

# SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

## CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Aug 24, 2018
2. SEC Identification Number  
9170
3. BIR Tax Identification No.  
040-000-400-016
4. Exact name of issuer as specified in its charter  
UNIVERSAL ROBINA CORPORATION
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte,  
Quezon City, Metro Manila  
Postal Code  
1110
8. Issuer's telephone number, including area code  
(632) 633-7631 to 40
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
 

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	2,204,161,868
11. Indicate the item numbers reported herein  
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*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*





# Universal Robina Corporation

## URC

**PSE Disclosure Form 4-1 - Acquisition or Disposition of Assets**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

### Subject of the Disclosure

Acquisition of the Milling and Refinery Assets in Brgy. Lumbangan, Nasugbu, Batangas

### Background/Description of the Disclosure

Universal Robina Corporation (“URC”) has reached an agreement with Roxas Holdings, Inc. (RHI) to acquire the milling and refining assets of its wholly-owned subsidiary Central Azucarera Don Pedro, Inc. (CADPI) and land owned by RHI, on which the milling and refining assets are located, in Batangas (the “Sale Transaction”).

### Date of Approval by Board of Directors

May 30, 2018

### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The acquisition by URC of the milling and refining assets of CADPI will create synergies in the Sugar Industry in Batangas that will benefit all stakeholders. This transaction is expected to enhance the capability of URC to produce good quality refined sugar.

### Details of the acquisition or disposition

#### Date

TBA

### Description of the Transaction

Under the terms of the Sale Transaction, URC will acquire all buildings, improvements, machineries and equipment, laboratory equipment, spare parts and transportation equipment, as well as the land on which these plant and buildings are located, and including any other parcels of land (the “Assets”) that are necessary for the continuing operations of the refinery and milling plant located at Brgy. Lumbangan, Nasugbu, Batangas.

### Manner

Asset purchase

### Description of the assets involved

As stated above, the Assets subject of the Sale Transaction comprise of all the buildings, improvements, machineries and equipment, laboratory equipment, spare parts and transportation equipment, as well as the land on which the aforementioned assets of RHI and CADPI are located, including any other parcels of land that are necessary for the continuing operations of the milling and refinery plant.

**Terms and conditions of the transaction**

**Nature and amount of consideration given or received**

To be determined at closing of the Sale Transaction.

**Principle followed in determining the amount of consideration**

The purchase price of the Assets represents the fair market value of the plant and equipment and the appraised value of the building and the parcels of land.

**Terms of payment**

TBA

**Conditions precedent to closing of the transaction, if any**

The closing of the Sale Transaction is subject to the following conditions precedent: obtaining regulatory approvals and other third party consents, specifically, approval from the Philippine Competition Commission, compliance by RHI and CADPI with the requirements under Act No. 3952 or the Bulk Sales Law, among others.

**Any other salient terms**

None

**Identity of the person(s) from whom the assets were acquired or to whom they were sold**

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Central Azucarera Don Pedro, Inc. (CADPI) and Roxas Holdings, Inc.	None

**Effect(s) on the business, financial condition and operations of the Issuer, if any**

This transaction is expected to enhance the capability of URC to produce good quality refined sugar.

**Other Relevant Information**

The Sale Transaction is conditioned on obtaining PCC Approval and will only be consummated once this condition is satisfied.

**If the transaction being reported is an acquisition, kindly submit the following additional information:**

**Source(s) of funds**

Existing Funds and Borrowings

**If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes**

URC will continue to use the Assets to be acquired from CADPI and RHI for its sugar refinery and milling operations.

**Filed on behalf by:**

<b>Name</b>	Rosalinda Rivera
<b>Designation</b>	Corporate Secretary