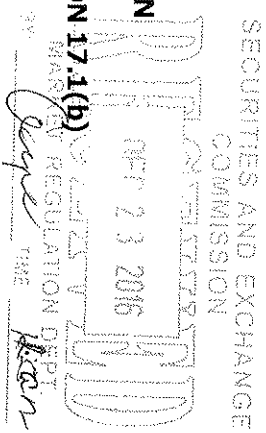


SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter **CENTRAL AZUCARERA DE TARIAC, INC.**
3. **Manila, Philippines**
Province, country, or other jurisdiction of incorporation or organization
4. SEC Identification Number **PW00000722**
5. BIR Tax Identification Code **0002229931**
6. **San Miguel, Tarlac City** **2301**
Address of principal office Postal Code
7. Registrant's telephone number, including Area Code **(632) 818.62.70**
8. **January 31, 2017, 10:00 A.M., Clubhouse, Luisita Golf & Country Club, San Miguel, Tarlac City**
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to Security Holders **On or before January 10, 2017**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (Information on number of shares and amount of debt is applicable only to corporate registrants)
Number of Shares of
Title of Each Class Common Stock Outstanding
Common Shares **282,545,960**
11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes **No**
12. If yes, disclose the name of such Stock Exchange and the class of securities listed therein
Philippine Stock Exchange **Common**

CENTRAL AZUCARERA DE TARLAC, INC.
Information Statement

A. GENERAL INFORMATION

Item 1. Date, time and place of Annual Meeting of Security Holders

The Annual Stockholders' Meeting of Central Azucarera de Tarlac, Inc. (the "Company") is scheduled to be held on January 31, 2017, 10:00 a.m. at the Clubhouse, Luisita Golf & Country Club, San Miguel, Tarlac City.

The complete mailing address of the Company is CAT, San Miguel, Tarlac City 2301.

The approximate date on which this Information Statement (in compact disc format) shall be sent to stockholders is on or before January 10, 2017.

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

Item 2. Dissenters' Right of Appraisal

A stockholder has the right to dissent and demand payment of the fair value of his shares in case of any amendment of the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence or in case of sale, lease, exchange, transfer, mortgage, or other disposition of all or substantially all of the corporate property and assets or and in case of merger or consolidation as provided under Sections 42 and 81 of the Corporation Code of the Philippines. The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action by making a written demand on the corporation within 30 days after the date on which the vote was taken for payment of the fair market value of his shares.

There are no matters to be acted upon in the annual stockholders' meeting that may give rise to the above-mentioned dissenter's right of appraisal under the Corporation Code.

Item 3. Interest Of Certain Persons In Or Opposition To Matters To Be Acted Upon

- a) No directors or officers, or nominees/candidates for director, or any of their associates have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the annual stockholders' meeting other than election to office.
- b) The Company has not received any information from any director who intends to oppose any matter or action to be taken in the annual stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a) Number of Shares Outstanding and the Number of Votes to which each class is entitled.

There are **282,538,760**¹ outstanding shares of registrant entitled to be voted at the annual stockholders' meeting. The number of votes due a security holder will depend on the number of shares he/she owns. Per share of stock is equivalent to one vote.

b) Record Date.

Only stockholders of record as of January 26, 2017 are entitled to vote during the annual stockholders' meeting.²

c) Voting Procedures of Directors.

In the election of directors, every stockholder is entitled to vote the number of shares standing in his name on the books of the registrant 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 (1) 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, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

The election is by viva voce, or by ballot if requested by the stockholders.

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¹ Total number of issued shares less treasury shares, i.e. 282,545,960-7,200

² The register of shares of the Corporation and its transfer books shall be closed during the five (5) days next preceding the General Meetings upon which the election of the Directors is held and during the five days preceding the date upon which dividends are declared payable and during such time as the Board of Directors may determine (Section 2, Article I, Amended By-Laws).

d) (i) Security Ownership of Certain Record and Beneficial Owners.

As of 30 November 2016, the Security Owners of Certain Record and Beneficial Owners of more than 5% is set forth in the table below:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Citizenship	Name of Beneficial Ownership and Relationship with Record Owner	Number of Shares Held	%
Common	PCD Nominee Corporation 37/F Enterprise Tower 1, Ayala Avenue, Makati City	Filipino	CAT Resource & Asset Holdings Inc. (CRAHI) and various individuals	264,654,190	94.00%
Common	Luisita Trust Fund; Central Azucarera de Tarlac, Inc., San Miguel, Tarlac City	Filipino	Luisita Trust Fund	47,344,920	16.76%
<i>* Beneficial ownership through PCD Nominee Corporation</i>					
Common	CAT Resource & Asset Holdings Inc. (CRAHI) 3/F First Lucky Place 2259 Pason Tamo Extension, Makati City	Filipino	Martin Ignacio P. Lorenzo ³	201,718,140	71.40%
			Fernando Ignacio C. Cojuangco ⁴		

Apart from the foregoing, there are no other persons holding more than 5% of the Company's outstanding capital stock.

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³ Martin Ignacio P. Lorenzo is the Chairman and CEO of CRAHI

⁴ Fernando Ignacio C. Cojuangco is the President and COO of CRAHI

(ii) Security Ownership of Management.

As of 30 November 2016 the shareholdings of the incumbent directors and officers are set forth below:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	%
Common	Martin Ignacio P. Lorenzo	102,876,250 200	Filipino	36.41%
Common	Fernando Ignacio C. Cojuangco	98,841,890 200	Filipino	34.98%
Common	Marco P. Lorenzo	200	Filipino	0.00%
Common	Vigor D. Mendoza II	200	Filipino	0.00%
Common	Fernan Victor P. Lukban	200	Filipino	0.00%
Common	Renato B. Padilla	10	Filipino	0.00%
Common	Benjamin I. Espiritu	10	Filipino	0.00%
Common	Cecile D. Macaalay	5,000	Filipino	0.00%
Common	Wellerita D. Aguas	9,980 10,000	Filipino	0.01%
Common	Janette L. Peña	0	Filipino	0.00%
Common	Addison B. Castro	0	Filipino	0.00%

The aggregate ownership of all directors and officers is **201,744,140** shares or 71.40% of the total shares outstanding.

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

The Company is not aware of any voting trust agreement with any stockholder owning more than 5% of the securities.

e) Changes in Control.

There has been no change in control of the Company since the beginning of its last fiscal year, and the Company is not aware of any existing, pending or potential transaction that may result in such change in control.

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Item 5. Directors and Executive Officers

As of 30 November 2016, the directors and executive officers of the Company and the number of years they have served as such are as follows:

Name	Position	Term/Period Served
Martin Ignacio P. Lorenzo	Chairman of the Board & CEO	October 15, 2014 up to present
Fernando Ignacio C. Cojuangco	President & COO	January 31, 2012 up to present
Marco P. Lorenzo	Director	October 15, 2014 up to present
Vigor D. Mendoza II	Director	October 15, 2014 up to present
Fernan Victor P. Lukban	Director	October 15, 2014 up to present
Renato B. Padilla	Independent Director	October 15, 2010 up to present
Benjamin I. Espiritu	Independent Director	October 29, 2013 up to present
Cecile D. Macaalay	Treasurer	October 15, 2014 up to present
Wellerita D. Aguas	VP for Finance	October 15, 2014 up to present
Janette L. Peña	Corporate Secretary	October 15, 2014 up to present
Addison B. Castro	Assistant Corporate Secretary	October 15, 2014 up to present

All incumbent directors, namely: Messrs. Martin Ignacio P. Lorenzo, Fernando C. Cojuangco, Marco P. Lorenzo, Vigor D. Mendoza II, Fernan Victor P. Lukban, Renato B. Padilla and Benjamin I. Espiritu have been nominated for election to the Board of Directors in the forthcoming annual stockholders' meeting.

The selection and nomination of the independent directors by the Nomination Committee is in compliance with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors), and the Company's Manual of Corporate Governance. The Company is cognizant of the Code of Corporate Governance for Publicly Listed Companies under SEC Memorandum Circular No. 20, Series of 2016, which supersedes SEC Memorandum Circular No. 6, series of 2009 (Revised Code of Corporate Governance) and SEC Memorandum Circular No. 9, series of 2011 (Term Limits of Independent Director), among others, and which shall take effect on 01 January 2017. The Company will endeavor to have at least three (3) independent directors or at least one-third of the board, whichever is higher, in accordance with Recommendation 5.2 of the Code of Corporate Governance for Public Listed Companies.

A summary of the qualifications of the incumbent directors who were nominated for election in the forthcoming annual stockholders' meeting, and the incumbent officers of the Company is set forth below:

Martin Ignacio P. Lorenzo, age 51, Filipino, is currently the Chairman & Chief Executive Officer of CAT. Concurrently, he is also the Chairman and Chief Operating Officer of CAT Resource & Asset Holdings Inc. He holds the same position in the investment holding company of CAT, First Lucky Holdings Corporation, and its subsidiaries, namely, Restaurants Concepts Group, Inc., Amang Rodriguez Holdings, Inc. Cocosobetero Holdings, Inc., Hospitality School Management Group, Inc. Mr. Lorenzo is likewise the Chairman and Chief Executive Officer of Marior Investments Corporation and holds the same position in its subsidiaries: Blue Mountains Corporation and LAC-DC. He is also the Chairman and President of First Lucky Property Corporation. He currently holds position in other investment companies, namely, St. Tropez Holdings Corporation and Sierra Madre Capital. He is a Director in Familia Lorenzo Foundation, Incorporated. Mr. Lorenzo has over 20 years of extensive experience in investments and operations in various industries including agriculture, manufacturing and food retail. He obtained his BS Management Engineering degree at Ateneo de Manila University in 1986. He obtained his Masters in Business Administration in Wharton Graduate School, University of Pennsylvania, in 1990.

Fernando C. Cojuangco, age 55, Filipino, is currently the President and Chief Operating Officer of the Company. He holds the same position in CAT Resource & Asset Holdings Inc. and is also the Chairman and President of Liberty Insurance Corporation. He is the Chairman & Chief Operating Officer of North Star Estate Holdings. A lawyer by profession, he is a principal partner in MALCOLM Law Offices. Mr. Cojuangco has extensive experience in agriculture, real estate and insurance industries. He is a holder of a Bachelor of Arts degree in Economics from the University of California and Member of the Omicron Delta Epsilon Honors Society. He obtained his Bachelor of Laws degree with honors from the Ateneo de Manila University.

Marco P. Lorenzo, age 56, Filipino, is currently Director and Consultant of the Company handling the Cane Supply Operations. He is also currently engaged by Del Monte Philippines as consultant for Plantation Operations. He was the Managing Director of the Wallico Pastoral NT in Australia. He also served as the Senior Vice President for Operations of the Del Monte Philippines for nine years. He held the position of Senior Group Manager of Lapanday Agricultural Development Corporation for seven years. He graduated from Ateneo de Manila University in 1982 with a Bachelor of Arts degree in Interdisciplinary Studies. He obtained his Bachelor Degree in Agricultural Science and Management from the University of California in 1985.

Vigor D. Mendoza II, age 55, Filipino, a Director of the Company. He is a lawyer by profession and is a principal partner in MALCOLM Law Offices heading the Practice in Public Utility and Property and Energy Law. He is likewise a Director of CAT Resource & Asset Holdings Inc. Mr. Mendoza was a former Commissioner of the Land Transportation Franchising & Regulatory Board under the Department of Transportation and Communication. He was a former Congressman representing the 1-Utak Party List under the 4th Congress of the Republic of the Philippines. He graduated with a degree of Bachelor of Arts in Economics from the Ateneo de Manila University in 1983. He obtained his Bachelor of Laws degree from the Ateneo de Manila University in 1988.

Victor P. Lukban, age 55, Filipino, is a Director of the Company. He is one of the top Strategy and Family Business consultants in the Philippines. He is a founding fellow at the Institute of Corporate Directors in Manila and is also an International Fellow of the Australian Institute of Company Directors. He holds undergraduate degrees in Engineering from De La Salle University and graduate degrees in Industrial Economics from the Center for Research & Communication, now University of Asia & the Pacific, Manila. He also has a Master's degree in Business Administration from IESE, Barcelona, Spain.

Renato B. Padilla, age 70, Filipino, is an Independent Director of the Company. He is a lawyer by profession and is currently the General Manager of the Philippine International Convention Center (PICC) in Manila. He was formerly an Undersecretary of the Department of Agrarian Reform from 1989-1995.

Benjamin I. Espiritu Ph. D, age 64, Filipino, is an Independent Director of the Company. He is a practicing Certified Public Accountant, President & CEO of Change Management International, Inc. and Chairman of Banco de Mindoro, Inc. He was Dean of Far Eastern University Makati, and Chair of the Accounting, Finance, Business and Governance Department of the De La Salle University Graduate School of Business. He served as Governor of the Province of Oriental, Mindoro. He earned his Ph.D., Major in Public Administration from the University of Santo Tomas, Master in National Security Administration from the National Defense College of the Philippines, Master of Business Administration and Bachelor of Science in Commerce, Major in Accounting degrees from De La Salle University.

Cecile D. Macalalay, age 48, Filipino, is the Treasurer of the Company. She is a practicing Certified Public Accountant. She is currently the Chief Finance Officer of First Lucky Holdings Corporation and the Director of its subsidiaries such as Restaurant Concepts Group, Inc., LAC - DC and Cocosorbetero Holdings, Inc. She is also the Treasurer of CAT Resource & Asset Holdings, Inc. and Assistant Treasurer of Amang Rodriguez Holdings, Inc. She is also serving as the Director of First Lucky Property Corporation and its numerous subsidiaries. She obtained her Bachelor of Science Degree in Business Administration and Accountancy at University of the Philippines in 1990.

Wellerita D. Aguas, age 71, Filipino, is the Vice President for Finance of the Company since October 15, 2014. She held finance positions in the various companies under Jose Cojuangco and Sons, Inc. She is a BSBA graduate of the University of the East.

Janette L. Peña, age 57, Filipino, is the current Corporate Secretary the Company. She is also the Corporate Secretary of CAT Resource & Asset Holdings Inc. and First Lucky Holdings Corp. Ms. Peña is an Independent Director of The Manufacturer's Life Insurance Co. (Phils), Inc. Manulife Financial Plans, Inc., Manulife Chinabank Life Assurance Corporation, China Oceans Philippines, Inc., and Corporate Secretary for Macondray Philippines Co., Inc., other subsidiaries, among others. Ms. Peña graduated from the University of the Philippines with a Bachelor of Science degree in Business Economics (Cum laude). She received her Bachelor of Laws from the University of the Philippines College of Law (Cum laude) and ranked first in the 1985 Philippine Bar Exams. She completed her Master of Laws in Harvard Law School.

Addison B. Castro, age 53, Filipino, is the Assistant Corporate Secretary of the Company. He is a practicing lawyer and a Principal Partner of Gatchalian Castro & Mawis Law Offices. He is a professor of the Lyceum of the Philippines University, College of Law since 2008. He graduated with a degree of Bachelor of Science in Applied Economics at the De La Salle University in 1983. He obtained his Bachelor of Laws degree from the Ateneo de Manila University in 1988.

Family Relationships.

Mr. Martin P. Lorenzo and Mr. Marco P. Lorenzo are brothers.

Identification of Significant Personnel

Mr. Noel Payongayong, Resident Manager and Mr. Oliver Timbol, General Manager are some of the key personnel who are expected to make significant contribution to the business of the registrant.

Involvement in Certain Legal Proceedings

None of the directors and officers were involved during the past five (5) years in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceeding or being subject to a pending criminal proceeding, or being subject to any order, judgment or decree of any competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; nor being found in a civil action to have violated a securities or commodities law. As of the years ended June 30, 2016 and June 30, 2015, the Company is not involved in any litigation it considers material.

Certain Relationships and Related Transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Company. Associates and individuals owning directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

In the normal course of its business, the Company had transactions with related parties. Please see Note 26 (Related Party Transactions) pages 45 to 47 of the Notes to Financial Statements as of June 30, 2016.

Resignation of Director

No director has resigned or declined to stand for re-election because of disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

Summary Compensation Table

FY 2015-2016							
Name	Position	Salary & Professional Fees	Bonus	Transportation	Per Diem	Total	
July 1, 2015 - June 30, 2016							
Martin Ignacio P. Lorenzo	Chairman of the Board & CEO						
Fernando Ignacio C. Cojuangco	President & COO						
Marco P Lorenzo	Director	P15,896,014	P3,011,843	P1,877,066	P276,500	P21,061,423	
Walerita D. Aguas	VP for Finance						
Marco P. Karaan II	VP for Human Resources						
All Other Officers & Directors as a group							
TOTAL		P15,896,014	P3,011,843	P1,877,066	P276,500	P21,061,423	
FY 2014-2015							
Name	Position	Salary	Bonus	Transportation	Per Diem	Total	
October 16, 2014 - June 30, 2015							
Martin Ignacio P. Lorenzo	Chairman of the Board & CEO						
Fernando Ignacio C. Cojuangco	President & COO						
Marco P Lorenzo	Director						
Walerita D. Aguas	VP for Finance						
July 1, 2014 - October 15, 2015							
Jose Cojuangco Jr.	Chairman of the Board & President	P14,481,734	P2,333,336	P3,953,058	P335,000	P21,603,128	
Josephine Reyes	Treasurer & Director						
Enesto T Sepaco	Vice President & Director						
Walerita Aguas	VP for Finance						
Eduardo dela Merced Jr.	Asst. VP						
All Other Officers & Directors as a group							
TOTAL		P14,481,734	P2,333,336	P3,953,058	P335,000	P21,603,128	

Compensation to be paid in the ensuing fiscal year to the Company's Chief Executive Officer (Martin Ignacio P. Lorenzo) and four other highly compensated executives and officers (Fernando C. Cojuangco, Marco P. Lorenzo, Walerita D. Aguas and Joselito G. Angeles⁵)

The Director's Compensation consist of per diem and transportation allowance. There are no any other arrangement including consulting control. Further, there are no warrants and options outstanding as well as no warrants and options repriced.

Currently, the Company's Amended By-Laws provides that "the Board of Directors shall receive a fee equivalent to five percent (5%) of the net profits of the Corporation which shall be

⁵ Joselito G. Angeles is the Resident Manager of Central Azucarera de Tarlac

distributed proportionately among the directors". The Director's Compensation provision under Article III of the Amended By-laws states:

"4. DIRECTOR'S COMPENSATION – The Board of Directors shall receive a fee of five per cent (5%) of the net profits of the Corporation which shall be distributed proportionately among the directors and a per diem of not less than FIVE HUNDRED (P500.00) for every board meeting actually attended. *(As amended on January 27, 1981)"*

On 11 March 2014, the Board of Directors approved certain amendments to the Company's Amended By-laws, which amendments were approved and ratified by the Stockholders during the Annual Stockholders Meeting on 22 April 2014. One of the amended provisions is the Director's Compensation under Article III of the Amended By-laws, to wit:

"5. DIRECTOR'S COMPENSATION - The Board of Directors shall receive a fee equivalent to five percent (5%) of the net profits of the Corporation which shall be distributed proportionately among the directors; and each director shall receive a reasonable per diem in an amount to be determined by the Board of Directors for every board meeting actually attended. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. *(As amended by the Board of Directors on 11 March 2014 and the Stockholders on 22 April 2014)"*

On 19 April 2016, the Board of Directors approved the reduction in the percentage of net profits of the Corporation to be distributed proportionately among the Directors as part of their compensation, which was approved and ratified by the Stockholders during the Special Stockholders Meeting held on 15 June 2016. Hence, the provision on Director's Compensation under, Article III of the Amended By-Laws, was amended as follows:

"5. DIRECTOR'S COMPENSATION – The Board of Directors shall receive a fee of up to three percent (3%) of the net profits of the Corporation which shall be distributed proportionately among the directors; and each director shall receive a reasonable per diem in an amount to be determined by the Board of Directors for every board meeting actually attended. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. *(As amended by the Board of Directors on 11 March 2014 and the Stockholders on 22 April 2014; and further amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 2015)"*

The Corporation filed an application with the Securities & Exchange Commission ("SEC") for the approval of its By Laws as amended by the Board of Directors on 11 March 2014 and the Stockholders on 22 April 2014; and further amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 2016. However, the SEC required the insertion of the phrase *'subject to the requirements of the Corporation Code'* in Article III, Section 5 (Director's Compensation) of the Amended By Laws.

Thus on 06 November 2016, the Board of Directors authorized and approved the following amendment to Article III, Section 5 of the Amended By-Laws to be submitted for approval of the stockholders at the Annual Stockholders Meeting scheduled on the last Tuesday of January of each year (per By-laws) 31 January 2017:

"5. DIRECTOR'S COMPENSATION – The Board of Directors shall receive a fee of up to three percent (3%) of the net profits of the Corporation which shall be distributed proportionately among the directors; and each director shall receive a reasonable per diem in an amount to be determined by the Board of Directors for every board meeting actually attended. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor, subject to the requirements of the Corporation Code. (As amended by the Board of Directors on 11 March 2014 and the Stockholders on 22 April 2014; and further amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 2016.)"

Except for the election of directors and the aforementioned reduction in the percentage of net profits of the Corporation to be distributed proportionately among the directors, no action is to be taken at the annual stockholders' meeting with regard to (a) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director or executive officer will participate; (c) any pension or retirement plan in which any such person will participate, or (d) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities.

Item 7. Independent Public Accountant

- a) For the last 3 fiscal years, the accounting firm of Sycip Gorres Velayo & Co. (SGV) has been the independent public accountant of the Company. There have been no disagreements with SGV on any matter relating to accounting principles or practice, financial statement disclosure or auditing scope or procedure. The same accounting firm is being recommended for re-appointment as the external auditor of the Company.
- b) Pursuant to SEC memorandum Circular No. 8, Series of 2003, said firm assigns different Engagement Partners to the Company. Mr. Jose Pepito Zabata III has been the engagement or signing partner since 2013.
- c) Representatives of SGV are expected to be present during the annual stockholders' meeting. They will have the opportunity to make a statement if they so desire and are expected to be able to respond to appropriate questions from stockholders.
- d) The summary of fees paid by the Company to SGV & Co. for the last two (2) fiscal years are as follows:

	FY 2016	FY 2015
Audit Fee and Related Services	1,000,000	1,100,000
Other Assurance and Related Services		
Input Tax	120,000	132,000
Total	1,120,000	1,232,000

Item 8. Compensation Plans

No action is to be taken at the annual stockholders' meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action is to be taken at the annual stockholders' meeting with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities

No action is to be taken at the annual stockholders' meeting with respect to the modification of any class of securities of the Corporation, or the issuance or authorization of one class of securities of the Corporation in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company's audited financial statements and other financial information as of June 30, 2016 are attached as *Annex "A"*, which are hereby incorporated by reference. The Company's interim financial statements and other financial information as of September 30, 2016 and the Management's Discussion and Analysis of Financial Condition and Result of Operation for the same period, which are hereby incorporated by reference, are contained in the Company's Quarterly Report (SEC Form 17-Q) for the quarterly period ended September 30, 2016 (1st Quarter of Fiscal Year July 1, 2016 – June 30, 2017) a copy of which is attached as *Annex "B"*.

Item 12. Mergers, Consolidation, Acquisitions and Similar Matters

No action will be taken at the annual stockholders' meeting with respect to any transaction involving merger, consolidation, acquisition or similar matters.

Item 13. Acquisition or Disposition of Property

No action will be taken at the annual stockholders' meeting with respect to the acquisition or disposition of any property.

Item 14. Restatement of Account

No action will be taken at the annual stockholders' meeting with respect to the restatement of any asset, capital or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports to be Submitted for Approval

The Company will submit to the stockholders for approval the following:

- a) Minutes of the previous Annual Meeting of the Stockholders held on January 26, 2016 covering the following: (i) Annual Report for the FY 2014-2015 containing the Audited Financial Statements for the fiscal year ended June 30, 2015; (ii) Ratification and confirmation of all acts and proceedings of the Board of Directors and Officers since the last annual meeting of the stockholders, which include among others the treasury matters including borrowings and bank transactions and appointment of officers and signatories; (iii) Election of the Members of the Board of Directors, including Independent Directors ; and (iv) Appointment of SGV as External Auditors.
- b) The Audited Financial Statements for the Fiscal Year ending 30 June 2016 and the report of the Independent Public Accountants contained /embodied in the Annual Report of the Company.
- c) Acts of the Board and of Management for the past fiscal year and up to the date of the annual stockholders' meeting. These include matters entered into in the ordinary course of business, with those of significance having been covered with appropriate disclosures, such as election / appointment of corporate officers, membership in board committees, designation of authorized bank signatories and opening of accounts, and other significant matters contained in the audited financial statements for the fiscal year ending June 30, 2016.
- d) Re-appointment of SGV as External Auditor.

Item 16. Matters Not Required to be Submitted

There is no action to be taken at the special stockholders' meeting with respect to any matter which is not required to be submitted to a vote of the stockholders.

Item 17. Amendment of Charter, By-laws or Other Documents

On 06 November 2016, the Board of Directors authorized and approved the following amendment to Article III, Section 5 of the Amended By-Laws to be submitted for approval of the stockholders at the Annual Stockholders Meeting scheduled on the last Tuesday of January of each year (per By-laws) 31 January 2017:

" 5. DIRECTOR'S COMPENSATION – The Board of Directors shall receive a fee of up to three percent (3%) of the net profits of the Corporation which shall be distributed proportionately among the directors; and each director shall receive a reasonable per diem in an amount to be determined by the Board of Directors for every board meeting actually attended. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor, **subject to the requirements of the Corporation Code.** (As amended by the Board of Directors on 11 March 2014 and the Stockholders on 22 April 2014; and further amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 201.)"

Item 18. Other Proposed Action

No action is to be taken at the special stockholders' meeting with respect to any matter not specifically referred to above.

Item 19. Voting Procedure

Every stockholder shall be entitled to vote, in person or by proxy, for each share of stock held by him. The voting shall be by viva voce or by ballot if requested by the stockholders.

In all items for approval except election of Members of the Board of Directors, each share of stock entitles its registered owner to one (1) vote.

In the election of directors, every stockholder is entitled to vote the number of shares standing in his name on the books of the Company 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 (1) 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, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. The election is by viva voce, or by ballot if requested by the stockholders.

Under Section 48 of the Corporation Code, the amendments to the Company's Amended By-Laws is subject to approval by the stockholders representing at least a majority of the outstanding capital stock of the Company. Section 2, Article IX of the Company's By-Laws also provide that "the owner of two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal these by-laws or to adopt new By-Laws provided, however, that any power delegated to the Board of Directors may amend or repeal these B-Laws or to adopt any new By-Laws shall be considered revoked whenever a majority of the stockholders so vote at a regular or special meeting called for that purpose".

Votes shall be counted under the direct control and supervision of the Corporate Secretary or the Assistant Corporate Secretary who may be assisted by the independent auditors.

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Market Information

CAT shares are listed and traded in The Philippine Stock Exchange, Inc. The high and low share prices for each quarter during the last two (2) fiscal years are as follows:

		Market Information		
Fiscal Year	Quarter	Period	High	Low
2014-2015	1Q	July – September	114.00	62.00
	2Q	October - December	148.00	89.05
	3Q	January – March	99.00	80.00
	4Q	April – June	92.95	86.00
2015-2016	1Q	July – September	109.9	80.5
	2Q	October - December	100.00	83.15
	3Q	January – March	240.00	95.00
	4Q	April – June	230.00	170.00
2016-2017	1Q	July – September	220.00	170.20
	2Q	October (until 24 October 2016)	210.00	164.90
	<i>On 25 October 2016, CAT's change in par value from Ten Pesos (Php 10.00) to One Peso (Php 1.00) per share took effect. As a consequence thereof, the corresponding number of shares were multiplied by ten.</i>			
	2Q	25 October to 20 December	46.00	19.50

Corporate Governance

The Company's directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in its Manual on Corporate Governance, which was last amended on 08 July 2014, in accordance with SEC Memorandum Circular No. 9, Series of 2014. The Company also complied with the appropriate self-rating assessment and performance evaluation system to determine and measure compliance with its Manual on Corporate Governance. None of the Company's directors, officers or employees has deviated from the Manual on Corporate Governance. A continuing review of the Company's Audit Committee Charter is being undertaken to ensure faithful compliance with and further improve its corporate governance.

The current members of the board and key officers of the Company have all completed the Corporate Governance Seminar by attending the following: SEC Corporate Governance Forum held on 03 August 2016; 3rd Annual SEC-PSE Corporate Governance Forum held on 22 November 2016; and the corporate governance seminar conducted by Risks, Opportunities, Assessment and Management (ROAM), Inc. on 16 December 2016.

Undertaking

The Company through its Assistant Corporate Secretary, Addison B. Castro, with office address at 3/F First Lucky Place, 2259 Pasonig Tamo Extension, Makati City undertakes to provide without charge upon written request of a security holder or his representative a copy of the Annual Report accomplished in SEC Form 17-A. At the discretion of management, a charge may be made for exhibits provided such charge is limited to reasonable expenses incurred by the Company in furnishing such exhibit.

Likewise, a copy of the Company's quarterly interim unaudited report, for the first quarter of fiscal year 2016-2017, inclusive of the management discussion and analysis, will be provided to the shareholders at the annual stockholders meeting.

SIGNATURE

After a reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on this 19th day of December 2016.

By:

CENTRAL AZUCARERA DE TARLAC, Inc.



ADDISON B. CASTRO

Assistant Corporate Secretary
and Compliance Officer