

SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Sep 30, 2020
2. SEC Identification Number
15-A
3. BIR Tax Identification No.
000-290-538
4. Exact name of issuer as specified in its charter
Roxas Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
14th Floor Net One Center 26th corner 3rd Avenue, Bonifacio Global City, Taguig City
Postal Code
1634
8. Issuer's telephone number, including area code
87717800 to 05
9. Former name or former address, if changed since last report
n.a.
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
common	1,547,935,799
11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Roxas Holdings, Inc.

ROX

PSE Disclosure Form 4-1 - Acquisition or Disposition of Assets

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Roxas Holdings, Inc. ("RHI" or the "Company") and its wholly-owned subsidiaries completes the sale of the Company's sugar mill and ethanol plant in La Carlota City, Negros Occidental and RHI's investment properties consisting of shares in Najalin Agri-Ventures, Inc. (the "Sale Transaction") to Universal Robina Corporation.

Background/Description of the Disclosure

On June 4, 2020, RHI disclosed the then proposed Sale Transaction between the RHI Group (RHI and its wholly-owned subsidiaries, Central Azucarera de La Carlota, Inc.(CACI) and Roxol Bioenergy Corporation (RBC)) and Universal Robina Corporation.

One of the conditions precedent for the closing of the transaction is the approval by the PCC.

The parties were notified of the PCC approval which stated that "the Commission finds that the proposed acquisition by URC of assets in La Carlota and Roxol, and shares in Najalin will not likely result in substantial lessening of competition in the markets for the provision of sugar cane milling services and tolling services in Negros Island, as well as the national markets for bioethanol, the sale of raw sugar sold in wholesale, and the sale of molasses to traders."

On September 18, 2020, the RHI Board approved the proposed Sale Transaction.

On September 30, 2020, the parties proceeded to close the Sale Transaction, with the signing and delivery of the definitive sale agreements as well as performance of all conditions necessary for the closing of the transaction.

Date of Approval by Board of Directors	Sep 18, 2020
---	--------------

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The RHI Group will use the proceeds of the Proposed Sale Transaction to prepay all long-term debt and reduce short-term debt to levels sufficient for its working capital needs. The sale of the La Carlota assets will allow RHI to refocus its resources on rebuilding its Nasugbu sugar milling and refining facilities, among others.

Details of the acquisition or disposition

Date	Sep 30, 2020
-------------	--------------

Description of the Transaction

Under the terms of the Sale Transaction, URC will acquire all buildings, improvements, machineries and equipment, laboratory equipment, as well as the land on which these plant and buildings are located and investment properties that are necessary for the continuing operations of the mill and ethanol plants located at La Carlota City, Negros Occidental (the "Assets").

Manner

Asset Purchase

Description of the assets involved

The Sale Transaction covered the following assets:

(a) Sale and Purchase of CACI Assets – Sale by CACI and purchase by URC of the “CACI Assets” consisting of (i) all buildings, improvements, machineries & equipment, and laboratory equipment that are necessary for the continuing operations of its sugar milling plant located at Brgy. Esperanza, La Carlota City, Negros Occidental; and (ii) all spare parts inventory available for the operations of CACI’s sugar milling plant;

(b) Sale and Purchase of CACI Land – Sale by CACI and purchase by URC of the “CACI Land” consisting certain parcels of land with a total area of approximately 1,069,037 square meters situated at Brgy. Esperanza, La Carlota City, Negros Occidental on which the CACI Assets are located, including any other parcels of land necessary for continuing CACI’s sugar milling operations;

(c) Sale and Purchase of RBC Assets – Sale by RBC and purchase by URC of the “RBC Assets” consisting of (i) all buildings, improvements, machineries & equipment, and laboratory equipment that are necessary for the continuing operations of bioethanol plant facility located at Brgy. Nagasi, La Carlota City, Negros Occidental; and (ii) all spare parts inventory available for the operations of RBC’s bioethanol plant facility;

(d) Sale and Purchase of RBC Land – Sale by RBC and purchase by URC of the “RBC Land” consisting of a parcel of land covered by TCT No. T-11673 with a total area of approximately 391,826 square meters situated at Brgy. Nagasi, La Carlota City, Negros Occidental on which the RBC Assets are located, including any other parcels of land necessary for continuing RBC’s bioethanol plant facility operations; and

(e) Sale of NAVI Shares – Sale by RHI and purchase by URC of the “NAVI Shares” consisting of 520,115 common shares of the capital stock of Najalin Agri-Ventures, Inc. (“NAVI”), inclusive of four (4) common shares registered in the name of RHI’s nominee directors, which in the aggregate represent 95.8% of the total issued and outstanding capital stock of NAVI.

Terms and conditions of the transaction**Nature and amount of consideration given or received**

The agreed consideration or purchase price for the proposed sale and purchase transaction is as follows:

- (i) For the CACI Assets - Php1,612,430,283.00, inclusive of VAT;
- (ii) For the CACI Land – Php1,410,475,450.00, inclusive of VAT;
- (iii) For the RBC Assets – Php1,459,018,150.00, inclusive of VAT;
- (iv) For the RBC Land – Php275,808,841.00, inclusive of VAT; and
- (v) For the NAVI Shares – Php142,267,276.00

Principle followed in determining the amount of consideration

The purchase price under each of the Deeds had been determined after arm’s length negotiations between members of the RHI Group and URC, and represents the fair market value for each of the plant and equipment, building and land, and NAVI Shares sold under the respective Deeds, having regard to comparable market prices of similar assets and parcels of land and buildings located in the vicinity, and the potential earnings of the assets sold.

Terms of payment

Full payment of the aggregate contract price shall be paid by the Buyer on closing of the transaction.

Conditions precedent to closing of the transaction, if any

The consummation of the Sale Transaction was subject to the parties being able to secure the requisite regulatory approvals, corporate approvals, and other third party consents. More particularly, these conditions precedent to closing the Sale Transaction include the requisite approval from the Philippine Competition Commission, and required lender consents.

Any other salient terms

None

Identity of the person(s) from whom the assets were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Universal Robina Corporation	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

The paring down of existing debts is expected to result in a stronger balance sheet for the RHI Group, and in capacity to rebuild its operations in Nasugbu, Batangas

Other Relevant Information

none

If the transaction being reported is an acquisition, kindly submit the following additional information:**Source(s) of funds**

N.A.

If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes

N.A.

Filed on behalf by:

Name	Ma. Hazel Rabara-Retardo
Designation	Assistant Vice President - Governance & Deputy Compliance Officer