 units to 2,589 units with commercial and passenger car vehicles accounting for 51% and 49%, respectively.

While overall gross profit margin was maintained at 7.5%, the increase in the gross profit margin for spare parts from 21.6% to 22.7% was offset by a decrease in gross profit margins for vehicle sales from 4.9% to 4.7% due to intensified competition. Net income grew more than tripled from Php4.7 million in the first half of 2013 to Php14.4 million in the first half of 2014 mainly due to lower borrowing costs.

Except for (i), (ii) and (vii) as discussed below, the Company does not know of:

- (i) Any known trends or any known demands, commitments, events, uncertainties that will result or that are reasonably likely in the Company's liquidity increasing or decreasing in any material way;

On July 24, 2014, the Philippine SEC approved the issuance of bonds amounting to Php12 billion with tenors of 5-year, 7-year and 10-year with interest rates of 4.7106%, 5.1965% and 5.625% respectively.

On July 25, 2014, the Company executed a Subscription Agreement with Fed Land to acquire 80,000,000 preferred shares of stock with par value of Php100.00 per share from Fed Land for a total Subscription Price of Php8 billion subject to the approval of the Philippine Securities and Exchange Commission ("SEC") of Fed Land's increase in authorized capital stock from Php15 billion to Php23 billion. On the same day, the Company made the deposit amounting to Php500 million representing at least the minimum 25% subscribed and paid-up capital for the increase in authorized capital stock of Fed Land from Php15 billion to Php23 billion.

- (ii) Any events that would trigger direct or contingent financial obligation (including contingent obligation) that is material to the Company, including any default or acceleration of an obligation except those disclosed in the notes to the interim condensed unaudited financial statements;
- (iii) Any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons created during the reporting period;
- (iv) Any material commitments for capital expenditures, their purpose, and sources of funds for such expenditures;
- (v) Any known trends, events or uncertainties that have had or are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations;
- (vi) Any significant elements of income or loss that did not arise from the Company's continuing operations;
- (vii) The causes of any material change from period to period including vertical and horizontal analysis of any material item, the causes of material changes are discussed in the MD & A; and
- (viii) Any seasonal aspects that had a material effect on financial condition or results of operation of the Company.

PART II - OTHER INFORMATION

At a Special Board Meeting held on June 30, 2014, the following officers of GT Capital were elected:

- | | | |
|----|----------------------------|------------------|
| 1. | Mr. Francisco C. Sebastian | Chairman |
| 2. | Mr. Arthur V. Ty | Co-Vice Chairman |

At the Special Board Meeting aforementioned, the Board of Directors also appointed Ms. Mary Vy Ty as Adviser.

The following were also appointed to the various Board Committees of the Company:

Audit Committee

Mr. Wilfredo A. Paras	Chairman
Mr. Christopher P. Beshouri	Member
Mr. David T. Go	Member

Nominations Committee

Mr. Wilfredo A. Paras	Chairman
Mr. Carmelo Maria Luza Bautista	Member
Mr. Roderico V. Puno	Member

Executive Committee

Mr. Arthur Vy Ty	Chairman
Mr. Alfred VyTy	Vice Chairman
Mr. Francisco C. Sebastian	Member
Mr. Carmelo Maria Luza Bautista	Member
Mr. Solomon S. Cua	Member
Ms. Mary Vy Ty	Adviser

**GT CAPITAL HOLDINGS, INC.
AGING OF RECEIVABLES
IN MILLION PESOS
AS OF JUNE 30, 2014**

Number of Days	Amount
Less than 30 days	Php 2,327
30 days to 60 days	511
61 days to 90 days	393
91 days to 120 days	435
Over 120 days	2,009
Current (not yet due)	14,501
Noncurrent installment contract receivable	823
Total	Php 20,999

**GT CAPITAL HOLDINGS, INC.
LIST OF STOCKHOLDERS AND PERCENTAGE OF HOLDINGS
AS OF JUNE 30, 2014**

The following stockholders own more than 5% of the total issued and outstanding shares of the Company as of June 30, 2014:

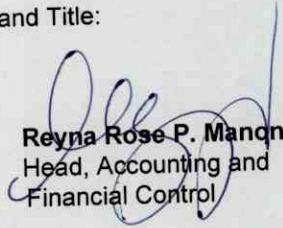
Name Of Stockholder	Total Number Of Shares Held	Percent To Total Number Of Shares Issued
Grand Titan Capital Holdings, Inc.	103,371,110	59.306%
PCD Nominee (Non-Filipino)	59,145,820	33.933%
PCD Nominee (Filipino)	11,168,369	6.408%
Others	614,701	0.353%
Total	174,300,000	100.00%

SIGNATURES

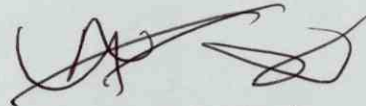
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **GT Capital Holdings, Inc.**

Signature and Title:



Reyna Rose P. Manon-og
Head, Accounting and
Financial Control



Francisco H. Suarez, Jr.
Chief Finance Officer

Date: August 14, 2014