

## 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)  
Aug 24, 2018
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  
14F Net One Center 26th corner 3rd Avenue, Bonifacio Global City, Philippines  
Postal Code  
1634
8. Issuer's telephone number, including area code  
02-771-7800
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  
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*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.

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**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**

Sale of the Milling and Refinery Assets in Brgy. Lumbangan, Nasugbu, Batangas

**Background/Description of the Disclosure**

Roxas Holdings, Inc. (RHI), together with its wholly-owned subsidiary, Central Azucarera Don Pedro, Inc. (CADPI) (collectively, "RHI Group") has reached an agreement with Universal Robina Corporation ("URC") for the sale of its sugar milling and refining operations in Brgy Lumbangan, Nasugbu Batangas. (the "Proposed Sale Transaction").

**Date of Approval by Board of Directors**

TBA

**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, and thus save on substantial financing costs especially on its outstanding long-term loans. This Proposed Sale Transaction will also provide the Group an opportunity to focus on its Negros operations, which has improved and grown through the years.

**Details of the acquisition or disposition**
**Date**

TBA

**Description of the Transaction**

Under the terms of the Proposed Sale Transaction, URC will acquire all buildings, improvements, machineries and equipment, laboratory equipment, spare parts and transportation equipment, as well as the land on which these plant and buildings are located (the "Assets") and that are necessary for the continuing operations of the refinery and milling plant located at Brgy. Lumbangan, Nasugbu, Batangas.

**Manner**

Asset Purchase

**Description of the assets involved**

As stated above, the Assets subject of the Proposed Sale Transaction comprise of all the buildings, improvements, machineries and equipment, laboratory equipment, spare parts and transportation equipment, as well as the land on which the aforementioned assets of RHI and CADPI are located, and that are necessary for the continuing operations of the milling and refinery plant.

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

To be determined at closing of the Proposed Sale Transaction

**Principle followed in determining the amount of consideration**

The amount of the consideration shall represent the fair market value for the plant and equipment, as well as the appraised value of the building and land comprising the Assets to be purchased.

**Terms of payment**

TBA

**Conditions precedent to closing of the transaction, if any**

The consummation of the Proposed Sale Transaction is 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 Proposed Sale Transaction include the requisite approval from the Philippine Competition Commission, compliance with the requirements under Act No. 3952 or the Bulk Sales Law, and required lender consents under the outstanding RHI Group Secured Loans.

**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 Group, which in turn would enable it to be more agile in responding to changing market conditions and flexible to respond and pursue opportunities to grow at a much faster pace.

**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:**

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