

# 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)  
Jun 17, 2020
2. SEC Identification Number  
PW-00000834
3. BIR Tax Identification No.  
000-269-435
4. Exact name of issuer as specified in its charter  
ROXAS AND COMPANY, INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
7th Floor Cacho Gonzales Bldg., 101 Aguirre St., Legaspi Village, Makati City  
Postal Code  
1229
8. Issuer's telephone number, including area code  
(632) 8810-8901 to 06
9. Former name or former address, if changed since last report  
CADP GROUP CORPORATION
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	2,089,858,221
11. Indicate the item numbers reported herein  
Item No. 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 and Company, Inc.

## RCI

**PSE Disclosure Form 4-30 - Material Information/Transactions**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure
RCI- Board approval of Put Option Agreement with LDA Capital
Background/Description of the Disclosure

Reply to correspondence from the Exchange received on June 16, 2020:

We write in reply to your letter dated 16 June 2020 regarding the authority granted by the Board of Directors to the Corporation to enter into a Put Option Agreement (“POA”) with LDA Capital Limited (“LDA Capital”) as Investor and LDA Capital LCC as Arranger, thus:

1. A more detailed discussion of the proposed transaction including the timetable for implementation, and related regulatory requirements, if any:

The Agreement will be for a period of 36 months and we intend to implement upon signing. The number of shares RCI will issue on the put option will be based on the average shares traded volume every 15 trading days prior to the issuance of a Put Option Notice. Transactions made under this agreement shall be subject to disclosure requirements of the Exchange.

2. The rationale for the transaction including the benefits which are expected to be accrued to the Corporation as a result of the transaction:

To raise funds for working capital and debt reduction.

3. The aggregate value of the agreed transaction, as well as the number of shares covered by the agreement including its percentage to RCI’s issued and outstanding capital shares:

Aggregate value of both the put option plus call option is potentially about P1 Billion. The number of shares will depend on the prices as the put options will be spread over time and subject to different prices but will approximately cover around 400 million shares and no more than 15% of issued and outstanding shares.

4. The strike price for the put option and exercise for the call option, including the bases upon which these prices were determined:

The strike price for the put option will be based on the volume weighted average market price of the stock on the days preceding the date of the transaction. The call option can be exercised anytime at P2.38/share, in whole or in part, during the 3-year agreement. This is a 25% premium of the current market price of P1.90 and 200% over its low of P1.20 per share 3 months ago.

5. Background of LDA Capital, including the nature and extent of its relationship to the Corporation, directors, officers or affiliates, if any:

LDA Capital is a global alternative investment group with expertise in complex, cross border transactions worldwide. Their team has dedicated their careers to international & cross border opportunities having collectively executed over 200 transactions in both the public and private markets across 42 countries with aggregate transaction values of over US\$10 billion. For more information please visit: [www.ldacap.com](http://www.ldacap.com)

LDA Capital is coming into RCI as an Investor and has no existing relationship or interest with any of our directors, officers or affiliates.

6. The interest which directors of the parties to the transaction have in the proposed transaction, if any:

None. All transactions in the agreement will be between RCI and LDA Capital.

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

The Company will ensure that appropriate and timely disclosures are made, when necessary, to keep all of its shareholders as well as the investing public fully apprised of the transactions of the Corporation and LDA under the Agreement. The shareholders may also raise questions at the next annual meeting tentatively scheduled on August 12, 2020.

8. Any other relevant terms and conditions of the agreement.

There are no other relevant terms and conditions to disclose.

#### **Other Relevant Information**

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**Filed on behalf by:**

<b>Name</b>	Monica Isabelle Villanueva
<b>Designation</b>	Compliance Officer/ Asst. Corporate Secretary