



28 December 2012

Philippine Stock Exchange
Disclosures Department
3/F, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

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

Re : **ROXAS AND COMPANY, INC.**
(Formerly CADP GROUP CORPORATION)

Gentlemen:

Please be informed that on 27 December 2012, Mr. Pedro E. Roxas, the Executive Chairman of the Company, disposed One Hundred Ninety Three Million One Hundred Eighty Three Thousand Seven Hundred Forty Six (193,183,746) Roxas and Company, Inc. common shares at Php1.60 per share in relation to a special block sale. Attached herewith is the unsigned Statement of Changes in Beneficial Ownership of Securities of Mr. Roxas who is currently out of the country. Mr. Pedro E. Roxas will be back in the country on 08 January 2013. We undertake to have the said document signed by him as soon as he comes back and to file a signed copy thereof with your office.

For your information.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alejandro S. Casabar', is written over a horizontal line.

ALEZANDRO S. CASABAR

Corporate Information Officer/Compliance Officer

**SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines**

FORM 23-B

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

| 1. Name and Address of Reporting Person ROXAS, PEDRO E. | | 2. Issuer Name and Trading Symbol Roxas and Company, Inc. (RCI) | | | 7. Relationship of Reporting Person to Issuer (Check all applicable) | | | | |
|--|---------|---|---|---|--|---|------------------|--|--|
| (Last) | (First) | (Middle) | 3. Tax Identification Number | 5. Statement for Month/Year | | <input checked="" type="checkbox"/> | Director | <input checked="" type="checkbox"/> | 10% Owner |
| Cacho Gonzales Building, 101 Aguirre | | | 104-738-165 | December 2012 | | <input checked="" type="checkbox"/> | Officer | <input type="checkbox"/> | Other |
| (Street) | | | 4. Citizenship | 6. If Amendment, Date of Original (Month/Year) | | (give title below) | | | |
| Legaspi Village, Makati City 1229 | | | Filipino | | | President/CEO | | | |
| (City) | | | (Province) | (Postal Code) | | | | | |
| Table 1 - Equity Securities Beneficially Owned | | | | | | | | | |
| 1. Class of Equity Security | | 2. Transaction Date (Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) | | | 3. Amount of Securities Owned at End of Month | | 4. Ownership Form: Direct (D) or Indirect (I) * | 6. Nature of Indirect Beneficial Ownership |
| | | | Amount | (A) or (D) | Price | % | Number of Shares | | |
| | | | | | | | | | |
| | | | | | | 6.67% | 194,120,649 | D | NA |
| COMMON | | 12/27/2012 | 309,092,411.20 | D | P1.60/share | 6.63% | 193,182,757 | | |
| COMMON | | 12/27/2012 | 1,582.40 | D | P1.60/share | 0.00% | 989 | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | 11.80% | 343,500,327 | | |
| | | | | | | | | | |

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
 - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
 - (A) held by members of a person's immediate family sharing the same household;
 - (B) held by a partnership in which such person is a general partner;
 - (C) held by a corporation of which such person is a controlling shareholder; or
 - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

| 1. Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yr) | 4. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 5. Date Exercisable and Expiration Date (Month/Day/Year) | | 6. Title and Amount of Underlying Securities | | 7. Price of Derivative Security | 8. No. of Derivative Securities Beneficially Owned at End of Month | 9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) * | 10. Nature of Indirect Beneficial Ownership |
|------------------------|--|------------------------------------|--|------------|--|-----------------|--|----------------------------|---------------------------------|--|--|---|
| | | | Amount | (A) or (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
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Explanation of Responses:

PEDRO E. ROXAS

_____ Date

Note: File **three (3)** copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.