

22 January 2010

**Philippine Stock Exchange**

Disclosures Department  
4/F, Philippine Stock Exchange Inc., PSE Centre  
Exchange Road, Ortigas Center  
Pasig City, Metro Manila

Attention : **Ms. Janet Encarnacion**  
Head – Disclosures Department

Re : **ROXAS AND COMPANY, INC.**  
-----

**Gentlemen:**

In compliance with the Revised Disclosure Rules of the Exchange, we hereby submit a copy of Roxas and Company, Inc.'s disclosure on SEC Form 17-C anent the Sworn Certification on the attendance of each director of the Corporation in Board meetings held during the year 2009.

We trust that you will find the foregoing disclosure in order.

Very truly yours,



**FRITZIE P. TANGKIAL FABRICANTE**  
AVP for Legal Affairs/Compliance Officer  
Corporate Information Officer

*Encl.: a/s*

P W 0 0 0 0 0 8 3 4

R O X A S A N D C O M P A N Y , I N C .  
( F O R M E R L Y C A D P G R O U P  
C O R P O R A T I O N )

(Company's Full Name)

7 T H F L O O R C G B U I L D I N G  
1 0 1 A G U I R R E S T R E E T L E G A S P I  
V I L L A G E M A K A T I C I T Y

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

ATTY. FRITZIE P. TANGKIA-FABRICANTE

810-8901

SEC FORM 17-C (Board of Directors' Attendance)

June 30  
Month Day  
Fiscal Year

Form Type

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Department Requiring this Document

Amended Articles Number/Section

3,587

Total Amount of Borrowings

Total No. of Stockholders

Domestic Foreign

TO BE ACCOMPLISHED BY SEC PERSONNEL CONCERNED

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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: **22 JANUARY 2010.**
2. SEC Identification Number: **834.**
3. BIR Tax Identification No. : **000-269-435-000.**
4. Exact name of issuer as specified in its charter: **ROXAS AND COMPANY, INC.**
5. **Philippines**  
Province, Country or other jurisdiction of  
Incorporation or Organization
6. (SEC Use Only)  
Industry Classification Code
7. **7F Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City 1229**  
Address of Principal Office
8. **(632) 810-89-01 to 06**  
Registrant's telephone number, including area code
9. Former name, former address and former fiscal year, if changed since last report  
No Change
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8  
of the RSA

Title of Each Class	No. of Shares of Stock Outstanding and Amount of Debt Outstanding
Authorized Capital Stock Common	<b>P3,375,000,000.00</b>
No. of Shares Subscribed & Outstanding Common	<b>2,911,885,870</b>

**(As of 31 December 2009)**

Of the 2,911,885,870 subscribed and outstanding common shares, 1,365,990,294  
shares were exempt securities under Section 10.1 of the SRC.

11. Indicate the item numbers reported herein: **Item 9. Other Matters.**

In compliance with the reportorial obligations imposed under the approved Manual of Corporate Governance of Roxas and Company, Inc. (the "Corporation"), the undersigned Assistant Corporate Secretary of the Corporation hereby submits a Sworn Certification, hereto attached as **Annex "A"**, on the attendance of each director of the Corporation in Board meetings held during the year 2009, duly attested by the Executive Chairman of the Corporation.

SIGNATURE

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 hereunto duly authorized.

**ROXAS AND COMPANY, INC.**  
Issuer

By:

  
**FRITZIE P. TANGKIA-FABRICANTE**  
Assistant Corporate Secretary  
AVP for Legal Affairs & Compliance Officer

Date: 22 January 2010.

cc:

**Philippine Stock Exchange**  
Disclosures Department  
4/F, Philippine Stock Exchange Inc., PSE Centre  
Exchange Road, Ortigas Center  
Pasig City, Metro Manila

Attention : **Ms. Janet Encarnacion**  
Head – Disclosures Department

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S.

### SECRETARY'S CERTIFICATE

I, **FRITZIE P. TANGKIA-FABRICANTE**, Filipino, of legal age, and with office address at 7F Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City, after having been duly sworn to in accordance with law, hereby certify as follows:

1. I am the Assistant Corporate Secretary of **ROXAS AND COMPANY, INC.** (formerly **CADP GROUP CORPORATION**), a corporation duly organized and existing under the laws of the Philippines, with principal office located at 7<sup>th</sup> Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City [the "Corporation"];
2. As the Assistant Corporate Secretary, I have custody and access to the corporate records of the Corporation;
3. Based on the Corporation's records, the meetings of the Board of Directors for the period from 01 January 2009 to 31 December 2009 were attended, in person or through teleconference, by the following:

<b>Date of Meeting</b>	<b>Directors Present</b>	<b>Directors Absent</b>
26 March 2009 (Regular)	Antonio J. Roxas Pedro E. Roxas Carlos R. Elizalde Miguel A. Gaspar Francisco F. del Rosario, Jr. Geronimo C. Estacio* Ramon A. Picornell, Jr. Ramon Y. Dimacali*	Senen C. Bacani
25 June 2009 (Regular)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Ramon Y. Dimacali* Senen C. Bacani* Beatriz O. Roxas Eduardo R. Areilza	Carlos R. Elizalde
28 August 2009 (Special)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Ramon Y. Dimacali*	Eduardo R. Areilza Beatriz O. Roxas

	Senen C. Bacani* Carlos R. Elizalde Francisco Jose R. Elizalde	
24 September 2009 (Regular)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Ramon Y. Dimacali* Senen C. Bacani* Carlos R. Elizalde Francisco Jose R. Elizalde Beatriz O. Roxas Eduardo R. Areilza	
08 October 2009 (Special)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Ramon Y. Dimacali* Senen C. Bacani* Carlos R. Elizalde Eduardo R. Areilza	Francisco Jose R. Elizalde Beatriz O. Roxas
14 October 2009 (Special)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Ramon Y. Dimacali* Senen C. Bacani* Carlos R. Elizalde Francisco Jose R. Elizalde Beatriz O. Roxas	Eduardo R. Areilza
19 November 2009 (Special)	Pedro E. Roxas Francisco F. del Rosario, Jr. Carlos R. Elizalde Ramon Y. Dimacali* Beatriz O. Roxas Francisco Jose R. Elizalde Eduardo R. Areilza	Antonio J. Roxas Guillermo D. Luchangco
08 December 2009 (Organizational/Regular)	Antonio J. Roxas Pedro E. Roxas Francisco F. del Rosario, Jr. Carlos R. Elizalde Beatriz O. Roxas	Ramon Y. Dimacali Francisco Jose R. Elizalde

---

\* Independent Director

Eduardo R. Areilza  
Guillermo D. Luchangco\*

4. Each of the members of the Board of Directors attended at least fifty percent (50%) of all the regular and special Board meetings for the year 2009.
5. At least one (1) independent director was present in each of the Board meetings for the year 2009.
6. I certify that the above listed attendance of the Board of Directors in the said board meetings for the year 2009 is true and correct based on the Corporation's records.

Witness my hand on 22 January 2010 in Makati City.

**FRITZIE P. TANGKIA-FABRICANTE**  
Assistant Corporate Secretary

Attested by:

**PEDRO E. ROXAS**  
Executive Chairman

**SUBSCRIBED AND SWORN TO** before me this 22 January 2010 in Makati City, Metro Manila, affiant Fritzie Tangkia-Fabricante exhibiting to me her Passport No. XX0850429 issued on 03 April 2008 in Manila, and expiring on 02 April 2013, and Community Tax Certificate No. 00531965 issued on 28 February 2009 in Makati City, and Pedro E. Roxas, his Passport No. ZZ156715 issued on 14 November 2005 in Manila, and expiring on 14 November 2010, and Community Tax Certificate No. 00531973 issued on 28 February 2009 in Makati City.

Doc. No. 367  
Page No. 75  
Book No. III  
Series of 2010.

**JOSEPH P. GUIVARRA**  
Notary Public - Makati City  
Until 31 December 2011  
8/F Cacho Gonzalez Building  
101 Aguirre Street, Legaspi Village, Makati City  
PTR No. 2092095 / 8 January 2010 / Makati City  
IBP No. 802685 / 18 December 2009 / Makati City  
Roll No. 52501