

# COVER SHEET

P W - 7 2 7

S.E.C. Registration Number

C E N T R A L A Z U C A R E R A D E

T A R L A C

(Company's Full Name)

S A N M I G U E L T A R L A C , T A R L A C

C I T Y

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

MANUEL Z. GONZALEZ

Contact Person

(02) 687-1195

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

*amended*  
SEC FORM 19-1

FORM TYPE

Last Tuesday of  
January

Annual Meeting

Dept. Requiring this Doc.

Secondary License Type, If Applicable

Amended Articles Number/Section

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.

SECURITIES AND EXCHANGE  
COMMISSION  
SEP 10 2014  
MARKET REGULATION DEPT.  
BY: *[Signature]* *669* *5:40*

Initial Filing

Amendment No. 2

1. Exact Name of Subject Company as Specified in its Charter **CENTRAL AZUCARERA DE TARLAC**

Postal Code

(c)	(SEC Use Only)
Industry	Classification

(d) BIR Tax Identification Number 000-229-931

## Name of Bidder

1231  
Postal Code

Title or Class of Securities Subject to Tender Offer	Tender Offer	Tender Offer Period	Tender Offer Price	Tender Offer Quantity	Tender Offer Status
Common Stock, \$0.01 Par Value	Open Market	N/A	N/A	N/A	N/A

Exhibit A	Affidavits of Publication of the representatives of the Philippine Star and the Philippine Daily Inquirer dated August 29, 2014 and August 27, 2014, respectively
Exhibit B	Executive Summary of the Memorandum of Agreement


After 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 in all material respects. This report is signed in the Makati City on , **SEP 10 2014**

**CAT RESOURCE & ASSET HOLDINGS INC.**

By:



**Martin P. Lorenzo**  
Chairman & CEO



**Fernando C. Cojuangco**  
President & COO

# EXHIBIT "A"

REPUBLIC OF THE PHILIPPINES )  
CITY OF MANILA ) s.s.

### AFFIDAVIT OF PUBLICATION

I, **ARLYN F. SERVANEZ**, of legal age, single, Filipino and with office address at c/o **PhilSTAR Daily, Inc.**, 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila, after being duly sworn to in accordance with law, depose and state:

That I am the **CLASSIFINDER MANAGER** of the **PhilSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business address at 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila.

That the said corporation publishes **THE PHILIPPINE STAR**, a daily broadsheet newspaper published in English and of general circulation.

That the order of Central Azucarera De Tarlac, Inc.

captioned as follows: Public Announcement to the Shareholders

(Please see attached printed text) had been published in **The Philippine STAR** in its issues of: August 20, 21 & 22, 2014

*Arlyn F. Servanez*  
**ARLYN F. SERVANEZ**  
Affiant

me this 29<sup>th</sup> day of August 20 14  
License No. NO1-01-259491 issued by LTO on  
is September 24, 2015

**ATTY. AGUSTIN B. CABREIN**  
Notary Public for Manila  
Notarial Commission No. 2013-109  
Until December 31, 2014  
Rm. 409, First United Bldg. Co.,  
Escorta Manila  
Roll No. 26047  
PTR No. 2450249 / 1-2-14 / Manila  
M. 1000 0007  
M. 1000 0007

REPUBLIC OF THE PHILIPPINES )  
CITY OF MANILA ) s.s.

### AFFIDAVIT OF PUBLICATION

I, **ARLYN F. SERVAÑEZ**, of legal age, single, Filipino and with office address at c/o **PhilSTAR Daily, Inc.**, 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila, after being duly sworn to in accordance with law, depose and state:

That I am the **CLASSIFINDER MANAGER** of the **PhilSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business address at 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila.

That the said corporation publishes **THE PHILIPPINE STAR**, a daily broadsheet newspaper published in English and of general circulation.

That the order of Central Azucarera De Tarlac, Inc.

captioned as follows: Public Announcement to the Shareholders

(Please see attached printed text) had been published In **The Philippine STAR** in its issues of: August 20, 21 & 22, 2014

FURTHER AFFIANT SAYETH NAUGHT.  
Manila, Philippines

*Arlyn F. Servañez*  
**ARLYN F. SERVAÑEZ**  
Affiant

SUBSCRIBED AND SWORN to before me this 29<sup>th</sup> day of August 20 14  
affiant exhibited to me her Driver's License No. NO1-01-259491 issued by LTO on September 24, 2012 which expiry date is September 24, 2015

Doc. No. 140  
Page No. 22  
Book No. 14  
Series of 2014

*Atty. Agustin B. Cabredo*  
**ATTY. AGUSTIN B. CABREDO**  
Notary Public for Manila  
Notarial Commission No. 2813-109  
Until December 31, 2014  
Rm. 409, First United Bldg. Co.,  
Ermita, Manila  
Roll No. 261147  
PTR No. 430245 / 12-14 / Manila  
P. O. Box 15197  
M. C. R. G. 14.10.14.12



## AFFIDAVIT OF PUBLICATION

1. That I am the Classified Ads AVP of the PHILIPPINE DAILY INQUIRER, INC., publisher of the Philippine Daily Inquirer which is being published daily in English, of general circulation with editorial and business address at Chino Roces St. cor. Yague and Mascardo Sts., Makati.

PTR NO. 4229453/01-06-14/MAKATI  
IBP NO. 928562/01-08-14/MANILA  
ROLL NO. 13361

Series of

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

**AFFIDAVIT OF PUBLICATION**

I, JESSE FRANCIS N. REBUSTILLO, of legal age, Filipino, single and a resident of Makati City, Philippines after having duly sworn to in accordance with law, hereby declare and testify.

1. That I am the Classified Ads AVP of the PHILIPPINE DAILY INQUIRER, INC., publisher of the Philippine Daily Inquirer which is being published daily in English, of general circulation with editorial and business address at Chino Roces St. cor. Yague and Mascardo Sts., Makati.

2. That at the order of Notice

Re: PUBLIC ANNOUNCEMENT TO THE  
SHAREHOLDERS OF CENTRAL  
AZUCARERA DE TARLAC, INC.

dated \_\_\_\_\_

**AS PER ATTACHED**

has been published in the Philippine Daily Inquirer in its issue/issues of:

PDI – August 20, 21 & 22, 2014

Affiant Further Sayeth  
Naught, Makati Philippines \_\_\_\_\_

**AUG 27 2014**

  
**JESSE FRANCIS N. REBUSTILLO**  
Affiant

SUBSCRIBED AND SWORN to before me this  
day of **AUG 27 2014**

PHILIPPINES, affiant exhibited to me his/her  
LICENSE NO. N03-94-172089 issued at  
Makati City, on Nov. 3, 2011 and his SSS  
ID. No. 03-5621466-3, bearing his photograph  
and signature.

Doc. No. 574  
Page No. 107  
Book No. 1225  
Series of 2014

  
**ATTY. AMADOR C. CASINO**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2014

PTR NO. 4229453/01-06-14/MAKATI  
IBP NO. 928562 / 01-08-14/MANILA  
ROLL NO. 13361



# EXHIBIT "B"

## EXECUTIVE SUMMARY

On July 26, 2014, members of the Cojuangco Family (hereafter referred to as "SELLERS") who are the registered and beneficial owners of 19,772,510 common shares in Central Azucarera de Tarlac (CAT) agreed to sell their collective 69.98% share in the aforementioned company to CAT Resource & Asset Holdings, Inc. (hereafter referred to as "BUYERS"). The specific CAT shareholdings of the SELLERS, including CAT shares held in corporations beneficially owned by them or registered in the name of other family members who have authorized the SELLERS to transfer such CAT shares, are enumerated as follows:

Shareholder	No. of Shares Based on the Stock Ledger
JCSI (Jose Cojuangco & Sons, Inc.)	7,855,828
TADISCO (Tarlac Distillery Corp.)	1,586,382
LMC (Luisita Marketing Corp.)	1,291,052
CAT Realty Corp.	1,000
HLI (Hacienda Luisita, Inc.)	1,000
JCE (JC Enterprises, Inc.)	1,000
Linis Abe Corp.	1,000
LGCCI (Luisita Golf & Country Club, Inc.)	1,000
LRC (Luisita Realty Corporation)	1,000
TDC (Tarlac Development Corp.)	1,000
DPC Family	1,648,128
REYES Family + Encore Educational Corp.	1,559,504
LOPA Family	1,567,680
AQUINO Family	1,223,824
COJUANGCO, JR. Family	1,522,936
TEOPACO Family	1,510,176
<b>TOTAL SHARES</b>	<b>19,772,510</b>

The agreed upon purchase price for the CAT shares shall be Ninety-One Pesos (Php91.00) per CAT share which shall also be the purchase price for public shareholders upon conduct of the Mandatory Tender Offer. At closing of the MTO, each of the SELLERS shall sell, transfer, and convey through the Philippine Stock Exchange (PSE) their respective CAT Shares, together with all of the respective Seller's rights and interests therein. On the other hand, the BUYERS shall deliver the purchase price to the SELLERS also upon close of the MTO, to be paid at the same time as the public shareholders who tendered during the MTO.

It was also agreed upon by the parties that the Sellers shall shoulder taxes up to the amount of P10,000,000.00 due on the transfer of the CAT shares based on their proportionate shareholdings. The P10,000,000.00 cap includes all taxes, expenses and fees for the transfer of the CAT shares including the commissions and fees of the Crossing Broker. However on September 2014, an Addendum to the MOA was signed wherein the CAP was raised to P14,000,000.00.

***Conduct of the Tender Offer***

- (a) The BUYER shall conduct the MTO in accordance with the SRC and other Applicable Law and the timetable herein.
- August 4, 2014 shall be the date when the BUYER shall publish in a newspaper of general circulation its intention to conduct a tender offer in accordance with the Implementing Rules and Regulations ("IRR) of SRC Rule 19(5).
  - August 18, 2014 - the BUYER shall file the proper, compliant SEC Form 19-1 (the preliminary tender offer report). The BUYER shall hand deliver copies of the SEC Form 19-1 to the PSE and CAT. The BUYER shall ensure that CAT makes the proper disclosure to the SEC and PSE.
  - On or immediately after the filing of the SEC Form 19-1, the Purchaser shall cause the publication of announcement of intention to make the tender offer.
  - August 20, 2014 shall be the start of the Tender Offer proper.
  - The Tender Offer shall end on September 19, 2014 as the Tender Offer Period must last for at least 20 business days.
- (b) Settlement date or payment to the public who have tendered their shares and the SELLERS shall occur at the same time as the occurrence of the Closing Date.
- (c) The BUYER shall thereafter file the final SEC Form 19-1 (final tender offer report)