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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 20 – IS (2010) Preliminary

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 No. of Stockholders

Total Amount of Borrowings

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

SEC Reg. No. 834



ROXAS AND COMPANY, INC.
(formerly CADP Group Corporation)
7/F CG Building, 101 Aguirre St.
Legaspi Village, Makati City 1229

810-8901
Telephone Number

30 June
Fiscal Year Ending

Notice of Annual Meeting of Stockholders

- and -

SEC FORM 20 - IS
Information Statement
Pursuant to Rule 20 of the
Securities Regulation Code

ROXAS AND COMPANY, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the Annual Meeting of Stockholders of ROXAS AND COMPANY, INC. (formerly CADP Group Corporation) will be held at the Manila AB Room of Makati Shangri-La, Ayala Avenue corner Makati Avenue, Makati City, 1200 Metro Manila on 17 November 2010 at 10:00 in the morning.

The agenda of the Meeting is:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Annual Stockholders' Meeting held on 18 November 2009
3. Presentation of the Annual Report to Stockholders
4. Ratification of all Acts and Proceedings of the Board of Directors and Management
5. Election of the Board Directors
6. Election of External Auditors
7. Other Matters
8. Adjournment

Only stockholders of record as at the close of business on 15 October 2010 are entitled to notice of, and to vote at, the Annual Meeting of Stockholders. Registration for the meeting shall start at 9:30 in the morning.

IF YOU CANNOT ATTEND THE MEETING, PLEASE EXECUTE AND RETURN THE PROXY FORM TO THE OFFICE OF THE CORPORATE SECRETARY C/O 7F CACHO-GONZALES BUILDING, 101 AGUIRRE STREET, LEGASPI VILLAGE, 1229 MAKATI CITY ON OR BEFORE 10 NOVEMBER 2010.

By Order of the Board of Directors.


FRITZIE P. TANGKILA-FABRICANTE
Assistant Corporate Secretary

24 October 2010.

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20 - IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter : **ROXAS AND COMPANY, INC.
(formerly CADP GROUP CORPORATION)**
3. Province, country or other jurisdiction of incorporation or organization : Philippines
4. SEC Identification Number : 834
5. BIR Tax Identification Code : 000-269-435
6. Address of Principal Office : 7/F CG Building, 101 Aguirre St.
Legaspi Village, Makati City 1229
7. Registrant's telephone number including area code : (632) 810-8901
8. Date, time and place of meeting of security holders : 17 November 2010 at 10:00 a.m.
Manila AB Room, Makati Shangri-La
Ayala Avenue corner Makati Avenue
Makati City 1200
9. Approximate date on which the Information Statement is first to be sent or given to security holders : 25 October 2010
10. Securities registered pursuant to Sections 8 and 12 of the Code as of 31 August 2010:

Title of Each Class	Number of Shares of Stock Outstanding And Amount of Debt Outstanding
Common (as of 30 June 2010)	2,911,885,870
Debt	None registered

11. Are any or all of the Registrant's securities listed on a Stock Exchange?

Yes No

If so, disclose name of the Exchange : Philippine Stock Exchange

ROXAS AND COMPANY, INC.
(formerly CADP GROUP CORPORATION)

INFORMATION STATEMENT
GENERAL INFORMATION

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

Date	:	17 November 2010
Time	:	10:00 a.m.
Place	:	Manila AB Room, Makati Shangri-La Ayala Avenue corner Makati Avenue Makati City 1200
Address of Principal Office of the Registrant	:	7/F CG Building, 101 Aguirre St. Legaspi Village, Makati City 1229, M.M.
Approximate date on which the Information Statement is first to be sent or given to security holders	:	25 October 2010

DISSENTER'S RIGHT OF APPRAISAL

A dissenting stockholder shall have the right of appraisal in the instances authorized under Section 81 of the Corporation Code, to be exercised in accordance with the procedure set out in Section 82 of the same Code. There are no matters in the agenda of the meeting which would give rise to the exercise of the right of appraisal.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

The incumbent directors or officers of the Company, since the beginning of the last fiscal year, do not have substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

None of the incumbent directors informed the Company in writing that he intends to oppose any action to be taken during the annual meeting of shareholders.

CONTROL AND COMPENSATION INFORMATION

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

- a) The number of shares outstanding and entitled to vote in the stockholders' meeting is 2,911,885,870 common shares.
- b) The record date for the purpose of determining the stockholders entitled to vote is 15 October 2010.
- c) Holders of common shares are entitled to cumulative voting in the election of directors. Section 24 of the Corporation Code provides that every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name in the stock books of the corporation, or where the by-laws are silent, at the time of the election; and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit.

For all other matters to be acted upon, each share is entitled to one (1) vote.

d) Security ownership of certain record and beneficial owners and management.

(1) Security ownership of certain record and beneficial owners of more than 5% of the Company's securities, both listed and not listed, as of 31 August 2010:

<i>Title of Class</i>	<i>Name and Address of Owner/Relationship with Issuer</i>	<i>Name of Beneficial Ownership and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Number and Nature of Ownership</i>	<i>Percent of Class¹</i>
Common	Antonio J. Roxas 7/F CG Building 101 Aguirre Street, Legaspi Village, Makati City Director	Antonio J. Roxas	Filipino	643,945,909 (direct)	22.11%
Common	SPCI Holdings, Inc. Unit 1701, The Peak Tower 107 Leviste St., Salcedo Village, Makati City	SPCI Holdings, Inc. ²	Philippine National	642,779,593 (direct)	22.07%
Common	Pedro E. Roxas 7/F CG Bldg., 101 Aguirre St., Legaspi Village, Makati City Executive Chairman	Pesan Holdings, Inc./Pedro E. Roxas	Filipino/ Philippine National	536,679,766 (direct & indirect)	18.43%
Common	HSBC OBO Manila A/C 000-262931-575 12/F, The Enterprise Center Tower I, 6766 Ayala Avenue Makati City	HSBC ³	Other Alien	273,234,090 (direct)	9.38%
Common	Pilar Olgado Roxas Unit 3201 Regent Parkway Condominium, 21 st Drive, Bonifacio Global City,	Pilar Olgado Roxas	Filipino	262,706,512 (direct)	9.02%

¹ The percentages of shareholding were arrived at by dividing the number of shares owned, directly and indirectly, by the shareholders over 2,911,885,870 common shares, the total outstanding shares as of 31 July 2010.

² Messrs. Santiago R. Elizalde, Francisco Jose R. Elizalde, Carlos R. Elizalde and Inigo R. Elizalde each owns 24.99% of the total outstanding shares of SPCI Holdings, Inc. (SPCI). Messrs. Francisco Jose R. Elizalde and Carlos R. Elizalde are directors of the Company, while Mr. Santiago R. Elizalde is the Company's Treasurer. The Board of Directors of SPCI, consisting of its 6 shareholders, collectively, has the power to decide on how the shareholdings of SPCI in the Company shall be voted.

³ The Company has no official information as to who is/are the beneficial owner/s of the shares in the name of HSBC OBO Manila.

<i>Title of Class</i>	<i>Name and Address of Owner/Relationship with Issuer</i>	<i>Name of Beneficial Ownership and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Number and Nature of Ownership</i>	<i>Percent of Class¹</i>
	Taguig				
Common	Marta O. Roxas Dela Rica c/o 7F CG Bldg., 101 Aguirre St., Legaspi Village, Makati City	Marta Olgado Roxas Dela Rica	Spanish	258,180,365 (direct)	8.87%
Common	Beatriz Olgado Roxas Unit 3201 Regent Parkway Condominium, 21 st Drive, Bonifacio Global City, Taguig Director	Beatriz Olgado Roxas	Spanish	257,579,335 (direct)	8.85%
TOTAL				2,875,105,570	98.74%

Except as stated above and in the related footnotes, the Board of Directors and the Management of the Company have no knowledge of any person who, as of 31 August 2010, was directly or indirectly the beneficial owner of, or who has voting power or investment power with respect to, shares comprising more than five percent (5%) of the Company's outstanding common stock.

(2) Security Ownership of Management as of 31 August 2010.

The following table sets forth the number of shares, listed and not listed, owned of record and/or beneficially owned by the directors, independent directors, the Chief Executive Officer and the key officers of the Company, and the percentage of shareholdings of each as of 31 August 2010:

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Citizenship</i>	<i>Number and Nature Of Ownership</i>	<i>Percent of Class</i>
Common	Pedro E. Roxas Executive Chairman	Filipino	536,679,766 (direct & indirect)	18.43 %
Common	Francisco F. Del Rosario, Jr. ⁴ Director / President & CEO	Filipino	1,000 (direct)	0.00%
Common	Antonio J. Roxas Director	Filipino	643,945,909 (direct)	22.11%
Common	Beatriz O. Roxas Director	Spanish	257,579,335 (direct)	8.85%

⁴ Mr. Del Rosario, Jr. resigned as Director and President/CEO of the Company effective 01 September 2010.

Common	Carlos R. Elizalde ⁵ Director	Filipino	1,252,923 (direct)	0.04%
Common	Francisco Jose R. Elizalde ⁶ Director	Filipino	1,203,013 (direct)	0.04%
Common	Ramon Y. Dimacali Independent Director	Filipino	1,000 (direct)	0.00%
Common	Guillermo D. Luchangco Independent Director	Filipino	1,000 (direct)	0.00%
Common	Eduardo R. Areilza Director	Spanish	1,000 (direct)	0.00%
Common	Santiago R. Elizalde ⁷ Treasurer	Filipino	1,210,930 (direct)	0.04%
Common	Sindulfo L. Sumagang ⁸ Vice-President / Chief Finance Officer	Filipino	0	0.00%
Common	Peter D. A. Barot Corporate Secretary	Filipino	0	0.00%
Common	Fritzie P. Tangkia-Fabricante Asst. Corp. Secretary	Filipino	0	0.00%
Common	Directors and Officers As a Group		1,441,875,876	49.52%

(3) Voting Trust Holders of 5% or More.

⁵ Messrs. Carlos R. Elizalde, Santiago R. Elizalde, Francisco Jose R. Elizalde, and Inigo R. Elizalde each owns 24.99% of the total outstanding shares of SPCI Holdings, Inc. (SPCI). SPCI, in turn, owns 642,779,593 or 22.07% of the Company's shares.

⁶ Please see footnote 5.

⁷ Please see footnote 5.

⁸ Mr. Sumagang was appointed as the Company's Vice-President/Chief Finance Officer effective 25 January 2010.

The Company is not aware of any voting trust or similar arrangement among persons holding more than 5% of the shares.

e) Change in Control

There has been no change in control since the beginning of the last fiscal year. The Company is also not aware of the existence of any change in control agreements.

However, in 2008, the Roxas Group, of which Roxas & Company, Inc. (RCI), Roxas Holdings, Inc. (RHI) and CADP Group Corporation (CADPGC) are a part, undertook a corporate reorganization.

The corporate reorganization, including the merger of RCI and CADPGC, was undertaken with a vision of creating a corporate structure that ultimately separates the sugar and real estate businesses of the Roxas Group. The reorganization would reduce redundancies, improve operational efficiency, and provide long-term cost reduction benefits.

On 23 June 2009, the Securities and Exchange Commission approved:

- i) the Plan and Articles of Merger executed on 21 October 2008 and 29 April 2009, respectively, by and between CADPGC, the surviving corporation, and RCI, the absorbed corporation;
- ii) the Amended Articles of Incorporation of CADPGC, amending Articles I (name of the Corporation shall be "Roxas and Company, Inc.") and VIII (increase of authorized capital stock) thereof; and
- iii) the increase of the CADPGC's capital stock from Php1,962,500,000.00 divided into 1,962,500,000 shares with par value of Php1.00 each to Php3,375,000,000.00 divided into 3,375,000,000 shares with par value of Php1.00

and issued the corresponding Certificates therefor.

In the respective Board Meetings of RCI and CADPGC, a resolution setting 29 June 2009 as the Effective Date of the merger was approved.

With the merger of the old RCI into CAPDGC, and the latter being renamed to RCI, the Company now has interests in both RHI and its sugar-manufacturing subsidiaries, and Roxaco Land Corporation (Roxaco), the real property arm of the Roxas Group. It is envisioned that eventually, the two listed companies, RHI and the Company, will focus on their respective businesses – sugar and sugar-related businesses for RHI and real estate for the Company.

DIRECTORS AND EXECUTIVE OFFICERS

a) Nominees for election to the Board

The following have been nominated for election to the Board of Directors:

Pedro E. Roxas
Antonio J. Roxas
Beatriz O. Roxas
Carlos R. Elizalde
Francisco Jose R. Elizalde
Eduardo R. Areilza
Renato C. Valencia
Ramon Y. Dimacali (Independent Director)
Guillermo Luchangco (Independent Director)

All the nominees, except Mr. Valencia, are incumbent members of the Board of Directors of the Company. Mr. Valencia was appointed as an Advisor to the Company's Board of Directors on 02 July 2010.

Of the nominees, Messrs. Ramon Y. Dimacali and Guillermo D. Luchangco are eligible for election as independent directors of the Company in accordance with Rule 38.1 of the Implementing Rules and Regulations of the Revised Securities Regulation Code. In general, they are not officers or employees of the Company or any of its subsidiaries, and are free from any business or relationships with the Company or any of its subsidiaries which could, or could reasonably be perceived to, materially interfere with the exercise of their independent judgment in carrying out their responsibilities as independent directors. Each of them has submitted a Certificate of Qualification as an Independent Director to the Securities and Exchange Commission.

Ms. Ellen Comia, a longtime shareholder of the Company, nominated Messrs. Dimacali and Luchangco as independent directors. To the knowledge of the Company, Ms. Ellen Comia is not related to her nominees.

b) The following is the procedure for nomination and election of directors:

Article II of the By-Laws of the Company provides:

"Section 2. Qualifications and Disqualifications of Directors. – Any stockholder having at least one thousand (1,000) shares registered in his or her name may be nominated and/or elected as a Director of the Corporation; Provided that any stockholder who possesses any of the disqualifications enumerated in the Manual on Corporate Governance which was approved and adopted by the Board of Directors of the Corporation on 26 September 2002, including any amendments thereto, shall be disqualified from being elected as a Director of the Corporation.

Section 3. Nominations for Directors. – In addition to the right of the Board of Directors of the Corporation to make nominations for the election of Directors, nominations for the election of Directors may be made by any shareholder entitled to vote for the election of Directors if that shareholder complies with all the provisions of this article.

3.1 Nominations shall be received by the Chairman of the Board (which nominations may be sent to such Chairman in care of the Secretary of the Corporation), at least 15 working days prior to any meeting of the shareholders called for the election of Directors.

3.2 Each nomination under Section 3.1, shall set forth (i) the name, age, business address and, if known, residence address of each nominee, (ii) the principal occupation or employment of each nominee, (iii) the number of shares of stock of the corporation which are beneficially owned by such nominee, and (iv) the interests and positions held by each nominee in other corporations. In addition, the shareholder making such nomination shall promptly provide any other information reasonably requested by the corporation.

3.3 The Board, by a majority vote unless a greater majority is required under these By-Laws, may, in its discretion, determine and declare that a nomination was not made in accordance with the foregoing procedures, and/or that a nominee is disqualified for election as Director under these By-Laws and if the Board should so determine, the defective nomination and the nomination of a disqualified person shall be disregarded."

On the other hand, the Revised Manual on Corporate Governance of the Company provides:

"3.7. Board Committees

The Board shall maintain the following committees to assist it in good corporate governance:

x x x

3.7.2. Nomination Committee.

The Nomination Committee shall be composed of at least three (3) voting Directors, one of whom must be an independent director. The committee shall have the following functions:

- 3.7.2.1. It shall review and evaluate the qualifications of, and shortlist, all persons nominated to the Board and other appointments that require Board approval.
- 3.7.2.2. It shall assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.
- 3.7.2.3. It shall consider the following guidelines in the determination of the capability of a director to serve as such:
 - i. The nature of the business of the corporation of which he is a director;
 - ii. Age of the director;
 - iii. Number of directorships / active memberships and offices in other corporations or organizations; and
 - iv. Possible conflict of interest.

Any optimum number of directorships shall be related to the capacity of a director to perform his duties diligently in general.
- 3.7.2.4. The CEO and other executive directors shall submit themselves to a low indicative limit on membership in other corporate boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve diligently shall not be compromised.
- 3.7.2.5. The findings and recommendations of the Nomination Committee shall be submitted to the Board for approval; Provided that a director whose qualifications are in issue shall not have the right to vote when the Board considers his case.

The nine (9) nominees for election to the Board of Directors of the Company have been screened and evaluated by the Nomination Committee and were determined to possess all the qualifications and none of the disqualifications of a director of the Company in accordance with applicable laws, rules, regulations, the Company's By-Laws and Revised Manual on Corporate Governance.

c) Board of Directors and Corporate Officers

Pedro E. Roxas is 54 years old and is a Filipino. Mr. Roxas is the Chairman of the Nomination Committee and is a member of the Executive Compensation Committee. He has been in the Board of Directors since 18 October 1995 and is the Executive Chairman of the Company. He is the Chairman of Roxas Holdings, Inc. and other subsidiaries of RHI, Hawaiian-Philippine Company, Club Punta Fuego, Roxaco Land Corporation and of Fundacion Santiago. He is a Director of Brightnote Assets Corporation, PLDT, Meralco and BDO Private Bank. Mr. Roxas is the President of Philippine Sugar Millers Association, Inc., Roxas Foundation and a Trustee of Philippine Business for the Environment and Philippine Business for Social Progress. Mr. Roxas was educated at Portsmouth Abbey School, USA and at the University of Notre Dame, USA where he obtained his degree in Business Administration. Mr. Roxas is married to Regina Tambunting and they have three (3) children.

Antonio J. Roxas is 68 years old and is a Filipino. Mr. Roxas is a member of the Nomination Committee. He has been in the Board of Directors since 18 October 1995. Mr. Antonio J. Roxas is also the Chairman Emeritus of Roxas Holdings, Inc., and a director of Central Azucarera Don Pedro, Inc. Mr. Roxas was educated at the University of Notre Dame in Indiana, USA where he obtained his diploma in Bachelor of Science in Commerce and was trained at the Standard Chartered Bank of London, the Shell Company in Paris and the Olivaria & Co. and Lowry & Co., Inc. of New York, USA.

Francisco F. del Rosario, Jr.⁹ is 63 years old and is a Filipino. Mr. Del Rosario, Jr. was appointed President and Chief Executive Officer of the Company on 26 March 2009. He has been a member of the Board of Directors since 17 November 2005. Mr. Del Rosario, Jr. is the President and Chief Executive Officer of Roxaco Land Corporation and the Vice-Chairman of Roxas Holdings, Inc. He is also Chairman of Habitat for Humanity Philippines, Inc; Trustee of the Center for Family Ministries and ABS-CBN Foundation; former Chairman of the Development Bank of the Philippines and Undersecretary of the Department of National Defense. Mr. Del Rosario, Jr. obtained his degrees in Bachelor of Science in Commerce (Major in Accounting) and Bachelor of Arts (Major in Economics) from De La Salle College in 1970 and his Masters in Business Management from the Asian Institute of Management in 1972. He completed the academic requirements for his Doctorate in Business Administration from the De La Salle University in 2006.

Beatriz O. Roxas is 57 years old and is a Spanish citizen. She was elected to the Board of Directors on 25 June 2009. Ms. Roxas is presently a director of Roxas Holdings, Inc.

Ramon Y. Dimacali is 62 years old and is a Filipino. Mr. Dimacali is the Chairman of the Audit Committee and a member of the Compensation and Nomination Committees. He has been a member of the Board of Directors since 20 November 2002. Mr. Dimacali is the President of Federal Phoenix Assurance Company Inc. and Chairman of Asia Pacific College. He holds key positions in Manchester Ltd. (Interphil Laboratory), IBM Philippines Retirement Board, International Fellowship Program (Ford Foundation), Larger Than Life, Inc., and Manila Polo Club. He was formerly the President and CEO of IBM Philippines, Inc. Mr. Dimacali was educated at the University of the Philippines where he earned his BS Civil Engineering and his Master in Business Administration. Mr. Dimacali is an independent director and he has possessed all the qualifications and none of the disqualifications of a director since he was first nominated and elected as a director of the Company.

Guillermo D. Luchangco is 70 years old and is a Filipino. Mr. Luchangco is the Chairman of the Compensation Committee of RCI. He is the Chairman and Chief Executive Officer of Investment & Capital Corporation of the Philippines, ICCP Holdings Corp., Pueblo de Oro Development Corporation, Regatta Properties, Inc., ICCP Venture Partners, Inc., Remec Broadband Wireless, Inc., Cebu Light Industrial Park, Inc., RFM-Science Park of the Philippines, Inc., and ICCP Land Management, Inc.; Chairman and President of Beacon Property Ventures, Inc.; Chairman of the ICCP Group Foundation, Inc. and Manila Exposition Complex, Inc. He is a Director of Globe Telecom, Inc., Phinma Corp., Phinma Property Holdings Corp., Ionics, Inc., Ionics EMS, Inc., Ionics EMS, Ltd., Ionics Properties, Inc., Synertronix, Inc., and Science Park of the Philippines, Inc. Mr. Luchangco is an independent director nominee and he possesses all the qualifications and none of the disqualifications of an independent director.

Carlos R. Elizalde is 42 years old and is a Filipino. He has been a member of the Board of Directors since 20 November 2002. Mr. Elizalde is the President of ELRO Commercial and Industrial Corp. and ELRO Land Corp., Vice-President of ELRO Trading Corp. and Bais Multifarms, Inc. He is director of SPCI Holdings, Inc., Central Azucarera de la Carlota, Inc., Association Agricola de Bais y Tanjay and BATAMA Marketing Cooperative. Mr. Elizalde was educated at the College of Vermont in Burlington Vermont, USA with a degree in Bachelor of Science in Agricultural Economics.

Francisco Jose R. Elizalde is 44 years old and is a Filipino. He was elected as member of the Board of Directors on 25 June 2009. Mr. Elizalde is Managing Director of ELRO Corporation and Vice President of its Consumer Goods Business Unit. He is a Director in SPCI Holdings, Inc., ELRO Trading Corporation, ELRO Land, Inc., Bais Multi Farms, Inc., Twenty Four Hours Vendo Machine Corporation, Roxaco Land Corporation, Club Punta Fuego, Inc., and Mutual Fund Management Company of the Philippines, Inc. Mr. Elizalde was educated at Portsmouth Abbey School, USA and at the University of Vermont, USA where he obtained a degree in Bachelor of Science.

Eduardo R. Areilza is 33 years old, married, and a Spanish citizen. He was elected as a member of the Board of Directors on 25 June 2009. Mr. Areilza obtained his degree in Business Administration in 1999

⁹ Mr. Del Rosario, Jr. resigned as Director and President/CEO of RCI effective 01 September 2010.

from the University of CUNEF Madrid, Spain. He is connected with the Cibeles CajaMadrid Group, a corporation owned by Caja Madrid for banking and financial services.

The directors hold office for a term of one (1) year until their successors are elected and qualified.

Advisor to the Board of Directors

Renato C. Valencia was appointed as an Advisor to the Company's Board of Directors on 02 July 2010. A former Director of RCI prior to its merger with CADP Group Corporation, he is presently a Director of Metropolitan Bank & Trust Company, Member of the Phil. Coca-Cola System Council, Chairman of i-People, Inc., Director of Anglo-Philippine Holdings Corporation, Board Adviser of Philippine Veterans Bank, Chairman of Hypercash Payment Systems, Inc., Chairman of Bastion Payment Systems, Inc. and Vice-Chairman of Asia Pacific Network Holdings, Inc.

Corporate Officers

Santiago R. Elizalde is 46 years old and is a Filipino. He was appointed Treasurer of the Company on 25 June 2009. He is Vice Chairman of ELRO Commercial and Industrial Corporation and is a Director of SPCI Holdings, Inc., ELRO Land Corporation, Roxas Holdings, Inc., Roxas Foundation, Inc., Fuego Hotels and Management Corporation, Punta Fuego Village Homeowners' Association, Terrazas Village Homeowner's Association, Palm Estates Village Homeowners Association, and Punta Fuego Village Foundation. He is also Senior Vice President of Roxaco Land Corporation and the President of CGB Condominium Corporation. Mr. Elizalde obtained his Bachelor of Arts degree in Economics (Major) and History (Minor) from Denison University in Ohio, USA and also attended The Portsmouth Abbey School in Rhode Island, USA.

Peter D. A. Barot is 48 years old and is a Filipino. He is the Corporate Secretary of the Company. He obtained his Bachelor of Arts (Economics) and Bachelor of Laws from the University of the Philippines, and his Master of Laws from the University of Chicago. He is a Partner at the Picazo Buyco Tan Fider & Santos Law Offices.

Sindulfo Etchin L. Sumagang is 47 years old and is a Filipino. Mr. Sumagang was appointed Vice President and Chief Finance Officer of the Company on 15 January 2010. He was formerly the Vice President and Chief Finance Officer of BARNEY Food International Inc. - a former food subsidiary of Metro Pacific Corporation, LANDCO Pacific Corporation and XCELL Property Ventures Incorporated. Mr. Sumagang is a member of the Board of Directors and Chairman of the Finance Committees of Club Punta Fuego Inc. and Fuego Hotels Properties Management Inc., Mr. Sumagang obtained his degrees in Bachelor of Science in Business Administration (Major in Accounting) from Silliman University and his Executive - Masters in Business Administration at HULT International Business School in Boston, Massachusetts, USA.

Fritzie P. Tangkia-Fabricante is 34 years old and is a Filipino. Atty. Tangkia-Fabricante is the Assistant Vice-President for Legal Affairs, Assistant Corporate Secretary and Compliance Officer of the Company. She is also the Assistant Vice President for Legal Affairs of Roxaco Land Corporation, the real property arm of the Company. Atty. Tangkia-Fabricante obtained her degree in Bachelor of Laws from the University of the Philippines in 1999 and her Bachelor of Arts degree from Colegio De San Juan De Letran in 1995. She is currently enrolled in the MBA-Regis Program of the Ateneo Graduate School of Business.

d) Significant Employees

While the Company is not highly dependent on the services of an employee who is not an Executive Officer, the Company values its human resources and expects them to do their share in achieving its objectives.

e) Family Relationships

Messrs. Pedro E. Roxas, Antonio J. Roxas, Beatriz O. Roxas, Carlos R. Elizalde, Francisco Jose R. Elizalde, and Santiago R. Elizalde are related to each other within the fourth degree of consanguinity.

Mr. Eduardo R. Areilza is related within the fourth degree of consanguinity to Mr. Pedro E. Roxas and Ms. Beatriz O. Roxas.

f) Legal Proceedings

The Company is not aware, and none of the directors/independent directors, officers and persons nominated for election as director/independent director has informed the Company, of any of the following events: (a) any bankruptcy petition filed by or against any business of which a director/independent director, officer or person nominated for election as director/independent director was a general partner or executive officer either at the time of bankruptcy or within two years prior to that time; (b) any conviction by final judgment in a criminal proceeding, domestic or foreign; (c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director/independent director, officer or persons nominated for election as director/independent director in any type of business, securities, commodities or banking activities; and (d) any final finding by a domestic or foreign court, the Securities and Exchange Commission or comparable foreign body, or any quasi-judicial or regulatory body, that any director/independent director, officer or any person nominated for election as director/independent director, has violated a securities or commodities law or regulation.

g) Certain Relationships and Related Transactions

As part of the corporate reorganization of the Roxas Group, the Company's stockholders approved in 2008: (i) the sale to RHI of sugar-related assets, liabilities and all interests of CADPGC in sugar-related operating subsidiaries and associate; and (ii) the merger of RCI and CADPGC.

Messrs. Pedro E. Roxas, Antonio J. Roxas, Beatriz O. Roxas and Francisco F. Del Rosario, Jr., incumbent directors of the Company, are also directors of RHI. Mr. Santiago R. Elizalde, the current Treasurer of the Company, is likewise a director of RHI.

Messrs. Antonio J. Roxas, Pedro E. Roxas, Francisco Jose R. Elizalde, and Ms. Beatriz O. Roxas, who are incumbent directors of the Company, were also directors of the absorbed company, RCI. They, together with Mr. Santiago R. Elizalde (Company treasurer), and directors Carlos R. Elizalde and Eduardo R. Areilza, are members of the Roxas family which owns RCI.

Mr. Francisco F. Del Rosario, Jr., a director and the President/CEO of the Company, was likewise a director and the President/CEO of the absorbed RCI.

Other than the foregoing, there is no transaction or proposed transaction during the last two (2) fiscal years to which the Company was or is to be a party in relation to any director, any nominee for election as director, any security holder of certain record or beneficial owner or management or any member of the immediate families of the directors.

h) Parent Company

As of 30 June 2010, the Company directly owns 65.70% of the total issued and outstanding shares of RHI, and 100% of the issued and outstanding shares of Roxaco Land Corporation, Nasugbu Feeds Corporation and United Ventures Corporation.

RHI, a publicly-listed company, owns 100% of the issued and outstanding shares of Roxol Bionergy Corporation, Roxas Power Corporation, CADP Insurance Agency, Inc., CADP Port Services, Inc., CADP Farm Services, Inc., CADP Consultancy Services, Inc., Central Azucarera Don Pedro, Inc. (CADPI), and

Central Azucarera dela Carlota, Inc. (CACI). It also has interests in Hawaiian-Philippine Company (45%), Jade Orient Management Services, Inc. (99.99%) and Najalin Agri-Ventures, Inc.

Roxaco owns 100% of the total and outstanding shares of Roxaco Commercial Philippines. It has interests in Fuego Development Corporation (30%), Fuego Land Corporation (30%), Roxaco-ACM Development Corporation (30%), Club Punta Fuego, Inc. (26.63%) and Brightnote Assets Corporation (10%).

- i) Disagreement with the Company.

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last meeting of shareholders because of a disagreement with the Company on any matter relating to its operations, policies and practices.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

- a) Section 6 of Art. 3 of the By-Laws of the Company provides that the members of the Board of Directors and the Executive Committee shall be given a per diem for every meeting attended in such amount as may be determined by the Board of Directors but in no case shall said remuneration exceed two (2%) of the net income of the Company before tax. Presently, the members of the Board of Directors receive a per diem of ₱10,000 for every meeting attended. A director of the Company who attends all regular quarterly meetings receives a total of ₱40,000.00 annually. The members of the Compensation, Audit and Nomination Committees also receive a per diem of ₱10,000.00 per meeting. No warrants and options have been granted to the directors and officers within the past three (3) years.

- b) Compensation of Executive Officers

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation*
	2007-08			
CEO Pedro E. Roxas - Executive Chairman	2007-08			₱60,000
A Ramon A. Picornell, Jr. - President & CEO	2007-08			₱60,000
B Asuncion S. Aguilar – SVP Finance & Treasurer	2007-08			
C Florencio M. Mamauag, Jr. – VP Legal & Compliance Officer	2007-08			
D Melchor A. Layson – VP Strategic Projects	2007-08			
E Dean L. Guevarra - VP Marketing	2007-08			
F Luis Mari L. Zabaljauregui – VP Resident Manager-CACI	2007-08			
G Ma. Elizabeth D. Nasol – VP CHR	2007-08			
H Top five executives	2007-08	₱9,144,420	₱1,618,080	
I All officers & directors as group unnamed	2007-08	₱9,144,420	₱1,618,080	₱120,000
	2008-09			
CEO Pedro E. Roxas - Executive Chairman	2008-09			₱60,000
A Ramon A. Picornell, Jr. - President & CEO	2008-09			₱60,000
B Asuncion S. Aguilar – SVP Finance & Treasurer	2008-09			
C Florencio M. Mamauag, Jr. – VP Legal & Compliance Officer	2008-09			
D Melchor A. Layson – VP Strategic Projects	2008-09			

	Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation*
E	Dean L. Guevarra - VP Resident Manager – CADP Inc.	2008-09			
F	Luis Mari L. Zabaljauregui – VP Resident Manager-CACI	2008-09			
G	Ma. Elizabeth D. Nasol – VP CHR	2008-09			
H	CEO and Top Four Executives	2008-09	₱8,010,000	₱1,841,000	
I	All officers & directors as group unnamed	2008-09	₱9,160,958	₱2,505,152	₱410,000
		2009-10			
	Pedro E. Roxas - Executive Chairman	2009-10			₱30,000
A	Francisco F. Del Rosario, Jr. - President & CEO	2009-10			
B	Santiago R. Elizalde – Treasurer	2009-10			
C	Sindulfo L Sumagang . – VP and Chief Finance Officer ¹⁰	2009-10			
D	Fritzie P. Tangkia-Fabricante – AVP for Legal Affairs / Compliance Officer	2009-10			
H	CEO and Top Four Executives	2009-10	₱5,705,727	₱82,500	
I	All officers & directors as group unnamed	2009-10	₱5,705,727	₱82,500	₱340,000

* Director's fees.

There are no employment contracts executed by the Company with the above-named executive officers. Neither is there any other arrangement or compensatory plan between the Company and the above-named executive officers.

Mr. Santiago R. Elizalde, who was appointed Treasurer of the Company on 25 June 2009, does not receive compensation from the Company.

The Company's fiscal year ends in June every year. The estimated compensation and bonus of the present officers of the Company for fiscal year 2010-2011 is ₱7,421,574.

ELECTION OF EXTERNAL AUDITORS

Sycip Gorres Velayo & Co. is recommended for election as external auditor for the fiscal year 2010-2011. The auditing firm has been the external auditor of the Company since 2007. Representatives of the firm are expected to be present at the annual meeting of stockholders on 17 November 2010 and they will have the opportunity to make a statement, if they so desire, and are expected to be available to respond to appropriate questions. The auditor assigned to handle the account of the Company is Ms. Josephine Estomo. Unless sooner changed, Ms. Estomo will handle the Company's account up to fiscal year 2011-2012 in accordance with Rule 68(3)(b)(iv) of the IRR of the revised Securities Regulation Code (SRC).

Prior to fiscal year 2007-2008, or from 1995 to 2007, the external auditor of the Company was Isla Lipana & Co. At the annual stockholders' meetings in 2007, 2008 and 2009. SGV & Co. was elected as the external auditors of the Company. Under Rule 68(3)(b)(iv) of the IRR of the revised SRC and SEC Memorandum Circular No. 2, series of 2002, the external auditors of the Company should be rotated every five (5) years or earlier or the handling partner shall be changed. This is also provided for in the Company's Revised Manual of Corporate Governance.

External Audit Fees and Services

¹⁰ Effective 25 January 2010.

	Audit & Related Fees	Tax Fees	Other Fees
Aggregate fees Billed by Auditors For the Fiscal Year 2009-2010	P700,000.00	N-A	N-A

Policies and Procedures

The Company's Audit Committee meets with the external auditors at the beginning of every fiscal year to discuss the Company's audit plans and programs for the year. After the audit plans and programs are approved, the Audit Committee then determines the reasonableness of the fees proposed by the external auditors for audit and other related services. The Audit Committee also meets to approve the quarterly financial statements of the Company before they are presented to the Board for approval and thereafter submitted to the Securities and Exchange Commission and the Philippine Stock Exchange as part of the Company's compliance with the requirements of SEC Memorandum Circular No. 6, Series of 2009 and the Company's revised Manual on Corporate Governance.

There had been no disagreements with SGV & Co. on accounting or financial disclosures during the last two (2) fiscal years.

ISSUANCE AND EXCHANGE OF SECURITIES

Authorization of Issuance of Securities Other than for Exchange

As a consequence of the merger between CADPGC and RCI, which became effective on 29 June 2009, the stockholders of the absorbed RCI received 2,849,017,699 shares of the Company.

To have enough shares to implement the merger, the Company increased its authorized capital stock from ₱1,962,500,000.00 divided into 1,962,500,000 shares to ₱3,375,000,000.00 divided into 3,375,000,000 shares with par value of One Peso (₱1.00) per share.

The 1,481,521,405 pre-merger CADPGC shares owned by RCI, the 1,506,000 pre-merger CADPGC treasury shares, as well as 1,365,990,294 shares out of the increase in the authorized capital stock, were distributed to the RCI stockholders to complete the share swap exchange pursuant to the plan of merger.

FINANCIAL AND OTHER INFORMATION

Financial Statements and Other Information

The Financial Statements and Other Financial Disclosures are contained in the Consolidated Financial Statements and are found in **Annex "A"** hereof while Management's Discussion and Analysis or Plan of Operations are found in **Annex "B"**.

Description of the General Nature and Business of the Company

The Company (formerly CADP Group Corporation) is one of the largest sugar corporations in the country. It was established in October 1918. It became one of the biggest sugar mills in the Far East during the 1970's.

A change in ownership structure in 1995 paved the way for the rehabilitation, improvement, and expansion of the Company. In 2004, the Company was reorganized and transformed into a full-fledged sugar holding and investment corporation.

In 2008, the Roxas Group, of which Roxas and Company, Inc. (RCI), Roxas Holdings, Inc. (RHI) and CADPGC are a part, went through a corporate reorganization. This was undertaken to create a corporate structure that

ultimately separates the sugar business from the real estate business of the Roxas Group. The objective is to have a listed company for the sugar business, and another listed company for the real estate business.

On 23 June 2009, the Securities and Exchange Commission (SEC) approved the plan of merger of CADPGC and RCI. The merger took effect on 29 June 2009. The SEC likewise approved CADPGC's change of corporate name to Roxas and Company, Inc.

With the merger of RCI and CADPGC, the Company now has interests in both (i) the sugar business of RHI and its sugar-manufacturing subsidiaries and (ii) the real estate business of Roxaco Land Corporation (Roxaco).

Business Units and Operations

The Company directly owns (a) 100% of Roxaco Land Corporation (Roxaco), the real estate company of the Roxas Group, and (b) 65.70% of the total issued and outstanding shares of RHI, under which are the various sugar-operating companies.

Real Estate

The Company, through Roxaco, has investments in Fuego Development Corporation (FDC), Fuego Land Corporation (FLC), Club Punta Fuego, Inc. and Roxaco-ACM Development Corporation (RADC).

FDC was formed as a 70%-30% joint venture by Landco Pacific Corporation (LPC) and Roxaco specifically to carry out the business plan which provides, among others, for the development of the upgraded facilities of Peninsula de Punta Fuego.

FLC was formed as 60%-30%-10% joint venture by Landco Pacific Corporation, Roxaco and Alexcy Corporation. The joint venture corporation tied up with several land owners for the expansion of the Punta Fuego project known as Terrazas de Punta Fuego.

RADC was formed as 50%-50% joint venture between Roxaco and ACM Landholdings (ACM) for the development of a 5-hectare property into a housing project known as Woodstock-Nasugbu.

Roxaco also has a 65% interest in a joint venture with Marilo Corporation for the development of The Orchards at Balayan in Balayan, Batangas and a 42% interest in a joint venture with ACML and ACM Columbia for the development of Goodwood Homes Subdivision.

On 02 December 2009, Roxaco entered into a Joint Venture Agreement with VJ Properties, Inc. for the development of a 57,972 square-meter property in Tagaytay City into a boutique resort-type of residential subdivision known as Anya Resort and Residences (Tagaytay).

Roxaco shall have a 65% share in the net proceeds from the sale of 26 pre-selected lots in the project, and a 60% share in the net proceeds from the sale of the remaining 28 lots.

Sugar-Related Businesses

RHI's wholly-owned sugar manufacturing subsidiaries are: Central Azucarera Don Pedro, Inc. (CADPI) and Central Azucarera de la Carlota, Inc. (CACI). RHI also has a 45% equity investment in Hawaiian Philippine Company (HPCo.), a sugar mill in Silay, Negros Occidental. Strategically situated in Luzon and Visayas, the Group is the biggest raw sugar producer and the second biggest in refined sugar production, taking up 17% of total national production.

CADPI owns and operates an 11,000 tons cane per day (TCD) sugar milling facility and an 18,000 50kg (Lkg) bag per day refinery. CACI, on the other hand, has a 12,000 TCD sugar milling facility while HPCo has an 8,000 TCD sugar milling facility.

In 2008, RHI entered into the bioethanol foray through its wholly-owned subsidiary Roxol Bionergy Corporation (ROXOL). It also activated another wholly-owned subsidiary, CADP Farm Services, Inc., to improve the supply and quality of canes both in Batangas and Negros Occidental.

RHI also owns CADP Consultancy Services, Inc., CADP Insurance Agency, Inc., Najalin Agri-Ventures, Inc., Jade Orient Management Services, Inc., Roxas Power Corporation and CADP Port Services, Inc.

Principal Products and Services

Real Estate

Roxaco, on its own or in joint venture with other property developers and landowners, has several projects ranging from first-class residential resort communities to open-lot residential subdivisions within the provinces of Batangas and Cavite.

Its joint venture projects include:

- (i) Peninsula De Punta Fuego, an 88-hectare world-class residential beach resort located in Nasugbu, Batangas developed in partnership with Landco Pacific Corporation (Landco). The Punta Fuego community consists of Spanish-Mediterranean-inspired villas, a Beach Club, a Marina, a nine-hole golf course and a Country Club;
- (ii) Terrazas De Punta Fuego, a 61-hectare prime seafront property, also located in Nasugbu, Batangas, and developed by Fuego Land Corporation (FLC), a 70%-30% joint venture company of Landco and Roxaco. This property is also home to a seaside condominium project: Amara en Terrazas;
- (iii) Club Punta Fuego, an exclusive resort developed by FDC. Facilities include The Country Club, Upper Beach Club, Lower Beach Club, a Nelson-Haworth designed nine-hole golf course, twelve white sand beaches, casitas, a Marina, The Spa, The Boardwalk, Game Hall and KTC, Café Sol, double infinity pools and the Sunset Beach Cove. An associate membership to Club Punta Fuego is attached to every lot in Peninsula and Terrazas de Punta Fuego;
- (iv) Woodstock Homes, a 5-hectare mass housing project located in Nasugbu, Batangas. This was developed by Roxaco-ACM Development Corporation, an incorporated joint venture company between Roxaco and ACM Landholdings, Inc. A total of 386 housing units and 100 open lots comprise the development, all of which have been sold out;
- (v) Goodwood Homes, a low-density residential development with only 150 duplex units in a 2-hectare area located in Imus, Cavite. The project was developed in joint venture with ACM Landholdings, Inc.;
- (vi) The Orchards at Balayan, a 6-hectare property located in Balayan, Batangas. This is an open-lot residential subdivision developed by Roxaco in joint venture with Marilo Corporation; and
- (vii) Anya Resort and Residences, a 57,907 square meter-property located in Tagaytay City. This is a low density boutique resort-type of residential subdivision being developed by Roxaco in joint venture with landowner VJ Properties, Inc.

On its own, Roxaco developed the following projects:

- (i) Landing Subdivision, a residential open lot subdivision located in Nasugbu, Batangas. It has a total area of 23 hectares. All phases have been completed and sold out;
- (ii) Landing Commercial Building, a commercial facility with a total land area of 13,000 square meters consisting of 20 stalls. It is located along J.P. Laurel Street, Nasugbu, Batangas;

- (iii) Palm Estates Subdivision, a 23.6-hectare open-lot residential project consisting of three phases. Located in Nasugbu, Batangas, it offers a wide spectrum of lots designed to cater to families from all economic walks of life;
- (iv) Palm Homes, a 10-unit house and lot project in Palm Estates; and
- (v) San Antonio Memorial Gardens, the first master-planned memorial park in Western Batangas.

Sugar-Related Businesses

The Group's principal products are raw and refined sugar in different grades. Its high quality standard and premium refined sugar is accredited and preferred by big industrial customers. It also produces *special granulated sugar (SGS)*, a refined sugar of finer granules and very high quality required by the manufacturers of powdered juice drinks, infant milk formula, and pharmaceuticals.

The Group also provides toll or refining services to raw sugar owners at its Nasugbu plant. Tolling/refining services involve a process whereby raw sugar is converted or processed to refined sugar.

As a major supplier of sugar, the Group works in partnership with its customers by providing not only sugar products but total sugar-based solutions by delivering refined sugar by the bulk and by "mega-bags" (one ton quantity per bag vs. the standard 50 Kg). This type of packing makes the Group's delivery system compatible with the receiving system of clients such as Coca-Cola Bottlers Phils., Inc. and Gardenia.

Business Development

Real Estate

Since most of the real property development projects of Roxaco are completed, Roxaco is looking into undertaking other projects for expansion and development. These include a second residential open lot and house and lot project also in Nasugbu and Phase II for The Orchards at Balayan Subdivision, also in Batangas, offering residential open lots and house and lot units. Roxaco will continue developing Anya Resort and Residences into a boutique resort with the construction of various resort amenities and residential villas.

Sugar-Related Businesses

Since 2007, RHI has positioned itself in a new direction in light of the changes that have been happening in the sugar industry as well as in the global economy. It thus laid the groundwork for transforming from a commodity producer to a sugarcane-based solutions provider in preparation for the reduction of sugar tariffs to near zero levels in 2015 under the ASEAN Free Trade Agreement.

To this end, the company implemented strategies to raise its revenue-generating capacity and enhance its cost-competitiveness through an integrated business model which will enable it to produce and sell raw, refined sugar and bioethanol.

Recently, RHI embarked on a massive expansion of its milling and refinery operations in CADPI and CACI. This will significantly boost RHI's production capacity and enhance product quality. At the same time, the expansion brings energy efficiency components with the capability of energy export to the grid.

RHI likewise ventured into the biofuels business to take part in the buoyant prospects for the industry given the enactment of the Biofuels Law of 2006. ROXOL, with its ethanol plant completed in June 2010, will produce 100,000 liters of ethanol per day. The plant, which uses molasses as feedstock, started commissioning in July 2010. It expects full operations to begin in September 2010. ROXOL's plant is designed to produce not only fuel ethanol but potable alcohol as well. Moreover, the plant has the flexibility to produce extra neutral alcohol and anhydrous industrial alcohol.

ROXOL employs a wastewater and methane gas recovery project that will avoid air and water pollution and mitigate the impact of climate change. This earned a carbon finance deal with the World Bank in which part of the revenue from the purchase of the emission reductions will be used to finance ROXOL's community development projects in Negros Occidental.

In order to help planters produce high-yielding canes, RHI activated CADP Farm Services, Inc. which provides modern farming technology and services as well as nursery facilities to CADPI and CACI planters.

Distribution Methods of the Products or Services

Real Estate

Roxaco offers its various properties to potential buyers through its authorized sales agents.

Sugar-Related Businesses

The Sugar Group sells/distributes sugar to local/domestic markets through direct selling to various traders and consumers. It is not chiefly dependent on one or few major customers and/or related parties in the distribution of their products.

Competition

Real Estate

Being the registered owner of several hundred hectares of land in Nasugbu, Batangas, most of Roxaco's projects are located in the Municipality of Nasugbu. It intends to develop the remaining land bank based on an integrated master plan, and also explore possible projects in other high-potential regions in the Philippines.

The giants of the local property market are Ayala Land, Robinsons Land, and Megaworld. In Nasugbu, however, Roxaco's projects have no direct competitors except for Pico de Loro by SM Investments Corporation. Pico de Loro is the first of Hamilo Coast's 13 beach coves.

In terms of project types, Roxaco is comparable to emerging developers like Moldex, Extra Ordinary Development Corporation and Crown Asia.

Roxaco does not have records on file indicative of the relative sizes and financial and market strengths of the said companies.

Sugar-Related Businesses

The Roxas sugar group supplies sugar to various traders and entities engaged in pharmaceutical, food and beverage business. CACI is one of the leaders in raw sugar production and owns one of the most modern mill facilities in the country. CADPI, on the other hand, is considered the second in refined sugar production and has the most modern refinery in the country. Entities engaged in the same line of business are Batangas Sugar Central in Batangas, and Victorials Milling Co., Binalbagan-Isabela Sugar Company, and Hawaiian-Philippine Company in Negros. CADPI & CACI do not have records on file indicative of the relative sizes and financial and market strengths of the said companies.

Sources and Availability of Raw Materials and Names of Principal Suppliers of CADPI and CACI

CADPI secures its supply of sugar cane principally from planters in Batangas. Its principal suppliers of other materials include Allied Specialty Chemicals, DM Trading & Industrial Services, Inc., Fabcon Philippines, Inc., Guanzon Lime Development Corp., Philbless, Inc., Pilipinas Shell Petroleum Corp., Jimgen Mineral Resources, and Goldhill Industrial Corp.

CACI secures its supply of sugar cane from various planters / traders in Negros Occidental. Its affiliates-- Najalin Agri-Ventures, Inc. and Jade Orient Management Systems, Inc.--supply about 5% of its sugar cane

requirements. CACI's major suppliers of materials include Bearing Center & Machinery, DM Trading & Industrial Sales, Agro Industrial & Mill Suppliers Corp., and Leeleng Commercial, Inc.

Transactions with and/or Dependence on Related Parties

Real Estate

Roxaco is not dependent on a few customers or related parties in the sale of its properties or in offering its services. It caters to families from all economic walks of life.

Sugar-Related Businesses

Likewise, the sugar group is not dependent on one or few customers or related parties in the distribution/sale of its products. It supplies sugar to various users and traders. Demands from these customers are evenly distributed.

Need for Government Approvals of Principal Products or Services

Real Estate

As part of the normal course of business, Roxaco secures all the necessary permits such as development permits from the local government, Certificate of Registration and License to Sell from the Housing and Land Use Regulatory Board, and the Environmental Compliance Certificate from the Department of Environment and Natural Resources.

Sugar-Related Businesses

Sugar business in the Philippines is regulated by policies and rules and regulations issued by the Sugar Regulatory Administration (SRA).

Effect of Existing or Probable Governmental Regulations

Real Estate

The real estate business is subject to a number of laws including Presidential Decree Nos. 957 and 1216, the Maceda Law, and certain provisions of the Local Government Code. The industry is primarily regulated by the policies and rules and regulations issued by the Housing and Land Use Regulatory Board.

Sugar-Related Businesses

The sugar industry in the Philippines is governed by certain policies and rules and regulations issued by the government. These are:

The U. S. Quota System

The main goal of the U. S. sugar policy is to support and stabilize the incomes of its own sugar farmers who grow cane and beet sugar. One major policy instrument employed to achieve this end is the import quota.

From 1934 until the early 1980's, quota limitation governed Philippine sugar consumption. In 1946, the Philippine Trade Act fixed the sugar quota which could be exported to the U. S. This quota amounted to about 15% of total U.S. sugar consumption until 1974 when the quota was suspended. It was reinstated in 1982 and since then, the prices paid for sugar exported to the U.S. have always been higher than the price at which sugar could otherwise be exported.

The SRA Quota or the Quedan Allocation System

The major regulating influence in the Philippine sugar industry is SRA Sugar Order Number 1, Series of 1987, which deals, specifically, with the allocation of Philippine sugar. Specifically, the Order allocated the

country's total domestic sugar into the following categories: "A" for export to the U.S., "B" for domestic sugar, and "C" for reserve sugar. Finally, there is category "D" for export to other foreign markets. The allocation is determined by the SRA Board at the beginning of every crop year and the same ultimately affects the total amount of raw sugar available for domestic refineries and for direct consumption.

Value Added Tax System

The present value added tax (VAT) system imposes a 12% VAT on refined sugar. The manufacturer of refined sugar is allowed a presumptive input VAT of 3% on raw sugar purchases in addition to the 12% input tax on the value of purchases of materials and supplies used in the manufacture of refined sugar. These are creditable against the 12% output VAT. The tax consequence does not adversely affect the company's business because the tax is passed on to the buyer or consumer.

Executive Order No. 313

As part of the Philippine's commitment as a member of the newly-formed World Trade Organization, Executive Order No. 313 issued on March, 1996 modified the tariff rates on certain imported agricultural products, including sugar.

Two rates of import duties are provided where a minimum Access Volume (MAV) of the particular agricultural product is allowed to be imported with a lower tariff rate. The In-Quota rate of duty is applied for importation within the MAV provided, while the schedule of the MAV, the In-Quota tariff and the Out-Quota tariff rates for imported raw cane sugar is provided for under E.O. 313.

Executive Order No. 420

Executive Order No. 420 modified the rates of duty on sugar as provided for under the Tariff and Customs Code of 1978, as amended, in order to implement the ASEAN preferential rates of duty on cane sugar and beet sugar, among others. Under the Order, the tariffs on the said products were placed at 65% from 1997 up to 1998 after which, sugar could be placed under the sensitive list which would allow the gradual phase down of tariffs. Additionally, it provides that the Margins of Preference (MOP) accorded under the ASEAN Preferential Trading Arrangements (PTA) will no longer be extended to any of the products covered under the same Order.

Executive Order No. 313 was issued to modify the rates of duty on certain agricultural products, including sugar, while Executive Order No. 420 was issued to modify the rates of duty on sugar alone. Both orders are geared towards helping the Philippine sugar sector/industry to be efficient and globally competitive.

Executive Order No. 431

Executive Order No. 431 issued on August 5, 1997 provides for the creation of the National Coordinating Council for the Philippine sugar industry. The council is tasked to promote effective government of private sector coordination in pursuing the national efforts to enhance the development and global competitiveness of the local sugar industry.

Executive Order No. 268

Executive Order No. 268 issued on 9 January 2004 modified the rates of duty on other sugars as classified under (Heading 17.02) Section 104 of the Tariff and Customs Code of 1978, as amended, in order to implement the commitment to reduce the tariff rates on sixty percent (60%) of the products in the inclusion list to zero percent (0%) under the Common Effective Preferential Tariff (CEPT) scheme for the Asean Free Trade Area (AFTA).

Executive Order No 295

Executive Order 295 issued on 3 March 2004 modified the nomenclature and rates of import duty on sugar (Heading 17.01) under Section 104 of the Tariff and Customs Code of 1978, as amended. Under the Executive Order, sugar which are entered and withdrawn from warehouses in the Philippines for

consumption shall be levied the MFN (Most Favored Nation) rates of duty therein prescribed. Moreover, the Order provides that sugar which are entered and withdrawn from warehouses in the Philippines for consumption shall be imposed the ASEAN CEPT rates of duty therein prescribed subject to qualification under the Rules of Origin as provided for in the Agreement on the CEPT Scheme for the ASEAN Free Trade Area signed on 28 January 1992.

Research and Development

The Company did not spend on research and development activities during the past three (3) years because it has reorganized and transformed itself into a holding and investment company.

The sugar group contributes ₱2.00 per Lkg. of sugar produced to the Philippine Sugar Research Institute Foundation, Inc. (PHILSURIN) in compliance with SRA Sugar Order No. 2, series of 1995.

During the last three (3) years, CADPI contributed about ₱16.76 Million to research and development and this amount constitutes 0.13% of its revenues.

Likewise, CACI contributes to PHILSURIN. During the last three (3) years, CACI contributed about ₱6.5 Million to research and development and this amount constitutes 0.09% of its revenues.

Costs and Effects of Compliance with Environmental Laws

Roxaco secures the required Environmental Compliance Certificates for all of its real property developments.

As for the Sugar Group, Central Azucarera Don Pedro, the predecessor of CADPI, was the first sugar factory in the country which volunteered in the Industrial Environmental Management Project (IEMP) funded by the United States Agency for Industrial Development (US-AID) under the supervision of the Department of Environment and Natural Resources (DENR). IEMP advocates waste minimization through Pollution Management Appraisals (PMA). An active PMA Team tasked to address the environmental concerns of the sugar factory complemented the expansion and modernization program of CADP. As a result, CADP received several recognition/awards.

Waste minimization implementation in CADP began in 1993 with the activation of an Interior Pollution Management Appraisal Team. A significant reduction in wastewater needing treatment was achieved through segregation, characterization, and good housekeeping. An active PMA Team tasked to address the environmental concerns of the sugar factory complemented the expansion and modernization program of CADP. As a result, CADP received the following recognition/awards for its pioneering efforts in waste management:

1. Zero Basura Olympics Master Award and Champion in Composting Award – awarded by the Philippine Business for Social Progress (PBSP) ZBO for Business 2010 “A Race to Conquer Garbage in 300 Days” competition during the Earth Day celebration on 22 April 2010.
2. Plaque of Recognition – awarded by NESTLE Philippines on 23 November 2006 for having exemplified its commitment to Sustainable Development by its well-balanced approach in achieving excellence in its business, social and environmental responsibility.
3. Award of Recognition - awarded by the DENR on 29 June 1994.
4. Most Environmental Friendly Sugar Mill Award - awarded by the Philippine Sugar Millers Association, Inc. (PSMA) and the Association of Integrated Millers (AIM) on 17-19 August 1994.
5. Plaque of Appreciation - for its pioneering efforts in Waste Minimization by the Pollution Control Association of the Philippines, Inc. (PCAPI) during the PCAPI Convention on 27 April 1995.
6. Mr. Jeffrey G. Mijares, a Pollution Control Officer III of the Company was adjudged as one of the recipients of the Ten Outstanding Pollution Control Officers (PCO) Award (TOPCO) for the year 1998.

CADPI has also made substantial investments in the following pollution control facilities:

1. Totally close-loop cooling system for the sugar mill and refinery and where 100% of cooling water is recycled.
2. Activated Sludge Wastewater Treatment System with Sessil Trickling Filter.
3. Wet Scrubbers for the steam boilers.

For the fiscal year 2009-2010, CADPI spent about ₱20.02 Million in its pollution management program.

On the other hand, CACI has established a Pollution Control Department tasked to handle its pollution control activities. For the fiscal year 2009-2010, CACI spent about ₱17.10 Million for the maintenance and improvement of its pollution control program. The total involvement and concern of CACI in its pollution control has earned it the following awards:

1. Likas Yaman Award for Environmental Excellence, as Best Partner in the Industry (National Winner) - Awarded by DENR on 10 June 1996.
2. Likas Yaman Award, Best Partner in the Industry in Western Visayas (Regional Winner) - Awarded by DENR on 28 June 1996.
3. Most Environment Friendly Company in Western Visayas, Region VI - Awarded by DENR on 30 June 1995.
4. Recipient of a Resolution of Appreciation from the Sanggunian Bayan of Pontevedra, Negros Occidental for a Zero-Pollution of Pontevedra River located at the downstream portion of the company's premises.

Total Number of Employees and Number of Full-Time Employees

As of 30 June 2010, the Company had four (4) executives and five (5) employees.

Roxaco, on the other hand, had three (3) executives and twenty-six (26) employees. Nine (9) of these Roxaco employees are based in Nasugbu, Batangas and one (1) in a satellite office in Balayan, Batangas. The rest are based in its administrative and corporate offices in Makati City.

As of 30 June 2010, RHI had ten (10) executive officers and sixty one (64) employees.

CADPI had 649 regular employees as of 30 June 2010. CADPI has a standing Collective Bargaining Agreement (CBA) with the Batangas Labor Union (BLU) for a period of five (5) years from 01 July 2006 to 30 June 2011. CACI, on the other hand, had 529 regular employees as of 30 June 2010. It has a standing Collective Bargaining Agreement (CBA) with the Mag-Isa Mag-Ugyon Asosasyon Sang Mamumugon Sa Central Azucarera de la Carlota (MAMCAC) for a period of five (5) years from June 2005 to May 2010. Negotiations between CACI and MAMCAC for a collective bargaining agreement for the next five (5) years is on-going. For the past three (3) years, the labor unions of CADPI and CACI have not staged a strike.

Property

The Company is the owner of several parcels of land with a total land area 2,900 hectares, more or less, located in Nasugbu, Batangas. Of these, 2,241.90 hectares are subjected to the Comprehensive Agrarian Reform Law as follows:

- a. Hacienda Banilad - Out of the 1,050.06 hectare-property covered by TCT T-924, the Department of Agrarian Reform (DAR) issued a Notice of Coverage for 709.55 hectares, which have an appraised value of ₱461,207,435 as of 30 June 2009;

- b. Hacienda Carmen - 670.9889 hectares of Roxas properties, with an appraised value of ₱536,791,120 as of 30 June 2009 and embraced by TCT T-44663, T-44664 and T-44655, were covered by the DAR pursuant to the Voluntary Offer to Sell made by Roxas. However, this VOS was subsequently withdrawn by the Company; and
- c. Hacienda Palico - The DAR covered 861.364 hectares of Roxas properties under TCT T-985, with an appraised value of ₱2,518,517,700 as of 30 June 2009.

The Company is likewise the registered owner of a condominium unit located at the 7th Floor of Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City. It has a carrying cost of Php414,000.00 as of 30 June 2010 and a fair market value of Php46.35 Million as of 30 June 2010.

Real Estate

As of 30 June 2010, Roxaco's real estate inventories, consisting of real estate properties for sale, raw land and land improvements, were valued at ₱329.914 Million (historical cost).

Sugar-Related Businesses

RHI is the owner of a parcel of land located in Nasugbu, Batangas valued at ₱1.373 Billion. The land is now currently leased to CADPI for a period of one (1) year from January 2010 to December 2010 subject to renewal on terms that are mutually agreeable to both parties. The land is also presently mortgaged to secure certain loan obligations.

CADPI is the owner of sugar milling and refining facilities, machineries and furniture and fixtures, transportation equipment and tools located in Nasugbu, Batangas. As of 30 June 2010, these properties were valued, net of depreciation, at ₱4.269 Billion. CADPI is also leasing property from RHI for 10 years starting 01 December 2002.

CACI is the owner of parcels land located in Barangay Consuelo, La Carlota City and in the Municipalities of La Castellana and Pontevedra in Negros Occidental including improvements machineries and installations, furniture and fixtures, transportation equipment and tools. As of 30 June 2010, these properties were valued, net of depreciation, at ₱3.934 Billion. These properties are presently mortgaged to secure certain loan obligations.

Legal Proceedings

RCI is a party to various legal proceedings mostly involving the coverage of its properties in Nasugbu, Batangas under the Comprehensive Agrarian Reform Program (CARP).

There are seven CARP-related cases pending with the Supreme Court, six¹¹ of which were consolidated. On 04 December 2009, the Supreme Court ruled as follows:

- (i) GRN 167540 / 167543 - These involved an application for exemption of 2,930.29 hectares of land (Haciendas Banilad, Caylaway and Palico) based on Presidential Proclamation No. 1520, which reclassified Nasugbu into a tourist zone. The Supreme Court reversed the Court of Appeals and ruled that PP 1520 did not automatically convert the agricultural lands in the three municipalities, including Nasugbu, to non-agricultural lands. However, the Court noted that RCI "can only look to the provisions of the Tourism Act, and not to PP 1520, for possible exemption".
- (ii) GRN 179650 – This involved an application for CARP exemption of 6 parcels of land with a total area of 51.5472 hectares based on a 1982 Municipal Zoning ordinance. The Supreme Court

¹¹ The other case, GRN 169331, involves an application for CARP-exemption of an area of 21.1236 hectares. Both the DAR and the Court of Appeals ruled in favor of RCI. The farmer-beneficiaries filed an appeal with the Supreme Court.

ruled that “in view of the discrepancies in the location and identity of the subject parcels of land”, RCI’s application cannot be granted.

- (iii) GRN 149548 – The only issue raised here by RCI is the legality and validity of the Court of Appeals’ decision directing the Department of Agrarian Reform to install farmer beneficiaries within the 51.5472-hectare lot subject of GRN 179650. The High Court ruled that in view of its ruling in GRN 179650, then this particular petition should likewise be denied.
- (iv) GRN 167505 – The Supreme Court granted RCI’s application for CARP exemption of a 45.97-hectare property, subject to payment of disturbance compensation to the affected farmer-beneficiaries.
- (v) GRN 167845 / 169163. GRN 167845 involves the cancellation of CLOA No. 6654¹² insofar as 103 hectares are concerned, while GRN 169163 sought the cancellation of the same CLOA 6654 for the remaining 400 hectares. The Supreme Court ruled that the CLOAs covering the other lots in Hacienda Palico and the other two haciendas, except for the 45.97-hectare property subject of GRN 167505, should be respected since RCI failed to prove that the said haciendas are CARP-exempt.

On 13 January 2010, the Company filed a Motion for Reconsideration of the 04 December 2009 Supreme Court decision on the following grounds:

- (i) GRN 167540 / 167543. RCI argued that:
 - (a) Applying *DAR vs. Franco*¹³, RCI’s landholdings should be declared CARP-exempt in view of the PTA enactment¹⁴ delineating specific tourism priority areas in Nasugbu, Batangas. In *Franco*, the Court said that “the DAR Regional Office VII, in coordination with the Philippine Tourism Authority, has to determine precisely which areas are for tourism development and excluded from the Operation Land Transfer and the Comprehensive Agrarian Reform Program.” RCI pointed out in its Motion that following the *Franco* ruling, its landholdings should be declared exempt from the coverage of CARP because the same are located within the areas specifically identified by the PTA as areas for tourism development.
 - (b) Consistent with the DAR Exemption Order cited in the *Franco* case and the submission of the Office of the Solicitor General, the counsel of DAR, RCI’s landholdings, which are (a) located within the PTA-identified tourism priority areas and (b) included in the Nasugbu Tourism Development Plan, should be declared CARP-exempt. In *Franco*, the DAR Secretary ruled that “the area of 808 hectares, more or less, [identified by the PTA and covered by a Master Plan] is hereby declared for tourism purposes and therefore deemed excluded from OLT or CARP coverage.”
 - (c) With the PTA enactment, RCI’s landholdings are CARP-exempt following the Court’s pronouncement that “the only time [the *Natalia*¹⁵ and *Allarde*¹⁶ cases] may find application

¹² CLOA 6654 covers 513 hectares, more or less.

¹³ G.R. No. 147479, 471 SCRA 74 (26 September 2005). In the Decision dated 04 December 2009, the Supreme Court said, citing *DAR vs. Franco*, “Thus, the DAR Regional Office VII, in coordination with the Philippine Tourism Authority, has to determine precisely which areas are for tourism development. x x x... **While the above pronouncement in *Franco* is an *obiter*, it should not be ignored in the resolution of the present petitions since it reflects a more rational and just interpretation of PP 1520.**” [At page 8]

¹⁴ Entitled, “Enactment by the Philippine Tourism Authority of Geographic Areas in the Municipality of Nasugbu, Province of Batangas, as Tourism Priority Areas” dated 10 December 2008.

¹⁵ *Natalia Realty, Inc. vs. DAR*, 225 SCRA 278.

¹⁶ *National Housing Authority vs. Allarde*, 318 SCRA 23.

is when the PTA actually identifies well-defined geographic areas within the zone with potential tourism value.”

- (ii) GRN 179650. The additional certifications were submitted to prove that the 51.5472-hectare properties are CARP-exempt, and corollarily, address the grounds used by then DAR Secretary in denying RCI's initial exemption application. The alleged inconsistencies are either immaterial or can be readily explained.

RCI argued that: (a) The additional Certification of the MARO¹⁷ dated 08 June 2001 was submitted to address the “missing link” pointed out by Secretary Morales between the DAR Lot Nos. mentioned in the Certifications and the Lot Numbers mentioned in RCI's titles; (b) Secretary Morales refused to accept RCI's explanation that the “discrepancies” in TCT T-60034 were due to typographical errors that were actually acknowledged and initialed by the Register of Deeds of Nasugbu. To address this issue, RCI submitted, as additional evidence, a Certification dated 06 September 2001 issued by the Deputy Register of Deeds of Nasugbu; (c) the subject properties are in Barangay Lumbangan as shown by TCT 60019 to 60023 and the additional MARO Certification dated 08 December 2001; and (d) discrepancies in the area as stated in the MPDC Certification vis-à-vis the HLURB Certification are immaterial because the HLURB Certification, as per DAR Administrative Order No. 6, Series of 1994, is required not to establish the area of the CARP-exempt properties but to prove that the 1982 Nasugbu Zoning Ordinance has been approved by the HLURB prior to 15 June 1988.

- (iii) GRN 149548. Based on the evidence submitted by RCI, the 51.5472-hectare properties subject of GRN 179650 are CARP-exempt. Hence, the premature installation by the DAR of several farmer-beneficiaries in the properties should be declared illegal.
- (iv) GRN 167505. With the CARP-exemption of 9 parcels of land with an aggregate area of 45.9771 hectares, RCI's liability to pay disturbance compensation is limited to its agricultural lessees and not to all farmer-beneficiaries found in the subject properties pursuant to Republic Act No. 3844, as amended, and the ruling in *Bacaling vs. Muya*¹⁸.

RCI contended that Section 36 of RA 3844, as amended, mandates a landowner to extend disturbance compensation to its agricultural lessees, while the *Bacaling* case provides that farmer-beneficiaries who are holders of Certificates of Land Transfer to “lots that are not and have never been available for agrarian reform” are not entitled to disturbance compensation.

- (v) GRN 167845. Certificate of Land Ownership Award [“CLOA”] 6654, insofar as it covers the 3 parcels of land with an aggregate area of 103.1436 hectares, should be cancelled in view of the final and executory 02 April 1996 Court of Appeals decision exempting the said properties from the coverage of Comprehensive Agrarian Reform Law [“CARL”].
- (vi) GRN 169163. CLOA 6654, insofar as it covers the remaining 410 hectares, should be cancelled pursuant to Section IV(b)(10) of DAR Memorandum Order No. 02, series of 1994.

RCI argued that the land awarded to the farmer-beneficiaries under CLOA 6654 has not been properly identified and is not capable of accurate delineation, in violation of Section 16 of the CARL. Without proper identification of the land covered by the said CLOA, its continued existence would effectively circumvent the laws related to agrarian reform.

In April 2010, RCI filed with the Supreme Court a Motion to Hold in Abeyance (Re: Motion for Reconsideration dated 13 January 2010) on the ground that RCI heeded the observation of the Court by filing a letter-application with the Tourism Infrastructure and Enterprise Zone Authority requesting the latter to designate fourteen (14) specific geographic areas of the RCI properties as Tourism Economic Zones pursuant to Sections 59 and 61 of the Tourism Act of 2009.

¹⁷ DAR's Municipal Agrarian Reform Officer for the Municipality of Nasugbu, Batangas.

¹⁸ GRN 148404-05 (11 April 2002).

Sometime in June 2010, the farmer-beneficiaries represented by DAMBA and Kamahari filed an Opposition to RCI's Motion to Hold in Abeyance.

There are three¹⁹ other CARP-related cases that are pending with the Provincial Adjudicator (PARAD) of Western Batangas and the Department of Agrarian Reform (DAR).

In the ordinary course of its business, the Company is a party to other cases, either as complainant or defendant. However, the Company believes that these cases do not have any material adverse effect on it.

Real Estate

In the ordinary course of its business, Roxaco is engaged in litigation either as complainant or defendant. Roxaco believes that these cases do not have any material adverse effect on it.

Sugar-Related Businesses

In the ordinary course of its business, RHI is engaged in litigation either as complainant or defendant. RHI believes that these cases do not have any material adverse effect on it.

Market Price of and Dividends on Common Equity and Related Stockholder Matters

1. Market Information.

The Company has 2,911,885,870 common shares listed and traded in the Philippine Stock Exchange under the trading symbol "RCI".

(1) High and low share price for the last two (2) fiscal years.

July 2008 to June 2009

Quarter	High	Low
1st	1.84	1.74
2nd	2.80	1.90
3rd	2.70	1.68
4th	1.70	1.60

July 2009 to June 2010

Quarter	High	Low
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¹⁹ These cases are: (i) DAR Adm. Case No. A-9999-100-97, which is an application for exemption from CARP coverage of a 45.97 hectare property in Brgy. Aga on the ground that the said property has a slope of at least 18%. The DAR granted RCI's application. However, the farmer-beneficiaries filed a Motion for Reconsideration, to which RCI filed an opposition; (ii) Petitions for the cancellation of CLOA No. 6646 covering a 21-hectare property. These cases stemmed from a Certificate of Finality issued by DAR exempting the subject property from CARP coverage. The PARAD decided in favor of the Company and cancelled the CLOA. The farmers' Motion for Reconsideration was subsequently denied by the PARAD. Hence, they filed a Notice of Appeal, which was opposed by the Company; and (iii) DAR Case Nos. R-0401-0021 to 0058-2009 stems from a final and executory Supreme Court ruling exempting from CARP coverage a 30.1685-hectare property in Barangay Banilad, Batangas. As such, the Company filed with the PARAD Petitions for cancellation of CLOA 5189 insofar as the exempted area is concerned.

1st	2.16	1.90
2nd	2.06	1.80
3rd	1.08	1.08
4th	2.16	1.90

The Company's shares were being traded at ₱0.95 per share as of 30 June 2010.

(2) Holders. There were 3,564 holders of the Company's listed shares as of 31 August 2010. The top twenty (20) holders of the Company's common shares, listed and not listed, as of said date were:

	STOCKHOLDERS	NATIONALITY	TOTAL SHARES	%
1	Antonio J. Roxas	Filipino	643,945,909	22.11%
2	SPCI Holdings, Inc.	Philippine National	642,779,593	22.07%
3	Pesan Holdings, Inc.	Philippine National	340,590,270 ²⁰	11.69%
4	HSBC OBO Manila	British National	273,234,090	9.38%
5	Pilar Olgado Roxas	Filipino	262,706,512	9.02%
6	Marta O. Roxas Dela Rica	Spanish	258,180,365	8.87%
7	Beatriz O. Roxas	Spanish	257,579,335	8.85%
8	Pedro E. Roxas	Filipino	194,121,649 ²¹	6.67%
9	PCD Nominee Corporation	Philippine National	8,054,483	0.28%
10	Rizal Commercial Banking Corporation	Philippine National	3,048,161	0.10%
11	Antonio Roxas Chua	Filipino	2,379,610	0.08%
12	Mari Carmen Roxas de Elizalde	Filipino	1,361,241	0.05%
13	Santiago R. Elizalde	Filipino	1,210,930	0.04%
14	Carlos R. Elizalde	Filipino	1,252,923	0.04%
15	Francisco Jose R. Elizalde	Filipino	1,203,013	0.04%
16	Central Azucarera dela Carlota Retirement Trust Fund	Philippine National	1,178,400	0.04%
17	Equitable Securities FAO Inigo Elizalde	Filipino	933,810	0.03%
18	Severo A. Tuason & Company, Inc.	Filipino	537,000	0.02%
19	Dolores Teus De M Vara De Rey	Filipino	488,020	0.02%
20	Concepcion Teus Vda. De M Vara De Rey	Filipino	445,650	0.02%
	SUBTOTAL		2,895,230,964	99.43%
	OTHER STOCKHOLDERS		16,654,906	0.57%
	GRAND TOTAL		2,911,885,870	100.00%

²⁰ This does not include the 1,205,630 shares beneficially owned by Pesan Holdings, Inc. (PHI) but owned on record by the PCD Nominee Corporation, the top 9 stockholder. Mr. Pedro E. Roxas is the sole and controlling stockholder of Pesan Holdings, Inc. (PHI).

²¹ This does not include the 762,217 shares beneficially owned by Mr. Pedro E. Roxas but owned on record by the PCD Nominee Corporation, the top 9 stockholder.

2. Dividends.

The ability of the Company to declare and pay dividends on its common shares is generally governed by the pertinent provisions of the Corporation Code of the Philippines, i.e. prohibition on capital impairment and the limitation on the discretion of the Board of Directors, among others. In the recent past, the Company declared and paid dividends as follows:

<i>Declaration Date</i>	<i>Dividend Per Share</i>	<i>Record Date</i>	<i>Payment Date</i>
29 June 2006	₱ 0.06	14 July 2006	31 July 2006
5 October 2006	₱ 0.06	19 October 2006	10 November 2006
21 June 2007	₱ 0.06	13 July 2007	31 July 2007
20 September 2007	₱ 0.04	15 October 2007	8 November 2007
26 June 2008	₱ 0.06	15 July 2008	31 July 2008
2 October 2008	₱ 0.06	15 October 2008	30 October 2008

3. Recent Sales of Unregistered Securities.

(a) Securities Sold.

There was no recent sale of unregistered or exempt securities.

However, on 23 June 2009, the SEC has approved the increase of the authorized capital stock from Php1,962,500,000.00 divided into 1,962,500,000 shares with a par value of Php1.00 each to Php3,375,000,000.00 divided into 3,375,000,000 shares with a par value of Php1.00 each.

Pursuant to the Plan of Merger, which was likewise approved by the SEC on 23 June 2009 and became effective on 29 June 2009, (i) 1,481,521,405 CADPGC shares previously owned by RCI, (ii) 1,506,000 pre-merger treasury shares of CADPGC; and (iii) 1,365,990,294 new and still unlisted shares from the increase in the authorized capital stock, were distributed/transferred to the stockholders of the absorbed company, RCI.

(b) Exemption from Registration Claimed.

On 30 June 2009, the Company filed with the Securities and Exchange Commission a Notice of Exempt Transaction (SEC Form 10.1) for the 1,365,990, 294 new and unlisted shares (taken from the increase in the authorized capital stock) that were issued by the Company in connection with the merger of RCI and CADPGC.

The Philippine Stock Exchange (PSE) approved on 25 November 2009 the application submitted by the Company to list the additional 1,365,990,294 common shares, with par value of Php1.00 per share, to cover the merger transaction between RCI and CADPGC.

The listing of the additional 1,365,990,294 Company common shares with the PSE was set on 09 December 2009.

4. Description of Registrant's Securities.

The authorized capital stock of the company is Three Billion Three Hundred Seventy Five Million Pesos (₱3,375,000,000.00) divided into 3,375,000,000 common shares with par value of One Peso (₱1.00) per share.

Shareholders have no pre-emptive rights to any issue of shares, of whatever class by the corporation unless otherwise decided by the Board of Directors for the best interest of the corporation (Art. VIII, CADPGC Amended Articles of Incorporation). There is no provision in its charter or by-laws which would delay, defer or prevent a change in control of the Company.

CORPORATE GOVERNANCE

The Board approved the Company's revised Manual on Corporate Governance on 08 December 2009 in conformity with Memorandum Circular No. 6, Series of 2009 issued by the Securities and Exchange Committee. Since its effectivity, the Company has complied with the principles contained in the Manual insofar as they may be relevant to the Company's business. The Company likewise established an evaluation system to measure or determine the level of compliance of its Board of Directors and top-level management with the Manual. The evaluation system basically consists of determining the Company's compliance with certain best practices act such as the observance of the basic rights of shareholders, equitable treatment of shareholders, recognizing the shareholders' role in corporate governance, timely disclosure and transparency and Board responsibility. Measures are also being undertaken by the Company to ensure full compliance with the leading practices it has adopted in the Manual such as the constitution of the audit, compensation and nomination committees, the election of the required number of independent directors to its Board of Directors, the amendment of Section 2 of Article II of its By-Laws dealing on the qualifications and disqualifications of its directors in order to adopt the provisions of the Manual which deal on the qualifications and disqualifications of directors. The Company has not deviated from or violated the provisions of the Manual.

OTHER MATTERS

Action With Respect to Reports

The following reports/minutes of meetings will be submitted for ratification/approval by the stockholders on the 2010 Annual Stockholders' Meeting:

a) Minutes of the Annual Meeting of Stockholders held on 18 November 2009

The minutes of meeting of the 18 November 2009 annual meeting of shareholders will be made available to all shareholders on the day of the annual meeting. Essentially, the minutes of the annual meeting contains the following:

- (i) reading and approval of the minutes of the 03 December 2008 annual meeting of shareholders;
- (ii) presentation and approval of the 30 June 2009 annual report to shareholders;
- (iii) approval and ratification of all acts and resolution of the Board of Directors since the annual meeting of shareholders on 03 December 2008;
- (iv) the elected members of the Board of Directors for fiscal year 2009-2010; and
- (v) the external auditor for fiscal year 2009-2010.

b) Chairman's and the President's Report and Audited Financial Statements for the year ended 30 June 2010

c) Acts/Resolutions of the Board of Directors since the 18 November 2009 annual meeting of shareholders.

The following are acts/resolutions of the Board of Directors since the last annual meeting held on 18 November 2009.

- (i) Acts/resolutions approved during the 19 November 2009 Special Meeting of the Board of Directors. The Board resolved that Mr. Pedro E. Roxas be, as he is hereby authorized to represent Roxas & Company, Inc. and to vote its shares in Roxas Holdings, Inc. at the latter's Annual Stockholders' Meeting on November 25, 2009 on all issues in the said meeting.
- (ii) Acts/resolutions approved during the 08 December 2009 Organizational/Regular Meeting of the Board of Directors. The Board elected the following as officers of the Company:

Pedro E. Roxas	-	Executive Chairman
Francisco F. Del Rosario, Jr.	-	President & CEO
Santiago R. Elizalde	-	Treasurer
Atty. Peter D. Barot	-	Corporate Secretary
Atty. Fritzie P. Tangkia-Fabricante	-	Assistant Corporate Secretary Compliance Officer
Celeste Jovenir	-	Corporate Information Officer Alternate Corporate Information Officer

The Board likewise reorganized the Audit, Nomination and Compensation Committees as follows:

AUDIT COMMITTEE

Mr. RAMON Y. DIMACALI	-	Chairman (Independent Director)
Mr. EDUARDO R. AREILZA	-	Member
Mr. FRANCISCO JOSE R ELIZALDE	-	Member

COMPENSATION COMMITTEE

Mr. GUILLERMO D. LUCHANGCO	-	Chairman (Independent Director)
Mr. RAMON Y. DIMACALI	-	Member (Independent Director)
Mr. PEDRO E. ROXAS	-	Member

NOMINATION COMMITTEE

Mr. PEDRO E. ROXAS	-	Chairman
Mr. ANTONIO J. ROXAS	-	Member
Mr. RAMON Y. DIMACALI	-	Member (Independent Director)

(iii) Acts/resolutions approved during the 03 February 2010 Special Meeting of the Board. The Board approved / ratified the appointment of Mr. Sindulfo L. Sumagang as the Company's Vice-President and Chief Finance Officer effective 25 January 2010.

(iv) Acts/resolutions approved during the 02 July 2010 Regular Meeting of the Board:

The Board approved the appointment of Mr. Renato C. Valencia as Advisor to the Board of Directors of RCI. Mr. Valencia, a former Director of RCI prior to its merger with CADP Group Corporation, is presently a Director of Metropolitan Bank & Trust Company, Member of the Phil. Coca-Cola System Council, Chairman of i-People, Inc., Director of Anglo-Philippine Holdings Corporation, Board Adviser of Philippine Veterans Bank, Chairman of Hypercash Payment Systems, Inc., Chairman of Bastion Payment Systems, Inc. and Vice-Chairman of Asia Pacific Network Holdings, Inc.

The Company's Vice-President and Chief Finance Officer, Mr. Sindulfo L. Sumagang, was tasked to perform administrative and functional supervision over the controllership, financial planning and IT services departments of the Company's sugar subsidiary, RHI.

Finally, the Board authorized the Company's Stock Transfer Agent, Unionbank of the Philippines to issue shares of Roxas and Company, Inc. in un-certificated form and link with the Electronic Direct Registry System of Pastra.Net, Inc.. This in compliance with Section 16 of Article II Part A of the Revised Listing and Trading of Securities with the Philippine Depository and Trust Corporation (PDTTC), or any other entity duly authorized by the Securities and Exchanged Commission, without any jumbo or mother certificate in line with the requirements of Sectio 43 of the Securities Regulation Code.

(d) Election of Directors for the fiscal year 2010-2011; and

(e) Election of External Auditor for the fiscal year 2010-2011.

VOTING PROCEDURES

(a) The vote required for approval or election -

- (1) Minutes of Previous Stockholders' Meeting - majority of the shares represented at the meeting
- (2) Chairman's and President's Report - majority of the shares represented at the meeting
- (3) Audited Financial Statements - majority of the shares represented at the meeting
- (4) Ratification/Approval of All Acts and Resolutions of the Board of Directors and Management - majority of the shares represented at the meeting
- (5) Election of Directors - plurality of vote of the stockholders owning or representing a majority of the outstanding shares
- (6) Election of External Auditors - plurality of the shares represented at the meeting

(b) The method by which votes will be counted - Subject to cumulative voting in the election of directors, each stockholder shall have one vote for each share of stock entitled to vote and registered in his name at record date. Counting of votes will be done by representatives of Unionbank of the Philippines as the Company's stock transfer agent, representatives of SyCip Gorres Velayo & Co., and Atty. Fritzie P. Tangkia-Fabricante, in her capacity as Assistant Corporate Secretary, all of whom shall serve as members of the election committee. Voting shall be done through raising of hands.

THE COMPANY UNDERTAKES TO PROVIDE WITHOUT CHARGE A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A UPON WRITTEN REQUEST ADDRESSED TO THE OFFICE OF THE CORPORATE SECRETARY, 7/F CG BULDING, 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229.

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.
(formerly **CADP GROUP CORPORATION**)

By:


FRITZIE P. TANGKIA-FABRICANTE
AVP for Legal Affairs / Assistant Corporate Secretary

24 October 2010.