

# 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)

Mar 9, 2015

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

PHILIPPINES

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

6F CACHO GONZALES BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY

Postal Code

1229

8. Issuer's telephone number, including area code

810-8901

9. Former name or former address, if changed since last report

CENTRAL AZUCARERA DON PEDRO / JUNE 30

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              | 1,151,332,945   |

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 4-5 - Change in Control of Issuer**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

### Subject of the Disclosure

Change in Control of Issuer

### Background/Description of the Disclosure

RHI sale of 241,780,709 treasury shares to First Agri Holdings Corporation. Mr. Pedro E. Roxas, Pesan Holdings, Inc. and Ms. Marta Roxas sale of a total of 35,000,000 shares to First Agri Holdings Corporation increasing the % ownership of First Pacific Group to 50.90%. Both sales are at Php7.00 per share.

### Rationale for the transaction

Sale of 241,780,709 treasury shares to First Agri Holdings Corporation and sale of a total of 35,000,000 shares from Mr. Pedro E. Roxas, Pesan Holdings, Inc. and Ms. Marta Roxas. First Pacific Group wanted to acquire a majority interest in RHI.

### Description of the transaction

Sale of 241,780,709 treasury shares to First Agri Holdings Corporation

### Identity of the person(s)/entity(ies) who intends to acquire a controlling interest in the Issuer

| Name                            | Nature of any material relationship with the Issuer, their directors/ officers or any of their affiliates |
|---------------------------------|---|
| FIRST AGRI HOLDINGS CORPORATION | Affiliate of First Pacific Natural Resources Holdings BV, a stockholder of RHI                            |

### Identity of the person(s)/entity(ies) from whom control was assumed

| Name                    | Number of Shares | % to Total Number of Outstanding Shares |
|-------------------------|------------------|---|
| Roxas and Company, Inc. | 356,478,910      | 30.96                                   |

### Details of the transaction

|  |             |
|--|-------------|
| Number of shares of voting securities which will be beneficially owned by the person(s)/entity(ies) who will acquire control | 585,978,469 |
| Percentage to total number of shares of voting securities  | 50.9        |

|  |                   |
|--|-------------------|
| <b>Amount and source of consideration used by such person(s)/entity(ies)</b> | Php7.00 per share |
|--|-------------------|

**Any arrangement or understanding among members of both the former and new control groups and their affiliates/associates with respect to the election of directors or other matters**

The First Pacific Group will be entitled to five (5) seats in the Board. Roxas and Company, Inc. will be entitled to two (2) seats in the Board. There are two (2) independent directors. The number of directors of the company is nine (9).

**Describe any arrangement known to the Issuer, including any pledge by any person of securities of the issuer or any of its parents**

The Issuer does not have knowledge of any pledge of securities or other matters.

**The interest which directors of the parties have in the proposed transaction**

None

**Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders**

The Company will maintain two (2) independent directors in the membership of the Board to safeguard the interest of the stockholders.

**Effects on the following**

**Ownership structure**

| Principal Shareholders                      | Before           |    | After            |       |
|---|------------------|----|------------------|-------|
|   | Number of shares | %  | Number of shares | %     |
| FIRST PACIFIC NATURAL RESOURCES HOLDINGS BV | 309,197,760      | 34 | 309,197,760      | 26.86 |
| FIRST AGRI HOLDINGS CORPORATION             | 0                | 0  | 276,780,709      | 24.04 |

**Capital structure**

**Issued Shares**

| Type of Security/Stock Symbol | Before        | After         |
|-------------------------------|---------------|---------------|
| COMMON                        | 1,168,976,425 | 1,168,976,425 |

**Outstanding Shares**

| Type of Security/Stock Symbol | Before      | After         |
|-------------------------------|-------------|---------------|
| COMMON                        | 909,552,236 | 1,151,332,945 |

**Treasury Shares**

| Type of Security/Stock Symbol | Before      | After      |
|-------------------------------|-------------|------------|
| TREASURY SHARES               | 252,424,189 | 17,643,480 |

**Listed Shares**

| Type of Security/Stock Symbol | Before        | After         |
|-------------------------------|---------------|---------------|
| COMMON & TREASURY SHARES      | 1,168,976,425 | 1,168,976,425 |

|   |      |
|---|------|
| <b>Effect(s) on the public float, if any</b>        | NONE |
| <b>Effect(s) on foreign ownership level, if any</b> | NONE |

|                                   |
|-----------------------------------|
| <b>Other Relevant Information</b> |
| NONE                              |

**Filed on behalf by:**

|                    |   |
|--------------------|---|
| <b>Name</b>        | Florencio, Jr. Mamauag                  |
| <b>Designation</b> | VP - Legal, Compliance & Administration |