

8 August 2012

MS. JANET A. ENCARNACION

Head, Disclosure Department
Philippine Stock Exchange,
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Dear Ms. Encarnacion,

Pursuant to the continuing disclosure requirements of the Philippine Stock Exchange, please find attached the Definitive Information Statement (SEC Form 20-IS) of Calata Corporation filed with the Securities and Exchange Commission today.

Very truly yours,



Atty. Jose Marie E. Fabella
Corporate Secretary / Corporate Information Officer /
Compliance Officer

**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
 Additional Materials
 - Notice and Agenda
 - Proxy Form
2. Name of Registrant as specified in its charter: **CALATA CORPORATION**
3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
4. SEC Identification Number: **A199911666**
5. BIR Tax Identification Code: **005-712-797-000**
6. Address of principal office: **Mc Arthur Hi Way, Banga 1st, Plaridel, Bulacan**
Postal Code: **3004**
7. Registrant's telephone number, including area code: **(044)7950136**
8. Date, time, and place of the meeting of security holders: **August 31, 2012, 2:00 pm, La Mirada Royale Function Hall, Banga 1st, Plaridel, Bulacan**
9. Approximate date on which the Proxy Statement is first to be sent or given to security holders: **August 10, 2012.**
10. In case of Proxy Solicitation:

Name of the Person filing the Statement/Solicitor: **Calata Corporation**

Mailing Address and Telephone No: **Mc Arthur Hi Way, Banga 1st, Plaridel, Bulacan, 3004, Philippines. Tel. #: (044)7950136**

11. 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):

Title of Each Class	Number of Shares of Common Stock Outstanding
Common Shares	360,112,000
Title of Each Class	Number of Unissued Shares
Common Shares	485,288,000

12. Are there or all of registrant's securities listed in a Stock Exchange?

Yes 360,112,000 shares listed at the PSE No – 485,288,000 unissued shares

If yes, disclose the name of such Stock Exchange and the class of securities listed therein: The Registrant's Common Shares are listed at the **PHILIPPINE STOCK EXCHANGE**

PART I -GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

The Annual Meeting of the stockholders of the Registrant will be held on **August 31, 2012, 2:00 pm, La Mirada Royale Function Hall, Banga 1st, Plaridel, Bulacan.**

- a. The complete mailing address of the Registrant is at **Arthur Hi Way, Banga 1st, Plaridel, Bulacan, 3004, Philippines.**
- b. The approximate date on which the Proxy Statement, form of proxy and other solicitation materials are first to be sent or given to security holders is on **August 10, 2012.**

Item 2. Revocability of Proxy

Under existing regulations, proxies may be revoked (but in writing) and received by the registrant at its address above, at least six business days prior to the meeting.

Item 3 Dissenters' Right of Appraisal

Under Batas Pambansa Blg.168, otherwise known as the Corporation Code, a dissenting stockholder who has voted against a proposed corporate action shall have the right of appraisal or the right to demand payment of the fair value of his shares in the following instances:

1. Any amendment to 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;
2. Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets;
3. Merger or consolidation;
4. Investment in another corporation, business, or for any purpose other than the primary purpose for which the corporation was organized.

The appraisal right may be exercised by a dissenting stockholder by making a written demand for the payment of the fair market value of his shares upon the corporation within thirty (30) days after the date on which the vote was taken. Payment of the shares shall be made only when the corporation has unrestricted retained earnings in its books to cover such payments. A more detailed outline of the procedure for the exercise of the appraisal right is found in Section 81 to 86 of B.P. Blg.168.

However, it is Management's opinion that there are no matters to be taken up at this meeting which might trigger the exercise of this right.

PART II- SOLICITATION INFORMATION

Item 4. Persons making the Solicitation

1. No director of the registrant has informed the Company in writing that he/she opposes any action intended to be taken or to be acted upon in the said meeting of stockholders on **August 31, 2012.**
2. The registrant will engage the services of a courier company for the mailing or distribution of the solicitation materials at approximate cost of Php25,000.00 the cost of which will be borne by the registrant.

3. The registrant will be preparing the packages of the shareholder meeting materials and handing them to a courier company for delivery to shareholders.
4. Most of the Company's shares are registered in the name of stockbroker houses, and each house is given up to 8 sets of Materials to pass out to their clients, the beneficial owners of the Company's shares.
5. The week after the delivery, the Company's Corporate Information and Compliance Officer, without extra compensation, will begin contacting the Stockbrokers and/or stockholders to ask the status of the proxy. This continues without break up until the proxy deadline has passed.

Item 5. Interest of Certain Persons in, or Opposition to, Matters to be Acted Upon

No director of the registrant has informed the Company in writing that he/she opposes any action intended to be taken or to be acted upon in the said meeting of stockholders on **August 31, 2012**.

PART III. CONTROL AND COMPENSATION INFORMATION

Item 6. Voting Securities and Principal Holders Thereof

- a. As of June 30, 2012, the Registrant has 360, 112,000 issued and outstanding common shares of stock and each share is entitled to one vote.
- b. The record date with respect to this solicitation is fixed at **August 3, 2012**.
- c. Voting Procedures:

1. With respect to the election of seven (7) directors, each stockholder may vote such number of shares for as many as seven (7) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by seven 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 seven. The seven nominees who receive the highest number of votes shall be declared elected.
2. With respect to agenda items 3, 7, 8, 10, 11, 12 and 13, the vote of a majority of the outstanding capital stock entitled to vote, is required.
3. With respect to agenda item 6 the affirmative vote of at least two-thirds (2/3) of the issued and outstanding capital stock entitled to vote is required.
4. With respect to agenda item 9, the affirmative vote of at least a majority of the minority shareholders present or represented in the meeting are required.
5. The votes will be tabulated by the Stock and Transfer agent (BDO UNIBANK INC. – TRANSFER AGENT) and cross-checked by the Accounting firm of BDO Alba Romeo and Associates.

- d. Security Ownership of Certain Record and Beneficial Owners and Management.

As of June 30, 2012, the following persons or group own more than five percent (5%) of the Registrant's voting securities:

	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	PCD Nominee Corp G/F Makati Stock Exchange, Ayala Avenue, Makati City	PCD Nominee Corporation, a wholly-owned subsidiary of the Philippine Depository and Trust Corporation, Inc. (PDTC), is the registered owner of the shares in the books of the Registrant's stock transfer agent. The beneficial	Filipino	358,618,300	99.585%

		<p>owner of such shares entitled to vote the same are PDTC's participants, who hold the shares either in their own behalf or on behalf of their clients. The following PDTC participants hold more than 5% of the Registrant's voting securities:</p> <p>a. PCIB Securities, Inc. – 60.45% - No relationship with the Issuer</p> <p>b. Nieves Securities, Inc. – 10.50% - No relationship with the Issuer</p> <p>c. UNICAPITAL Securities, Inc. – 14.93% - No relationship with the Issuer</p>			
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The following table shows the ownership of the following directors and executive officers in the Registrant's Common shares as of June 30, 2012:

Title of Class	Name of Beneficial Owner	Citizenship	No of shares	Nature	Percent Ownership
Common	Joseph H. Calata	Filipino	217,699,994	Record	60.45%
Common	Benison Paul B. De Torres	Filipino	1	Record	0.00%
Common	Jose Marie E. Fabella	Filipino	n/a	n/a	n/a
Common	Jaime C. Laya	Filipino	150,001 ¹	Record	0.07%
Common	Baltazar N. Endriga	Filipino	1	Record	0.00%
Common	Jose A. Zaide	Filipino	1	Record	0.00%
Common	Harvey S. Keh	Filipino	1	Record	0.00%
Common	George A. Nava	Filipino	7,301	Record	0.00%
Total			217,857,300		60.52%

The aggregate number of shares owned by all officers and directors as a group as of June 30, 2012 is 217,857,300 or 60.52% of the Registrant's outstanding capital stock.

Voting Trust Holders of 5% or more

To the knowledge of the Registrant, no such voting trust exists.

Changes in Control

The Registrant is not aware of any change in control or arrangement that may result in a change in control of the Registrant since the beginning of its last fiscal year.

Item 7. Directors and Executive Officers

As of June 30, 2012, the Board of Directors is composed of seven (7) individuals:

Name	Position	Nationality	Age	Term of Office	Period Served
Joseph H. Calata	Chairman / Director	Filipino	31	One year	1999 to present

¹ As of July 19, 2012

Benison Paul B. De Torres	Director	Filipino	32	Remainder of one year term	Nov 25, 2011 to present
Jaime C. Laya	Director	Filipino	72	Remainder of one year term	Nov 25, 2011 to present
Baltazar N. Endriga	Director	Filipino	72	Remainder of one year term	Nov. 25, 2011 to present
Jose A. Zaide	Director	Filipino	68	Remainder of one year term	Nov. 25, 2011 to present
Harvey S. Keh*	Director	Filipino	30	Remainder of one year term	Nov. 25, 2011 to present
George A. Nava*	Director	Filipino	63	Remainder of one year term	Nov. 25, 2011 to present

* Independent director

On November 25, 2011, the Company elected a new set of Directors to serve the unexpired portion of the term of the incumbent directors which started from August 31, 2011.

JOSEPH HERNANDEZ CALATA, 31. Mr. Calata is the Chairman/President and Chief Executive Officer of Calata Corporation. Mr. Calata has served as Member of the Board of Directors from 1999 up to the present and has been Chairman of the Board from 2009 – present. Mr. Calata shall serve as Chairman and member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Mr. Calata is responsible for bringing the Company among the top 1000 Corporations in the Philippines and transforming it into the biggest combined distributor of Agro Chemicals Feeds, Fertilizers and Seeds in the country. A member of the Management Association of the Philippines, Mr. Calata started his professional career as a Trainee Manager of then Planters Choice Agro Products, Inc. Mr. Calata was given the Gintong Kabataan Award ng Bulacan and the Gawad Dangal ng Plaridel Award in 2009. Mr. Calata earned a degree of Bachelor of Science in Commerce, Major in Management of Financial Institutions from the De La Salle University.

BENISON PAUL BAUTISTA DE TORRES, CPA, 32. Mr. De Torres has been the Chief Financial Officer of Calata Corporation since 2007. Currently, in addition to said position, Mr. De Torres is the Company’s Chief Operations Officer. Mr. De Torres was elected for the first time to the Board of Directors last November 25, 2011. Mr. De Torres shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

After passing the Certified Public Accountants’ Examination, Mr. De Torres joined the auditing firm of Villaruz, Villaruz and Co. as junior auditor. Thereafter, from 2004 to 2006, Mr. De Torres became an auditor of Sycip, Gorres, Velayo and Co. From 2006-2007, he assumed the position of Financial Services Manager of Prime Outsource Corporation. Mr. De Torres earned his Bachelor of Science in Accountancy at the Philippine School of Business Administration.

BALTAZAR N. ENDRIGA, CPA., 72, Mr. Endriga is a Director of Calata Corporation. He was elected last November 25, 2011 and shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Currently, Mr. Endriga holds the following positions: Managing Partner, Endriga, Manangu, Aguilar & Associates, Certified Public Accountants; Member – National Executive Council – National Movement for Free Elections (NAMFREL); President, Meridian International College of Business, Arts and Technology; Board Member, Miriam College Foundation; Board Member, Kalayaan College, Private Sector Champion: National Competitiveness Council – for Efficient Public and Private Sector Management; President, Libagon Academy Foundation, Inc., Libagon, Southern Leyte, a Catholic Secondary Level Institution of Learning; Adviser, Board Member, Cultural Center of the Philippines; Board Member, CIBI Foundation, Inc.; Fellow, Institute of Corporate Directors (ICD); Fellow, Institute of Solidarity in Asia; Board Member, Association of Investment Professionals Phils., Inc.

Previous Positions

Board Member and Treasurer, Management Association of the Philippines (2007-2008); President and Chief Academic Officer, University of the East (Up to June 28, 2005); Board Member, UE Board of Trustees (Up to June 28, 2005); Board Member, UE – Foundation for Research & Advanced Studies, Inc. (UE-FRASI) (up to June 28, 2005); President, UE- Center for Review & Special Studies, Inc. (Up to June 28, 2005); Chairman, Cultural Center of the Philippines (July 13, 2001 to July 12, 2003); President, Cultural Center of the Philippines (Sept. 1, 1995 - July 12, 2001); President & CEO, Phil. Central Depository (The service company handling the scripless computer-based trading at the Phil. Stock Exchange) (August 1, 1998 to January 15, 1999); President, Andersen Consulting, Inc. (now Accenture) (February 1, 1993 to August 31, 1995); Partner, Sycip, Gorres, Velayo & Co. (SGV), CPA's (1974 to January 31, 1992) (SGV & Co. is now a member firm of the Ernst and Young Worldwide.); Started its computer consulting practice in 1974 and developed it into a 150-man strong Group by 1986. Set up the firm's computer audit capability; In-charge of Information Technology Consulting Division, the Advanced Systems Division; In-charge, the Financial Services Ind. Division; In-charge, Information Technology Division; In-charge, Computer Audit Group; In-charge, SGV Computer Center; President, Institute of Advanced Computer Technology (I/ACT) (1993-1995); President, Financial Executives Institute of the Philippines (FINEX) (January – December 1997); Board Member, Institute of Advanced Computer Technology (1978-1992); Member, Advisory Board – Metropolitan Bank & Trust Co., (April 1998 - April 2004); Consultant to the Board, Manila Doctors' Hospital (April 1998 to 2002); Board Member, FINEX Research and Development Foundation, Inc.

Past Affiliations

Chairman, Quality Assurance Board for the Accounting Profession, Philippine Institute of Certified Public Accountants (PICPA) (2002-2004); Chairman, Federation of Asian Cultural Promotion (February 1998 to January 1999); Chairman, Assn. of Asia Pacific Performing Arts Centre (November 1998 to January 1999); Chairman, Advisory Council, Philippine High School for the Arts (September 1995 to January 1999); Board Member, Film Development Foundation of the Phils. (August 1995 to January 1999); Commissioner, National Commission for Culture and the Arts (September 1995 to January 1999)

Past Employment

Senior Consultant- Touche Ross & Co. (New York) (Now Part of Deloitte, Touche); Management Services Div., Involved in Computerized Information Systems (June 1, 1969- December 31, 1970); Supervisor and Associate – L.C. Diaz & Co., CPAs Auditing and Management Consulting (1961- 1966); Faculty Member – U.P. Graduate School of Business Taught Managerial Accounting (1971); Faculty Member- Asian Institute of Management Taught Managerial Information systems (1971); Faculty Member, De La Salle University Graduate School of Business (2000); Bookkeeper and Private tutor (while in college)

Educational Background

Master of Business Administration, Harvard Business School (1968), (Johnson Foundation Scholar and Peter Deuticke Fellow); Graduate Studies in Economics, Ateneo de Manila Graduate School of Economics; Bachelor of Business Administration, Magna Cum Laude, major in Accounting, University of the East; Certified Public Accountant, placed sixth in Board Exams; High School Education – Libagon Academy , a Catholic High School, In Libagon, Southern Leyte (1st to 3rd Year); UST High School – 4th Year; Elementary Education – Public School in Libagon, Southern Leyte

Leadership Positions / Membership in Organizations

President, Financial Executives Institute of the Philippines (FINEX) (January to Dec. 1997); Chairman, Cultural Committee, Rotary Club-Makati West, 1986; Organized a Natl. Open Competition for the Arts, Apr. 1986; President, MANINDIGAN (1994-1995) (a cause-oriented organization of young business leaders);

Market Area Adviser for NAFTA- appointed by DTI for the Philippine Export Development Plan; President, Information Technology Assn. of the Phils. (ITAP) (1993 and 1994); Private Sector Representative to the National Information Technology Council (1994-1995); Chairman, Committee on Environment Bishops-Businessmen's Conference (BBC)(1992-1995); Head of Mission, Phil. Software Export Mission to the U.S. (Sept. 1987); President, Philippine Computer Society (1985-86, 1986-87); President, Phil. Assn. of Management Accountants (PAMA) (1978); Vice-President, National Assn. Of Accountants-Philippine-International Chapter (1976); Chairman, Committee on Computer Technology, ASEAN Federation of Accountants (1982 to 1989); Annual National Convention Chairman, Philippine Institute of Certified Public Accountants (1972); Chairman, PICPA Committee on Electronic Data processing (1978 -1981); Vice-President, Harvard Business School Association of the Philippines (1972)

Recent Professional Training (selected)

Philippine Institute of Certified Public Accountants (PICPA); Various seminars and workshops on Philippine Financial Reporting Standards (PFRS), Philippine Standards on Auditing (PSA), BIR Updates, Corporate Governance, Professional Ethics Institute of Corporate Directors (ICD); Various intensive courses on corporate governance

Awards

Most Outstanding CPA in Professional Development PICPA (1985); Most Outstanding Alumnus in Business Management, UE Alumni Association (1991); Most Outstanding CPA in Public Accounting PICPA (1994); Outstanding Alumnus in Business – 2008, University of Sto. Tomas.

HARVEY S. KEH, 30. Mr. Keh is an Independent Director of Calata Corporation. He was elected last November 25, 2011 and shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Mr. Keh graduated from the Ateneo de Manila Quezon City in 2000 with a degree of Bachelor of Science, Major in Psychology and was Secretary-General of the Sanggunian ng mga Mag-aaral (University Student Council/Government). Currently, he holds the following positions: April 2001-Present, Asia Society Philippines, Executive Director; January 2007-Present, Ateneo de Manila University, Director for Youth Leadership and Social Entrepreneurship, School for Governance; January 2007- present, Mc Bride PET Corporation, President and Executive Director; June 2003- Present, Synergia Foundation, Founding Member, Board Member and Treasurer;

Past Positions

June 2007 to October 2009, Ateneo de Manila University Lecturer, Department of Theology; April 2002-December 2006, Ateneo de Manila University, Founder and Executive Director, Pathways to Higher Education Program Philippines; November 2004- March 2006 Ateneo de Manila, Part-time Faculty, Department of Theology; August 2003-February 2004, January 2005- April 2006, October 2007- February 2010, Radio Veritas, Radio Broadcaster and Commentator; August 2005- December 2006, Peoples Taliba (Newspaper), Columnist; August 2003- February 2004, The Manila Times, Columnist; 2000-2002, Ateneo de Manila Quezon City, Philippines, Project Officer/ Asst. Director of Student Activities; 2000-2003, Ateneo de Manila Quezon City, Philippines, Part-time Faculty, Department of English; 2000, Ateneo de Manila Quezon City, Philippines, Part-time Faculty, Department of Theology

Socio- Civic Activities

Lead Convenor and Board Member, Philippines 21 Young Leader Program, Asia Society-Philippines, Lead Convenor, Kaya Natin! Movement for Good Governance and Ethical Leadership, Columnist and Contributor, Abante and The Manila Bulletin

Fellowships/ Awards Received

The Outstanding Young Men of the Philippines (TOYM) 2010, For the Good Governance and Public Education; Fellow, Mirant Center for Bridging Social Divide, Asian Institute of Management (AIM); Fellow, Asia 21 Young Leaders Program, Asia Society (New York); Featured at the Philippines Yearbook 2006, The Fookien Times

JOSE ABETO ZAIDE, 68. Ambassador Zaide is a Director of Calata Corporation. He was elected last November 25, 2011 and shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Ambassador Zaide graduated with the degree of Bachelor of Arts in Economics at the Ateneo de Manila University in 1964. Currently, he writes for the Manila Bulletin under the segment “Below the Line.” Prior to this, his professional experience is as follows: **Ambassador to France** and permanent Delegate to UNESCO 2006- Nov 2008; **Ambassador to Portugal** and Monaco (non-resident); **Chief of Protocol**, Department of Foreign Affairs, Manila, 2002-2006; **Ambassador to the Federal Republic of Germany 1999-2002**; **Ambassador to Austria** and permanent Representative to the International 1995-1999 Atomic Energy Agency (IAEA), United Nations Industrial Development Organization (UNIDO) and UN Organization in Vienna (UNOV); **Ambassador to Slovenia and Croatia** (non Resident); Assistant Secretary for European Affairs, DFA Manila 1995; Assistant Secretary for Asia Pacific Affairs 1993; Charge d’ Affaires, d.m., Philippine Embassy, Moscow, 1991-1992; Minister, Philippine Embassy, Brussels, 1989-1991; First Secretary and Consul General, Philippine Embassy, New Delhi, 1984-1989; Executive Director, Office of European Affairs, DFA Manila, 1983-1984; Director for Western European Affairs, Office of European Affairs, DFA Manila, 1983; Second Secretary and Consul, Philippine Embassy, Bonn, 1981-1983; Vice Consul, Philippine Consulate General, Hamburg, 1974-1981; Special Collecting Officer, Foreign Service Staff Employee I, PCG, Hamburg, 1973-1974; Clerk, DFA Manila, 1968-1973.

Decorations and Other Skills

Awardee of German Grand Cross by the President of the Federal Republic of Germany for Distinguished Service; Awardee of Grand Cross of Austria by the Minister of Foreign Affairs for Distinguished Service, including official visit of Philippine President; Isabela la Catolica, conferred in connection with the visit of H.M. the King of Spain and for written editorial enhancing Philippine-Spanish bilateral relations; Knight of Rizal, KOR 1984, Knight Commander of KOR 1999, founded Vienna Chapter 1999, founded Berlin Chapter 2002; Author of “ **Bababa ba?** Anecdotes of a Foreign Service Officer”; Fluent in English and Filipino, advanced German, basic French and Spanish.

JAIME C. LAYA, CPA, Ph.D., 72. Dr. Laya is a Director of Calata Corporation. He was elected last November 25, 2011 and shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Dr. Laya graduated B.S.B.A (Accounting) Magna Cum Laude at the University of the Philippines in 1957 and placed 8th in the 1957 CPA Board Exams; M.S. (Industrial Management), Georgia Institute of Technology, 1961; Ph. D. (Financial Management), Stanford University, 1966. He was likewise awarded the following honors: Doctor of Laws (honoris causa), Philippine Women’s University; Doctor of Humanities (honoris causa), Mindanao State University, 1980; Ten Outstanding Young Men (TOYM) Awardee (Business Education), 1967; Outstanding CPA in Government, Philippine Institute of Certified Public Accountants, 1979; Lifetime Achievement Award, Association of Certified Public Accountants in Public Practice, 2007; Distinguished Achievement Award, Philippine Institute of Certified Public Accountants, 2008.

Currently, Dr. Laya holds the following positions: Chairman, Philtrust Bank, Dual Tech Foundation, Inc., Don Noberto Ty Foundation, National Commission for Culture and the Arts- National Committee on

Monuments Sites; Director, **Victorias Miling Company Inc.(listed company)**, Philippines AXA Life Insurance Co., Inc., **GMA Network, Inc.(listed company)**, **GMA Holdings Inc.(listed company)**, **Ayala Land, Inc.(listed company)**, Philippine Ratings Services Corporation, Philippines- Mexico Business Council; Trustee, Cultural Center of the Philippines; De La Salle University –Taft, St. Paul University – Quezon City, Metropolitan Museum of Manila, Yuchengco Museum, Manila Polo Club, CIBI Foundation Inc., Heart Foundation of the Philippines, Inc., Fundacion Santiago, American Historical Collection Foundation Inc., Opera Guild of the Philippines; Cofradia de la Inmaculada Concepcion, Society for Cultural Enrichment, Inc., and others; He is a Columnist at the Manila Bulletin.

Past Positions

Minister of Education, Culture and Sports and Chairman, University of the Philippines and other State Universities and Colleges, 1984-86; Minister of the Budget, 1975-81; Chairman of Monetary Board and Governor, Central Bank of the Philippines, 1981-84; Chairman, National Commission for Culture and the Arts, as private sector representative in the cultural heritage sector, 1996-2001; Professor of Business Administration and Dean, College of Business Administration, University of the Philippines, 1957-78; Action Officer, Intramuros Administration (old city restoration project), 1979-86; President, Philippine Trust Co., (Philtrust Bank), 1992-98; Founder & Chairman, J.C. Laya & Co. (Later named Laya Mananghaya & Co.,-- now Manabat Sanagustin & Co.,-- Philippine member firm of KPMG International) which grew to become one of the Philippines' largest auditing consulting firms, 1986-2004; Chairman and President, Association of Certified Public Accountant in Public Practice, 2003, AC PAPP Foundation, Inc, 2004

International Organizations

President, Southeast Asian Ministers of Education Council, 1985-86; Chairman, Ad Hoc Working Group on International standards of Accounting and Reporting, United Nations Centre on Transitional Corporations, 1980-83; Chairman/ Member of the Philippine Delegations to the International Monetary Fund and International Bank for Reconstruction and Development, Southeast Asian Central Banks Association, United Nations Educational, Cultural and Scientific Organizations (UNESCO) and other Meetings.

Memberships

Management Association of the Philippines; Financial Executives Institute of the Philippines; Philippine Institute of Certified Public Accountant; Rotary Club of Manila

Books

Fiscal Management and Finance, Financial Management in the Philippines (1979); Philippine Budget Management (1980); A Money and Banking; A Crisis of Confidence; Gearing for Recovery (1982); A Period of Adjustment (1983); Education A Question of Quality (1985); Moving Forward in Education (1986); Culture: Intramuros of Memory (1983) Written with Esperanza B. Gatbonton; Prusisyon: Philippines Religious Pageantry (1996). Written with Lourdes Tesoro Catañeda; Letras y Figuras: Culture in Business, Business in Culture (2001) A collection of the Author's papers on culture and the arts. Awarded by Manila Critics' Circle as best Collection of Essays. 2001; Consuming Passions: Philippine Collectibles (editor, 2003), awarded by the Manila Critics Circle as Best Anthology, 2003; Potluck, Hidalgo Bonding: A family Heritage Cookbook (co-editor, 2006); Sta. Ana Church: A historical Guide 92008); Hidden Treasures, Simple Pleasures (2009). Written with Mariano C. Lao and Eriberto B. Bravo

GEORGE A. NAVA, 63. Mr. Nava is an Independent Director of Calata Corporation. He was elected last November 25, 2011 and shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Mr. Nava graduated in 1971 with a course on Mechanical Engineering at the Mapua Institute of Technology and placed 1st at the Mechanical Engineering Board Exam. In 1981, Mr. Nava practiced as a Professional Mechanical Engineer. In 1982, He took MBA units at the Ateneo De Manila for two years. In 1989, He graduated from the Swiss Feed Milling School in Uzwil, Switzerland. Mr. Nava has 25 accumulated years of service with San Miguel Corporation from Project Engineer to Vice-President/General Manager. He also has 41 years of experience as a Mechanical Engineer including 3 years of teaching at the National University. Other positions held are as follows: Vice President, San Miguel Purefoods Company Inc., 2002-2008; Vice President/ Gen Manager, Feeds Business San Miguel Foods Inc., 2002-2004; Concurrent Vice-President/ General Manager, Philippine Nutrition Technology Inc., (a joint venture of SMPFC and Taiwan Nutrition Technology Inc.) 2002-2005; Vice President and Regional Cluster Director, San Miguel Purefoods Company Inc., 2004-2008; President, Philippine Association of Feed Millers Inc., 2002-2004; Member, Board of Directors, Philippine Nutrition and Technology Inc., 2002-2005; Member, Board of Directors, San Miguel Purefoods Company Inc., Vietnam, 2004-2006.

B. Current Executive Officers of the Registrant

Name	Age	Citizenship	Period Served	Business Experience for the past 5 years
Joseph H. Calata	31	Filipino	1999 to present	Mr. Calata is the Chairman/President and Chief Executive Officer of Calata Corporation. Mr. Calata has served as Member of the Board of Directors from 1999 up to the present; Corporate Secretary from 1999 to 2005 and Chairman of the Board and President from 2009 – present. Mr. Calata shall serve as Chairman and member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.
Benison Paul B. De Torres	32	Filipino	2007 to present	Mr. De Torres has been the Chief Financial Officer of Calata Corporation since 2007. Currently, in addition to said position, Mr. De Torres is the Company's Chief Operations Officer. Mr. De Torres was elected for the first time to the Board of Directors last November 25, 2011. Mr. De Torres shall serve as member of the Board of Directors until August 31, 2012 and until his successor is elected and qualified.

Jose Marie E. Fabella	36	Filipino	Nov. 25, 2011 to present	Atty. Fabella is the Corporate Secretary of Calata Corporation. He was elected last November 25, 2011 and shall serve as such until August 31, 2012 and until his successor is elected and qualified. He is a partner at Fabella and Fabella Law Office - a firm which specializes in the practice of Corporate and Securities Law and is currently Corporate Secretary and Legal Counsel to various publicly-listed companies. After being admitted to the Philippine Bar in 2005, he immediately engaged in the practice of law by joining several law offices as an associate lawyer. Thereafter, he served as Securities Counsel III at the Securities Registration Division in the Corporation Finance Department of the Philippine Securities and Exchange Commission until January 2010. Apart from conducting lectures to listed companies, Atty. Fabella is an MCLE lecturer on Securities Law and a Masters of Law (Commercial Law) Candidate at the San Beda College Graduate School of Law.
Arnold S. Pajarillo	39	Filipino	2008 to present	Mr. Pajarillo is currently the Sales Manager for Feeds. His business experience includes the following: Regional Sales Manager, BIOSTAD PHILS from May 2007 - September 2008; Sales Manager, SL AGRITECH, March 2003 - March 2007; Sales Manager, SYGENTA PHILS INC., Fort Bonifacio, Taguig City, Production Supervisor, MNYT, May 1999 - May 2000; Sales Representative, NOVARTIS AGRO, Makati/Manila, 2005 - 2009
Vergel D. Formaran	35	Filipino	2009 to present	Mr. Formaran is the Sales Manager for Chemical, Seeds and Fertilizers. Prior to his engagement with the Company, he was Territory Sales Supervisor for Syngenta Philippines, Inc. from 2005 to 2009.
Janet H. Santos	30	Filipino	2009 to present	Ms. Santos is the Principal Accounting Officer / Purchasing Manager of the Company. Prior to her engagement with the Company, she held various positions from in the Accounting and Treasury Department of Waltermart Supermarket, Inc.

Dr. Jaime C. Laya, Mr. Baltazar N. Endriga, Amb. Jose A. Zaide, Mr. Benison Paul B. De Torres and Mr. Joseph H. Calata have been nominated by Mr. George A. Nava to stand for election to the Board. Mr. George A. Nava and Fr. Conrado Cruz Zablan has been nominated by Mr. Benison Paul B. De Torres to stand election as independent directors.

Fr. Conrado Cruz Zablan, Filipino, 47, finished his undergraduate studies at the University of the East with a course on Civil Engineering in 1985. In 1999, he obtained a degree in A.B. Classical Philosophy in the Immaculate Concepcion Major Seminary and likewise earned his M.E. Masteral Degree in Pastoral Ministry. He was ordained as a priest in the year 2000. In 2007, he held the following positions: 1. Procurator – Immaculate Concepcion Major in Seminary; 2. Administrator- St. Josph Parish, Meycauayan, Bulacan. In 2008, he held

the position as Parish Priest at the Stella Maris Parish Church in Pamarawan, Malolos City, Bulacan. From 2011 up the present, he holds the following positions: 1. Finance Officer, Colegio de San Pascual Baylon, Obando, Bulacan; 2. Member, Audit Team, Commission on Family and Life, Diocese of Malolos; 3. Member, Commission on Temporal Goods, Diocese of Malolos 4. Member, Commission Social Security and Welfare of Clergy, Diocese of Malolos; 4. Commission Head, Columbarium, Diocese of Malolos

Mr. De Torres and Mr. Nava have no business relationship with each nominee for both directors and independent directors.

The Nomination Committee has determined that Mr. Nava and Fr. Conrado Cruz Zablan meet the qualifications and non-disqualifications for independent directors as set forth herein below and recommend them for re-election and election. Pursuant to SRC Rule 38.1, as amended, the Registrant's Nomination Committee has adopted the following guidelines to govern the conduct of the nomination for independent directors:

1. The Nomination Committee shall cause a notice to be placed on the Registrant's website in a prominent position soliciting shareholders nominations for qualified persons to serve as independent directors on the Registrant's board.
2. An independent director shall have the following qualifications:
 - a. Holder of at least one (1) share of stock of the Corporation;
 - b. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;
 - c. He shall possess integrity/ probity; and
 - d. He shall be assiduous.
3. Shareholders nominating an individual must provide to the Registrant all pertinent information concerning the individual's professional background and any relationship existing between the shareholder and his/her nominee.
4. The Nomination Committee shall pre-screen the qualifications of the nominees including those current independent directors wishing to stand for re-election.
5. The Nomination Committee shall prepare a final list of nominees to be incorporated in the proxy statement after full verification of eligibility, independence, background, availability, and skills. Thereafter, no other nominees for independent director shall be entertained. The proxy statement shall include all relevant information for each of the nominated candidates so that shareholders will have sound bases upon which to vote on the election of the Registrant's independent directors.

COMMITTEES OF THE BOARD

Executive Committee

The Executive Committee is composed of three (3) members of the Board of Directors. Currently, the Executive Committee comprises Joseph H. Calata, Benison Paul B. De Torres and George A. Nava. Joseph H. Calata is the Chairman of the Committee. The Executive Committee may act by majority of all its members, on such specific matters within the competence of, and as may be delegated by the Board of Directors.

Audit Committee

The Audit Committee provides an oversight of financial management functions, specifically in the areas of

managing credit, market, liquidity, operational, legal and other risks and is primarily responsible for monitoring the statutory requirements of the Company. The Audit Committee is responsible for the setting up of an internal audit department and for the appointment of an internal auditor, as well as an independent external auditor. It monitors and evaluates the adequacy and effectiveness of the Company's internal control systems. It ensures that the Board is taking appropriate corrective action in addressing control and compliance functions with regulatory agencies. It also ensures the Company's adherence to corporate principles, best practices and compliance with the Manual on Corporate Governance. The Audit Committee currently comprises Baltazar Endriga, George A. Nava and Jaime C. Laya. Baltazar Endriga is the Chairman of the Committee.

Compensation Committee

The Compensation Committee is primarily responsible for establishing a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers who are receiving compensation from the Group. It is responsible for providing an oversight of remuneration of senior management and other key personnel and ensuring that compensation is consistent with the Group's culture, strategy and control environment. The Compensation and Remuneration Committee currently comprises Joseph H. Calata, Harvey S. Keh and Benison Paul B. De Torres. Joseph H. Calata is the Chairman of the Committee.

Nomination Committee

The Nomination Committee is primarily responsible for the review and evaluation of the qualifications of all persons nominated to positions requiring appointment by the Board and the assessment of the Board's effectiveness in directing the process of renewing and replacing Board members. The Nomination Committee currently comprises Joseph H. Calata, George A. Nava and Jose A. Zaide. George A. Nava is the Chairman of the Committee.

- a) No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting due to disagreement with the Registrant on any matter relating to the Registrant's operations, policies or practices.
- b) Neither the Company had engaged in any transaction in which a director, officer or shareholders owning more than 10% would have a direct or indirect actual interest.

Family Relationships

There are no existing family relationships within the fourth civil degree either by consanguinity or affinity among the directors, executive officers, or persons nominated or chosen by the Company to become directors or executive officers.

Certain Relationships and Related Transactions

The Company Related Party Transactions are discussed in Note 20 of its Audited Financial Statements for the year ended 31 December 2011 and Interim Unaudited Financial Statement for the period ended 31 March 2012.

Involvement in Legal Proceedings

To the best of the Registrant's knowledge, in the last 5 years up to the latest date of this information statement, none of the directors or officers is or has been involved in any of the following events material in evaluating his ability or integrity as such director or officer:

- a. any bankruptcy proceeding filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- b. any conviction by final judgment;
- c. any order, judgment or decree, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- d. violation of a securities or commodities law or regulation.

Significant Employees

There are no significant employees who are not executive officers who are expected by the registrant to make significant contribution to the business.

Item 8. Compensation of Directors and Executive Officers

Information as to the aggregate compensation during the last 2 fiscal years paid to the Company's and five (5) most highly compensated executive officers, and all other officers and directors, as a group, are as follows:

Compensation

SUMMARY COMPENSATION TABLE					
Annual Compensation (PhP)					
	2010	2011	2012	Bonus	Other Compensation
5 Most Highly Compensated Officers					
Joseph H. Calata					
Benison Paul B. De Torres					
Arnold Pajarillo					
Vergel Formaran					
Janet H. Santos					
Total	3,504,000	4,056,000	4,584,000	0	0
Total Compensation of Other Unnamed Officers	1,000,000	1,000,000	1,000,000	0	0
TOTAL	4,504,000	5,056,000	5,584,000	0	0

Currently, employees of the Company do not receive supplemental benefits or incentive arrangements.

Compensation of Directors

Under the By-Laws of the Company, by resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than 10% of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among directors in such manner as the Board may determine, subject to the approval of stockholders representing at least majority of the

outstanding capital stock at a regular or special meeting of the stockholders. As of date, the directors have yet to pass a resolution fixing their per diem.

There are no other arrangements for compensation either by way of payments for committee participation or special assignments.

Employment Contracts

None.

Warrants and Options Outstanding and Options Held by Directors and Officers

There are no warrants or options outstanding and there are no options held by directors and officers.

Item 9. Independent Public Accountants

- a. Representatives of BDO Alba Romeo and Associates are expected to be present at the Annual Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they desire to do so.
- b. There are no disagreements with the Registrant's external auditors as regards to accounting principle, practices or financial disclosures.
- c. With reference to SRC Rule 68(3)(b)(iv) re: rotation of external auditors, the engagement of BDO Alba Romeo and Associates as the external auditors complies to this requirement.
- d. BDO Alba Romeo and Associates is recommended for election for calendar year 2012 as external auditor.

Item 10. Compensation Plans

None

PART IV. ISSUANCE AND EXCHANGE OF SECURITIES

Item 11. Authorization or Issuance of Securities other than for Exchange

None.

NEW APPROVALS REQUESTED:

TO APPROVE THE AMENDMENT OF THE ARTICLES OF INCORPORATION FOR THE PURPOSE OF INCREASING THE AUTHORIZED CAPITAL STOCK

This pertains to the increase in authorized capital stock from Eight Hundred Forty Five Million Four Hundred Thousand Pesos (PhP845,400,000.00) up to Two Billion Pesos (PhP2,000,000,000.00) as may be determined by the Board. In view of the rapid increase in business growth and profitable business prospects, the Company expects a significant increase in capital expenditures. Hence, the increase in authorized capital stock is being proposed for the purpose of increasing the working capital of the Company which shall be sourced from private placements coming from private and institutional investors.

FOR THIS AGENDA ITEM THE COMPANY WILL SEEK THE APPROVAL OF SHAREHOLDERS OWNING AT LEAST TWO THIRDS OF THE COMPANY'S ISSUED AND OUTSTANDING SHARES OF STOCK.

TO APPROVE THE WAIVER OF THE CONDUCT OF PUBLIC OFFERING

The approval of the majority of the minority shareholders on the waiver of the requirement, if any, to conduct a rights or a public offering pertains to the following:

- a. Transactions resulting to the issuance by a listed company of new voting shares to any party or to any persons acting in concert amounting to at least ten percent (10%) but not more than thirty-five percent (35%) of the total issued and outstanding capital stock of the issuer through a single or creeping transaction within a twelve (12) month period from the initial disclosure. Such transactions may include private placements, share swaps, property for share swaps, or conversion of securities to equity.
- b. Listing of shares subscribed by Related Parties as defined by the Revised Listing Rules of the Philippine Stock Exchange.

FOR THIS AGENDA ITEM THE COMPANY WILL SEEK THE APPROVAL OF THE MAJORITY OF THE MINORITY SHAREHOLDERS.

TO APPROVE THE ISSUANCE OF A STOCK OPTION PLAN

This pertains to the issuance of a Stock Option Plan for Management and Employees covering Fifty Million (50,000,000) Common Shares under such terms and conditions as may be determined by the Board of Directors or any of its duly authorized representatives and subject to existing laws, rules and regulations.

FOR THIS AGENDA ITEM THE COMPANY WILL SEEK THE APPROVAL OF SHAREHOLDERS OWNING AT LEAST MAJORITY OF THE COMPANY’S ISSUED AND OUTSTANDING SHARES OF STOCK.

TO RATIFY THE DECISIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT WITH RESPECT TO:

Shareholders are requested to ratify and confirm all acts of Management and the Board of Directors for the year 2012 to date as reflected in the records of the Registrant and disclosed with the Securities and Exchange Commission and the Philippine Stock Exchange:

Management and Board Actions as disclosed	
June 11, 2012	Calata enters into a Memorandum of Agreement with National Agribusiness Corporation
June 19, 2012	Introduction of Argentinian technology and high tech mechanized corn production equipment for corn farming
July 9, 2012	Calata and Agri partners on modern Agri technology
July 19, 2012	Conversion of the Company’s advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00
July 19, 2012	Payment by Avestha Holding Corporation (“Avestha”) with company-owned real estate properties as full settlement of Avestha’s loan obligation with the Company

FOR THIS AGENDA ITEM THE COMPANY WILL SEEK THE APPROVAL OF SHAREHOLDERS OWNING AT LEAST MAJORITY OF THE COMPANY’S ISSUED AND OUTSTANDING SHARES OF STOCK.

TO APPOINT BDO ALBA ROMEO AND ASSOCIATES AS EXTERNAL AUDITOR OF THE COMPANY FOR THE CALENDAR YEAR 2012

FOR THIS AGENDA ITEM THE COMPANY WILL SEEK THE APPROVAL OF SHAREHOLDERS OWNING AT LEAST MAJORITY OF THE COMPANY’S ISSUED AND OUTSTANDING SHARES OF STOCK.

Item 12. Merger, Consolidations, Acquisition and Similar Matters

In its meeting on July 19, 2012, the Board of Directors of the Company approved the conversion of the Company’s advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00. Said conversion was likewise approved by the Board of Directors and Stockholders of Agri Phil Corporation on June 20, 2012. The said advance being converted into equity was used to pay for the subscription in the increase in authorized capital stock of Agri Phil Corporation from Ten Million Pesos (₱10,000,000.00) divided into One Hundred Thousand (100,000) shares with par value of One Hundred Pesos (₱100.00) per share, to Two Hundred Thirty One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six Pesos (P231,820,996.00) divided into Two Hundred Thirty One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six (231,820,996) shares with a par value of One Peso (P1.00) per share which was approved by the Securities and Exchange Commission on August 3, 2012.

Agri Phil Corporation is located in Mc Arthur Hi-way, Banga 1st, Plaridel, Bulacan with telephone number 044-795-1979. The general nature of its business as provided in its Articles of Incorporation is to engage in, conduct, and carry on the business of import/export, buying, selling, distributing, marketing at wholesale and retail in so far as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description such as but not limited to agricultural products like pesticides, fertilizer, feeds, pet supplies & accessories and agricultural equipments and machineries; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other disposition for its own account as principal or in representative capacity as manufacturer’s representative, merchandise broker, commission merchants, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial.

Summary of the material features of the transaction

This transaction involves the conversion of the Company’s advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00.

The purpose of the transaction is to increase market coverage of the Company’s distribution products through the additional retail stores of Agri Phil Corporation, thereby substantially increasing the revenue of the Company. There is no material difference in the rights of security holders of the registrant as a result of this transaction.

From an accounting point of view, the transaction shall reflect a sale of shares of the existing holders to the Company and at the same time remove the liability of Agri Phil Corporation to the Company by converting them into equity. There are no dividends in arrears or defaults in principal or interest in respect of any security of the registrant or of such other person and the transaction has no effect of the foregoing. Presented hereunder is a comparative table on net sales, income/loss and long term obligations and redeemable preferred stock:

	Calata Corporation (PhP)	Agri Phil Corporation (PhP) <i>(Date of Incorporation: Jan. 18, 2011)</i>
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	2010	2011	2010	2011
Net Sales	78,818,632	165,966,027	n/a	10,152,949,20
Income	33,837,269	100,173,688	n/a	7,107,064.44
Long Term Obligations	1,820,747	1,370,614	n/a	0
Redeemable Preferred (N/A)				
Book Value per Share	1.73	1.23	n/a	12.37
Cash Dividends per Share	47	0.077	n/a	0
Income per Share	3,383.73	0.69	n/a	11.37

On August 3, 2012, the Securities and Exchange Commission approved the conversion of the subject advance made by the Company in favor of Agri Phil Corporation into equity and as payment for the subscription of the increase in the capital stock of Agri Phil Corporation from Ten Million Pesos (₱10,000,000.00) divided into One Hundred Thousand (100,000) shares with par value of One Hundred Pesos (₱100.00) per share, to Two Hundred Thirty One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six Pesos (P231,820,996.00) divided into Two Hundred Thirty One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six (231,820,996) shares with a par value of One Peso (P1.00) per share.

Prior to the transaction, Agri Phil Corporation is an affiliate of the Company considering that the two have common stockholders as follows:

Name of Stockholder	Calata Corporation Shares	Agri Phil Corporation Shares
Joseph H. Calata	216,699,994	7,600,000
Melvin H. Calata	300,000	475,000
Jennibel H. Calata	50,000	475,000
Cherry Lou M. Dela Cruz	30,000	475,000
Carmelita H. Mariano	20,000	475,000

Other than the advances made by Calata Corporation to Agri Phil Corporation which was converted to equity, there are no other material contract, arrangement, understanding, relationship, negotiation or transaction such as those concerning a merger, consolidation or acquisition; a tender offer or other acquisition of securities; an election of directors; or a sale or other transfer of a material amount of assets involving the Company and Agri Phil Corporation.

AGRI PHIL CORPORATION

Agri Phil Corporation was incorporated only on January 18, 2011. Agri Phil Corporation is located in Mc Arthur Hi-way, Banga 1st, Plaridel, Bulacan with telephone number 044-795-1979. The general nature of its business as provided in its Articles of Incorporation is to engage in, conduct, and carry on the business of import/export, buying, selling, distributing, marketing at wholesale and retail in so far as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description such as but not limited to agricultural products like pesticides, fertilizer, feeds, pet supplies & accessories and agricultural equipments and machineries; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, commission merchants, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial.

Upon incorporation, the initial authorized capital stock of Agri Phil Corporation was Ten Million Pesos (PhP 10,000,000.00) with a par value of One Hundred Pesos (PhP 100.00) per share. On August 3, 2012, the Securities and Exchange Commission approved the conversion of the subject advance made by the Company in favor of Agri Phil Corporation into equity and as payment for the subscription of the increase in the capital stock of Agri Phil Corporation from Ten Million Pesos (₱10,000,000.00) divided into One Hundred Thousand (100,000) shares with par value of One Hundred Pesos (₱100.00) per share, to Two Hundred Thirty

One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six Pesos (P231,820,996.00) divided into Two Hundred Thirty One Million Eight Hundred Twenty Thousand and Nine Hundred Ninety Six (231,820,996) shares with a par value of One Peso (P1.00) per share.

Agri Phil Corporation is not involved in any bankruptcy, receivership or other similar proceedings. Apart from the disclosed acquisition of all issued and outstanding shares of stock of Agri Phil Corporation by Calata Corporation and the conversion of said advance to equity, there are no material reclassification, merger, consolidation or purchase or sale of a significant amount of its assets.

DESCRIPTION OF THE BUSINESS

Agri Phil Corporation is engaged in retail trade of feeds, agrochemicals, veterinary medicine, fertilizers and seeds. All its retail distribution products are sourced from Calata Corporation at wholesale. All sales are made within the Philippines and of its retail distribution products, approximately, sale from feeds comprise fifty percent (50%), fertilizers (20%), agrochemicals (20%), seeds (8%), veterinary medicine (2%).

The retail distribution products are sold through Agri retail stores which are situated in Central Luzon. The products sold have been in the market for several years and the principal supplier is Calata Corporation as wholesaler. The Agri retail stores compete with typical poultry and agrochemical supply stores. However, in view of the limited scope of operations of the Agri stores as of this time, no accurate data can be gathered with respect to the percentage of its market share in the agri retail industry. The Agri retail stores are not dependent on a single customer and offers its distribution products to the general public. Its principal supplier which is Calata Corporation is an affiliate considering that it has common stockholders as previously described.

The business is not open for franchising and all stores are owned by Agri Phil Corporation. Contracts with its employees are in accordance with existing labor laws, rules and regulations. Newly-hired employees are employed on a probationary basis for a period not exceeding six months, subject to regularization in accordance with law.

CALATA CORPORATION

INCORPORATION

The Company is duly organized as a corporation under the laws of the Philippines and was registered with the SEC on July 23,1999.

ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation of the Company was approved by the SEC on July 23, 1999. The latest amended Articles was approved by the SEC on February 6, 2012 to include retail trade activities as part of its primary purpose.

The By-Laws of the Company was registered with the SEC on July 23, 1999 and was amended on August 17, 2011 to incorporate the requirements of Section 38 of the Securities Regulation Code on Independent Directors and to prepare the Company for its Initial Public Offering.

PRIMARY PURPOSE

Under the Articles, the Company's primary purpose is to conduct, engage in and carry on, as principal or otherwise, all lawful business activities involving livestock and agricultural business, corporate or otherwise, such as but not limited to the business of acquiring, raising, breeding, slaughtering, preserving, processing, packing, canning, enveloping, storing, marketing, exporting and commercially distributing livestock such as

chicken, fowl, cattle, calves, hogs, goats, sheep, lambs, all kinds of livestock and other animals, as may be permitted by law, for food purposes; the business of cultivating land and other natural resources, planting, growing, producing, buying, preserving, processing, packing, canning, enveloping, storing, marketing, exporting and commercially distributing food and agricultural products including all kinds of goods, commodities, wares and merchandise of every kind and description whether natural or artificial as may be permitted by law; the business of manufacturing, preparing, stocking, packing, buying, selling, importing and exporting, dealing in and delivering all kinds of livestock and agricultural products such as but not limited to poultry, livestock, feeds, feed additives, fertilizers, pesticides, all types of chemicals and substances used for livestock and agriculture, and/or whatsoever materials which may be necessary or incidental to their manufacture or preparation inside or outside the Philippines and all kinds of materials and products and by-products arising out of or used in the breeding and slaughtering of poultry and livestock and all other agricultural activities for food purposes; and to direct, establish, construct, acquire, sell, lease, operate and maintain slaughterhouses, dressing plants, processing plants, refrigeration plants, cold storage, warehouses, sheds, silos, bodegas, storage bins and other buildings, facilities, structures and equipment necessary or expedient for the carrying out of the purposes aforesaid.

CAPITAL STRUCTURE

The Company has an authorized capital stock of Eight Hundred Forty Five Million Four Hundred Thousand (845,400,000) shares with a par value of One Peso (PhP1.00) per share or a total of Eight Hundred Forty Five Million Four Hundred Thousand Pesos (PhP845,400,000.00). Currently, the Company has Three Hundred Twenty Four Million One Hundred Thousand (324,100,000) shares with a par value of One Peso (PhP1.00) per share or a total of Three Hundred Twenty Four Million One Hundred Thousand Pesos (PhP324,100,000.00). The Company has no treasury shares.

CORPORATE TERM

The Company is authorized to exist for a term of 50 years from the date of its incorporation. This term may be renewed through an amendment to the Articles approved by the SEC.

BUSINESS YEAR

The business year of the Company begins on the first day of January and ends on the last day of December of each year.

INFORMATION WITH RESPECT TO THE COMPANY

HISTORY

In 1976, a retail store in Plaridel, Bulacan started selling rice grains through a small retail store called Melvin's Trading, named after the Calatas' newborn son. With a capital of only PhP30,000.00, the business was modest with just one helper. Four years after, they changed the store's name into J-Melvin's Trading with an addition of another son, Joseph, into the family. With the family growing, it was decided upon to add to the business by means of selling feeds. In 1983, J-Melvin's Trading was approached and offered to carry agricultural chemicals. The chemicals were initially sold per bottle. As the business grew, J-Melvin's Trading upgraded and sold the chemicals per box, and not long after, per truckload.

Combining good business sense with hard work, quality service, and a mission to give back to the community, the store grew into what later became known as Planters Choice Agro Products Inc., incorporated on July 23, 1999 as an agricultural products distribution company. The Company's initial authorized capital stock of PhP1,000,000.00 divided into 10,000 common shares with a par value of PhP100.00.

On February 22, 2010, the Company obtained approval from the SEC for the change in its corporate name to Calata Corporation. In August 17, 2011, the SEC approved the Company's application for increase in its authorized capital stock from PhP1,000,000.00 divided into 10,000 common shares with a par value of PhP100.00 per share to PhP345,400,000.00 divided into 345,400,000 shares with a par value of PhP1.00 per share. Thereafter, in August 25, 2011, the SEC approved a further increase in the Company's authorized capital stock to PhP845,400,000.00 divided into 845,400,000 shares with a par value of PhP1.00 per share. On February 6, 2012, the Company amended its primary purpose as a prelude to its plans to create a subsidiary to handle its retail business.

In the Philippines, the Company carries the distinction of being the leading and most complete distributor for all products available in the agricultural industry. It is the country's largest combined distributor of agro-chemicals, feeds, fertilizers, veterinary medicines and other agricultural products coming from manufacturers or "business partners," such as San Miguel Corporation for B-Meg Feeds and veterinary products; Syngenta, Bayer, Jardine, Dupont, Sinochem,, for agro-chemicals;; East West Seeds, Monsanto, Planters Products for agricultural seeds; and Swire, Viking for fertilizers.

The Company is an emerging leader in the Philippine Agricultural Industry utilizing effective marketing strategies, strong business partnerships, as well as modern technology to accurately monitor sales and client records. The Company has increased its annual revenues from roughly PhP200 Million in 2003 to more than PhP1.8 Billion in 2010 equivalent to an 800% increase in revenues for the past 7 years of operation.

Item 13. Financial and Other Information

The following are the financial and other information of the Company:

MANAGEMENT REPORT

OVERVIEW OF THE COMPANY

Formerly known as Planters Choice Agro Products, Inc., the Company was incorporated in July 23, 1999. Previous to that, the business was organized as a single proprietorship enterprise called "J. Melvins" which was named after the brothers Joseph H. Calata and Melvin H. Calata.

In the Philippines, CALATA CORPORATION is the largest combined distributor of agro-chemicals, feeds, fertilizers, veterinary medicines and other agricultural products coming from manufacturers or "business partners," such as San Miguel Corporation for B-Meg Feeds and veterinary products, Syngenta, Bayer, Jardine, Dupont, Sinochem, for agro-chemicals, East West Seeds, Monsanto, Planters Products for its agricultural seeds and Swire, Viking for fertilizers.

To date, Calata Corporation has a total authorized capital stock of PhP 845,400,000.00 divided into 845,400,000 common shares with PhP 1.00 par value per share. The Company has 7 directors namely; Mr. Joseph H. Calata, Mr. Benison Paul De Torres, Dr. Jaime C. Laya, Mr. Baltazar N. Endriga, Mr. George A. Nava, Amb. Jose A. Zaide and Mr. Harvey S. Keh. As elected during the most recent stockholders' meeting held on November 25, 2011, Mr. Joseph H. Calata serves as the Chairman, President and Chief Executive Officer of the Company and Mr. Benison Paul De Torres is appointed as the Chief Operating Officer and Chief Financial Officer.

The Company is an emerging leader in the Philippine Agricultural Industry. The Company has increased its annual revenues from roughly PhP200 Million in 2003 to more than PhP1.8 Billion in 2010 equivalent to an 800% increase in revenues for the past seven years of operation.

Audited Financial Statements and Interim Financial Statements

Changes in, and Disagreements with, Accountants on Accounting and Financial Disclosure –

The Company's Principal Accountant has been engaged for the audit of its books beginning 2008 up to the present, and the Company has had no disagreements with BDO Alba Romeo and Associates on either accounting matters or on Financial Disclosures.

Management's Discussion and Analysis of Financial Condition and Results of Operations

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION

The following management's discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the Company's audited and unaudited financial statements, including the related notes, contained in this Information Statement.

Overview

The Company has been posting significant increases in its revenues consistent since 2003. The revenues increased from Php200 Million in 2003 to Php2.00 Billion in 2011 or an increase of Php1.80 Billion or 1,000%.

The Company is in the agriculture sector which in management's view is one of the most stable industries and with a lot of opportunities for growth.

The Company has been recording significant revenue growths and has not been negatively affected by the economic crisis that hit the global economy hard in 2008. In fact the Company recorded the biggest jump in its revenues in 2008 when the global economic crisis was at its strongest. The Company recorded Php1.61 Billion in revenues in 2008 against Php1.08 Billion in 2007 or an increase of Php530 Million or an increase of 33%.

RESULTS OF OPERATIONS

Results for the quarter ended March 31, 2012 compared to Audited results for the fiscal year ended March 31, 2011

The first quarter of 2012 recorded higher revenues than the Company's projections. The Company's first quarter of 2012 results may not appear to be that high when annualized and compared to the year 2011 full operating results but the first quarter of the calendar year is historically the lowest for the Company. This better than expected results is primarily due to the overall good weather situation experienced in the country. The rains came in as expected and even better than usual without the overly heavy rains that cause damaging floods especially during the time in the crops' cycle where they are vulnerable to damage such as when they are still young or during flowering.

The net income significantly increased for the quarter ended March 31, 2012 compared to the same period in 2011. The increase in net income is mainly due to the increased sales and improved margins of the Company.

The net income amounted to Php28.83 Million and Php15.78 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This is an increase of Php13.05 Million or 83%.

The revenues amounted to PhP570.44 Million and PhP490.75 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This represents an increase of PhP79.69 Million or 16%.

The Operating expenses saw a slight increase as a result of the increased expenses incurred that are directly related to the increased sales.

The operating expenses amounted to PhP15.45 Million and P14.57 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This is an increase of PhP0.88 Million or 6.04%.

Finance costs increased for the quarter ended March 31, 2012 compared to the same quarter in 2011. This is mainly because the Company incurred additional debt to finance the construction of its farms.

The finance costs amounted to PhP7.94 Million and PhP6.62 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This is an increase of PhP1.32 Million or 19.94%.

Audited results for the fiscal year ended December 31, 2011 compared to Audited results for the fiscal year ended December 31, 2010

The year 2011 saw the highest recorded revenues and net income in the Company's history.

The Revenues amounted to P2.00 Billion in 2011 from P1.80 Billion in 2010 or an increase of P203.65 Million or 11%. The net income amounted to P100.17 Million in 2011 from P33.84 Million in 2010 or an increase of P66.34 Million or 196%.

The increase in sales is mainly attributed to increased market penetration primarily through the affiliate "AGRI" retail store chain which allowed to Company to sell in markets not previously accessible.

The fertilizer business also had a bigger contribution this year compared to the previous years as the Company saw favorable price movements in fertilizer products.

The increase in net income is aside from the increased revenues, mainly due to the increase in the Company's margins. The Company's gross profit amounted to P227.31 Million and P142.65 Million in 2011 and 2010 respectively, or an increase of P84.66 Million or 59%.

The Company's operating expenses decreased, for 2011 it amounted to P63.30 Million from P67.33 Million in 2010. The decrease amounted to P4.53 Million or 7%. The decrease is mainly due to the Company's austerity measures which has resulted in decreasing expenses for the past several years.

The Company recorded finance income amounting to P3.83 Million in 2011. This is the interest from the loans receivable of the Company.

The Company's finance cost had no significant movement.

Material Changes to the Company's Interim Income Statement as of Quarter ended March 31, 2012 compared to the Interim Income Statement as of Quarter ended March 31, 2011 (increase/decrease of 5% or more)

Sales amounted to PhP570.44 Million from PhP490.75 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This is an increase of PhP79.69 Million or 16.24%. The increase is primarily due to increased market penetration mainly due to the affiliate "AGRI" retail store chain which allowed the Company to access markets that were not accessible to it before.

Cost of sales increased by PhP59.57 Million or 13.41%. It amounted to PhP507.24 Million and P447.27 Million in for the quarters ended March 31, 2012 and March 31, 2011 respectively. The increase in this account is due to the increase in sales.

Gross Profit increased by P19.71Million or 45%. It amounted to P63.20 Million and P43.49 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. The increase is mainly due to the sales to the higher margins from the sales to its affiliate store chain. The increase is also due to the Company's availment of cash discounts and the best possible volume deals which is also a mresult of the increased market penetration provided by the affiliate store chain.

Operating expenses increased by PhP0.88 Million or 6%. It amounted to PhP15.45 Million and P14.57 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. The increased expenditures is a direct result of the Company's expansion activities.

Finance cost increased by PhP1.32 Million. It amounted to PhP7.94 Million and PhP6.62 Million for the quarters ended March 31, 2012 and March 31, 2011 respectively. This is due to the increased debt incurred mainly to construct the Company's farms.

Material Changes to the Company's Audited Income Statement as of Fiscal Year ended December 31, 2011 compared to the Audited Income Statement as of Fiscal Year ended December 31, 2010 (increase/decrease of 5% or more)

Sales amounted to P2.00 Billion in 2011 from P1.80 Billion in 2010 or an increase of P203.65 Million or 11%. The increase is primarily due to increased market penetration mainly due to the affiliate "AGRI" retail store chain which allowed the Company to access markets that were not accessible to it before.

Cost of sales increased by P118.96 Million or 7%. It amounted to P1.77 Billion in 2011 and P1.66 Billion in 2010. The increase in this account is due to the increase in sales.

Gross Profit increased by P84.66 Million or 59%. It amounted to P227.31 Million in 2011 and P142.65 Million in 2010. The increase is mainly due to the Company's availment of cash discounts and the best possible volume deals.

Operating expenses decreased by P4.53 Million or 7%. It amounted to P63.30 Million from P67.33 Million in 2010. This is due to the Company's implementation of austerity measures.

Finance income increased by P3.83 Million. It amounted to P3.83 Million in 2011. This is the interest from the Company's loans receivable.

Audited Results for the fiscal year ended December 31, 2010 compared to Audited results for the fiscal year ended December 31, 2009

The year 2010 was another record breaking year for the Company in terms of net income with PhP33.84 Million recorded in 2010 from PhP7.50 Million in 2009 or an increase of PhP26.34 Million or 350%. The huge jump in net income was achieved through the successful policies implemented by the Company intended to increase its margins. This included price increases, and the availment of the lowest possible costs from suppliers through cash discounts and volume deals. To counteract the expected negative impact these measures will bring, the Company intensified its existing marketing programs putting particular emphasis on those programs targeting end users (pull strategies). The pull strategies were focused on the price increases' immediate impact on the dealers, whose natural tendency is to resist and possibly adversely affect our sales. The programs' focus on end users will make the end users buy products from dealers that the dealers should have bought from us.

The Sales of the Company was relatively unchanged amounting to PhP1.80 Billion and PhP1.81 Billion in 2010 and 2009 respectively or a decrease of only PhP10 Million or 0.5%.

Operating expenses amounted to PhP88.02 Million in 2010 and 2009 respectively, or a decrease amounting to PhP20.19 Million or 23%. The decrease was in line with the Company's austerity measures implemented in 2010.

Finance cost increased with recorded amounts of PhP26.73 Million and PhP20.90 Million in 2010 and 2009 respectively, an increase of PhP5.82 Million or 27.85%. The increase is primarily due to the increased availment of loans to fund early payments to suppliers to take advantage of cash discounts.

Material Changes to the Company's Audited Income Statement as of Fiscal Year ended December 31, 2010 compared to the Audited Income Statement as of Fiscal Year ended December 31, 2009 (increase/decrease of 5% or more)

The Company's recorded Gross Profit amounted to PhP142.65 Million and PhP119.41 Million in 2010 and 2009 respectively, or an increase amounting to PhP23.24 Million or 20%. The increase was primarily due to the price increases implemented the Company and the negotiation of the lowest possible costs from suppliers.

Operating expenses amounted to PhP88.02 Million in 2010 and 2009 respectively, or a decrease amounting to PhP20.19 Million or 23%. The decrease was in line with the Company's austerity measures implemented in 2010.

Finance cost increased with recorded amounts of PhP26.73 Million and hPP20.90 Million in 2010 and 2009 respectively, an increase of PhP5.82 Million or 27.85%. The increase is primarily due to the increased availment of loans to fund early payments to suppliers to take advantage of cash discounts.

FINANCIAL POSITION

Financial position as of March 31, 2012 compared to December 31, 2011 including discussion on Material Changes to the Balance Sheet as of March 31, 2012 compared to Audited Balance Sheet as of Fiscal year ended December 31, 2011 (increase/decrease of 5% or more).

Total assets increased by PhP67.80 Million or 6.44%. The total assets amounted to PhP1.12 Billion and PhP1.05 Billion for March 31, 2012 and December 31, 2011 respectively.

Cash on hand and in banks decreased by PhP152.74 Million or 74.58%. The amounts recorded were PhP52.05 Million and PhP204.79 Million for March 31, 2012 and December 31, 2011 respectively. The decrease is mainly due to the Company's construction of farms for its farming operations.

Accounts receivables increased by PhP42.93 Million or 17%. The amounts recorded were PhP295.46 Million and PhP252.53 Million for March 31, 2012 and December 31, 2011 respectively. The increase is mainly due to the Company's increased sales.

Property and equipment increased by PhP170.20 Million or 234%. The amounts recorded were PhP242.97 Million and PhP72.77 Million for March 31, 2012 and December 31, 2011 respectively. The increase is due to the construction of the Company's farms.

Loans payable increased by Php55.50 Million or 14%. The amounts recorded were PhP448.00 Million and PhP392.50 Million for March 31, 2012 and December 31, 2011 respectively. The increase is mainly due to the increased financing needed for the construction of the Company's farms.

Audited financial position as of December 31, 2011 compared to December 31, 2010 including discussion on Material Changes to the Company's Audited Balance Sheet as of Fiscal year ended December 31, 2011 compared to Audited Balance Sheet as of Fiscal year ended December 31, 2010 (increase/decrease of 5% or more)

Total assets increased by P391.74 Million or 59%. Recorded amounts were P1.05 Billion and P661.31 Million as of year end 2011 and 2010 respectively. The increase in assets is primarily due to the Company's income from operations and the infusion of P323.10 Million additional capital by stockholders during the year. The infused capital shall be used for general corporate purposes and expansion of the business such as but not limited to contract growing and breeding of hogs and poultry. These aforementioned projects, however, is not the target for the use of proceeds of the Company's application for listing and initial public offering of its shares to the public.

Total liabilities had no significant movement, it only decreased by P6.54 Million or 1%. There was no significant movement because the reduction in the amounts of trade payables and short term loans were offset by the increase in amounts owed to stockholders and the increased provision for income tax.

Cash increased by P185.68 Million or 972%. It amounted to P204.79 Million in 2011 up from P19.11 Million in 2010. This is primarily due to the additional cash invested by the stockholders.

Trade receivables decreased by P88.36 Million or 26%. It amounted to P252.53 Million in 2011 down from P340.86 Million in 2010. The decrease is mainly due to the normalization of our terms, the 2010 balance is high because we extended terms to our dealers to encourage them to book their orders. We did this in 2010 because of the effects of the El Nino phenomenon on our sales. In year end 2011, we no longer offered the extended terms.

The advances to related parties increased by P31.62 Million or 91%. It amounted to P66.50 Million in 2011 up from P34.87 Million in 2010. This is due to the expansion of operations of affiliates which necessitated the increase in funds needed for investment and operations.

Inventories decreased by P44.41 Million or 20%. It amounted to P179.84 Million in 2011 down from P224.44 Million in 2010. This is mainly due to the favorable weather and market conditions for our products in 2011. Our products were fast moving especially in the year-end which is our peak season. This contrasts to the situation in 2010 when the El Nino phenomenon affected the sales of our products which resulted in higher than anticipated levels of inventory in year-end 2010.

Loans receivable amounted to P120.00 Million in 2011, there was no amount recorded in 2010. This account represents the amount loaned to Avestha Holding Corporation, which is an affiliate of the Company. The loan is intended as an advance for the planned purchase of the Company of Avestha's properties. The loan is provided with a market rate of interest set at 6%, so as to compensate the Company for the loan until the purchase of the properties is finalized.

Investment properties amounted to P134.15 Million in 2011, there was no amount recorded in 2010. These are the properties purchased by the Company, which are being used as collateral by the Company for loans.

Property and equipment increased by P47.55 Million or 189%. It amounted to P72.77 Million in 2011 up from P25.22 Million in 2010. The increase represents amounts spent for the Company's construction of Hog and Broiler farms.

Trade payables decreased by P34.66 Million or 20%. It amounted to P134.70 Million in 2011 down from P169.36 Million in 2010. The decrease is mainly due to the fact that the Company takes advantage of cash discounts as much as possible.

Loans payable decreased by P77.00 Million or 16%. The decrease is mainly due to the increased cash infusion from stockholders and also from cash internally generated from operations which has allowed the Company to lower its debt levels, while at the same time having enough funds for current operations and also pursue its expansion programs in Hog and Broiler farms.

To clarify, the intended target expansion program for part of the additional cash infusion is the Hog and Broiler Farms. On the other hand, the expansion program relating to the establishment of a chain of Calata Retail Stores will be funded by the net proceeds of the Initial Public Offering.

Advances from related parties amounted to P52.46 Million in 2011, there was no amount recorded in 2010. This represents the amount loaned from stockholders which is intended to offset the amounts advanced by the Company to its affiliates with the intention that the Company's funds are intact for its own operations and expansion programs.

Dividends payable amounted to P25.00 Million, there was no amount recorded in 2010. This is the accrual of the dividend declared by the Company's board of directors from the Company's unrestricted retained earnings.

Capital stock increased by P323.10 Million or 32,310%. The increase is due to the additional investment in the Company from the stockholders. As previously explained said capital infusion was useful in decreasing the loans payable by 16% and partially funding the Hog and Broiler Farm construction.

Debt to equity decreased from 271.25 in 2010 to 0.98 in 2011 or a decrease of 270.27 or 27,579%. The increase is mainly due to the increase in stockholders' equity from P1.73 Million in 2010 to P400.00 Million in 2011. The increase in stockholders' equity came from the additional investment infused by stockholders amounting to P323.10 Million which increased the paid up capital stock to P324.10 Million from only P1.00 Million the year before. The stockholders' equity also increased due to the increase in retained earnings brought about by the net income earned by the Company during the year which amounted to P100.17 Million after taxes. The increase in retained earnings from the net income was partially offset by the declaration of dividend in 2011 amounting to P2.00 Million.

Material Changes to the Company's Audited Balance Sheet as of Fiscal year ended December 31, 2010 compared to Audited Balance Sheet as of Fiscal year ended December 31, 2009 (increase/decrease of 5% or more)

Trade and other receivables increased by 17%. Trade and other receivables amounted to PhP355.86 Million and PhP304.03 Million as of 2010 and 2009 respectively or an increase of PhP51.83 Million or 17%.

Inventories decreased by 17%. Inventory amounted to PhP224.24 Million and PhP269.14 Million as of 2010 and 2009 respectively, or a decrease of PhP44.90 Million or 17%.

Property and equipment increased by 1,200%. Property and equipment amounted to PhP25.22 Million and PhP1.94 Million as of 2010 and 2009 respectively or an increase of PhP23.28 Million or 1200%.

Advances to related parties increased by PhP31.50 Million or 934%. Advances to related parties amounted to PhP34.87 Million and PhP3.37 Million as of 2010 and 2009 respectively.

Trade and other payables decreased by PhP66.96 Million or 28%. The amounts recorded are PhP169.36 Million and PhP236.32 Million as of 2010 and 2009 respectively.

Short-term loans increased by PhP127.99 Million or 37%. The amounts recorded are PhP469.50 Million and PhP341.51 Million as of 2010 and 2009 respectively.

Debt to equity ratio increased from 22.93 in 2009 to 271.25 in 2010 or an increase of 1,083%. The increase is mainly due to the decrease in stockholders' equity from P13.89 Million in 2009 to P0.73 Million in 2010 or a decrease of P13.16 Million or 1,803%. The decrease in stockholders is due to declaration of dividends in 2010 amounting to P47.00 Million.

Discussion and Representation on both Interim and Year End Audited Financial Statements

There are no known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Company's liquidity in any material way.

The Company does not anticipate having any cash flow or liquidity problems within the next twelve (12) months.

The Company is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments. No significant amount of the Company's trade payables have not been paid within the stated trade terms.

The Company does not foresee any event that will trigger direct or contingent financial obligation that is material to it, including any default or acceleration of an obligation.

There are no material commitments for capital expenditures, events or uncertainties that have had or that are reasonably expected to have a material impact on the continuing operations of the Company.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.

No significant elements of income or loss had arisen from the Company's continuing operations.

There are no other material changes in the Company's financial position (5%) or more and condition that will warrant a more detailed discussion. Further, there are no material events and uncertainties known to management that would impact or change reported financial information and condition of the Company.

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.

LIQUIDITY AND CAPITAL RESOURCES

In the years 2009, 2010 and 2011 up to the end of the first quarter of 2012, the Company's primary source of liquidity was proceeds from sales and bank financing activities. Net cash from operating and financing activities were sufficient to cover the Company's working capital and capital expenditure requirements in the years 2009, 2010, 2011 and 2012. The Company has credit lines with several of the top banks of the Philippines which gives it financial flexibility in its operations.

The Company's cash position as of March 31, 2012 amounted to P52.05 Million, this is a decrease of 74.58% from the December 31, 2011 recorded amount.

The Company's cash position has been steadily increasing since 2009. From only PhP20.21 Million in December 31, 2009 to PhP204.79 Million in Dec. 31, 2011, an increase of PhP184.58 Million or 913%. The increase is primarily due to earnings from the Company's operations and the additional capital infusion from stockholders in 2011.

The following table sets forth information from the Company's pro forma statements of cash flows for the periods indicated:

Cash Flows

	Mar. 31, 2012	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Net cash provided by (used in) operating activities	(106,597,099)	302,478,444	(73,335,053)	8,414,870
Net cash provided by (used in) investing activities	(94,537,015)	(335,961,664)	(29,032,075)	(816,542)
Net cash provided by (used in) financing activities	47,559,953	219,165,977	101,262,787	(3,542,629)
Beginning Cash	204,788,818	19,106,061	20,210,402	16,154,703
Ending Cash	52,046,416	204,788,818	19,106,061	20,210,402

Indebtedness

The Company has no long-term loans. All of the Company's bank financing are short term loans with average terms of 90 to 120 days. The Company's loan balance as of Dec. 31, 2011 is P392.50 Million.²

To date, the Company has never been in default in making principal and interest payments.

KEY PERFORMANCE INDICATORS

The Company's top five (5) key performance indicators are listed below:

	Mar. 31, 2012	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
	<i>Unaudited</i>	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
Current Ratio ¹	1.22	1.11	0.91	1.02
Debt to Equity Ratio ²	1.04	0.98	271.25	22.93
Earnings per Share ³	0.09	0.31	33.84	7.50
Earnings before Interest and Taxes ⁴	48,921,312	169,794,248	75,015,214	31,566,350
Return on Equity ⁵	7%	50%	407%	67%

¹ Current Assets / Current Liabilities

² Bank Loans/Stockholders' Equity

³ Net Income/Outstanding Shares

⁴ Net Income plus Interest Expenses and Provision for Income Tax

⁵ Net Income / Average Stockholders' Equity

These key indicators were chosen to provide Management with a measure of the Company's financial strength (i.e., Current Ratio, Debt to Equity Ratio, and Earnings before Interest and Taxes) and the Company's ability to maximize the value of its stockholders' investment in the Company (i.e., Return on Equity, Earnings per Share). Current ratio shows the liquidity of the Company by measuring how much current assets it has over its current liabilities. The Debt to Equity Ratio indicates how much debt the Company has incurred for each amount of equity in the Company. A higher ratio means that the Company is more aggressive in its use of capital. Earnings per share shows how much the Company is earning for each share that is currently issued and outstanding. Earnings before interest and taxes indicates how much income the Company is generating from its entire operations before interest charges

Independent Public Accountants

The financial statements of the Company were audited by BDO ALBA ROMEO and Co. for the fiscal years ended December 31, 2011, 2010 and 2009. Said external auditors have no shareholdings in the Company, or any right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Company, in accordance with the professional standard on independence set by the Board of Accountancy and the Professional Regulation Commission.

External Audit Fees and Services

The following table sets out the aggregate fees billed for each of the last 3 fiscal years for professional services rendered by the Company's external auditors:

	2011	2010	2009
Audit Fee	Php1,800,000.00	Php550,000.00	Php550,000.00
Other Fees ¹	270,000.00	82,500.00	82,500.00
TOTAL	Php2,070,000.00	Php632,500.00	Php632,500.00

¹ Other fees refer to out of pocket expenses such as transportation costs

Apart from the foregoing, no other services were rendered or fees billed by the Company's auditors as of the fiscal years ended December 31, 2009, 2010 and 2011.

Audit Committee's Approval Policies and Procedures for the above services

The Audit Committee had approved the above fees paid to the external auditor.

Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

- There are no disagreements with the Company's external auditors as regards to financial disclosures.
- Representatives of the principal accountants for the current year and the most recently completed year are expected to be present at the forthcoming shareholders meeting and will have opportunity to make a statement if desire to do so and expected to be available to respond to appropriate questions.

Financial Statements

The report of Calata Corporation's independent public accountant is incorporated and attached to this report, in its entirety.

Item 14. Mergers, Consolidations, Acquisitions and Similar matters

No such transactions are contemplated at this time

Item 15. Acquisition or Disposition of Property

Please see Agenda Item 8.

Item 16. Restatement of Accounts

None contemplated at this time

PART V. OTHER MATTERS

Item 17. Action with Respect to Reports

The following reports will be submitted for approval by the stockholders of the Company:

1. Audited Financial Statements for the year ended December 31, 2011.

Item 18. Matters not required to be submitted

None

Item 19. Amendment of Charter, Bylaws or Other Documents

As discussed under Agenda Item 6

Item 20. Other Proposed Action

None

Item 21. Voting Procedures

1. All stockholders who will not, are unable, or do not expect to attend the meeting in person are urged to fill out, date, sign and send the enclosed proxy to the Corporation at **Mc Arthur Hi Way, Banga 1st, Plaridel, Bulacan, 3004, Philippines** not later than **August 21, 2012**.
2. The Proxies submitted shall be validated by a Committee of Inspectors (composed of representatives from the stock and transfer agent and the Corporation Corporate Secretary) commencing on August 21, 2012 at the office of the Corporation's stock and transfer agent, BDO UNIBANK, INC., at BDO Corporate Center 7899, Makati Avenue, Makati City
3. The Stockholder shall direct his/her proxy to vote his/her shares on the agenda items set forth in the proxy form attached hereto by marking the same with an "X". Should the stockholder fail to mark the items, the vote will automatically go in favor of the action. Similarly, if the proxy is not identified, then the Chairman of the Annual meeting of Stockholders shall vote the proxy.
4. At the actual meeting of the Stockholders, representatives from the stock and transfer agent, the Company's Corporate Secretary and the external auditor will tally and certify the final votes of shareholders present and by proxy.

Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

The Company's common equity is traded on the Philippine Stock Exchange.

The Company's stock price closed at Php9.00 on June 29, 2012. Considering that the Company's shares were listed only on May 23, 2012, as of the date of this Preliminary Information Statement, there is no data available on periodic weighted averages on its stock price.

Holders

As of November June 30, 2012 the Company had two (2) stockholders as per its stock and transfer agent, BDO – UNIBANK, INC. – Transfer Agent. This is because all the shares have been electronically lodged with the PDTC, none of which have been uplifted. The list of shareholders reported by the Stock and Transfer Agent were as follows:

	Shareholder	No. of Shares	Percentage
1	PCD Nominee Corp. (Filipino)	358,618,200	99.585%
2	PCD Nominee Corp. (Foreign)	1,493,700	00.415%
3	Guillermo F. Gili, Jr.	100	00.000%
	TOTAL ISSUED AND OUTSTANDING SHARES	360,112,000	100.000%

Background of Major Shareholders

(1) PHILIPPINE CENTRAL DEPOSITORY, INC. (PCD). Regulated by the Securities and Exchange Commission (SEC), PCD is owned by major capital market players in the Philippines, namely: Philippine Stock Exchange (31.75%), Bankers Association of the Philippines (31.75%), Financial Executives Institute of the Philippines (10%), Development Bank of the Philippines (10%), Investment House Association of the Philippines (6.5%), Social Security System (5%) and Citibank N.A. (5%).

The PCD Nominee Corporation is a wholly-owned subsidiary of the Philippine Depository and Trust Corporation, Inc. (PDTC) and is the registered owner of the shares in the books of the Registrant’s stock transfer agent. The beneficial owner of such shares entitled to vote the same are PDTC’s participants, who hold the shares either in their own behalf or on behalf of their clients. The following PDTC participants hold more than 5% of the Registrant’s voting securities: a) PCIB Securities, Inc. – 60.45%; b) Nieves Securities, Inc. – 10.50% and c) UNICAPITAL Securities, Inc. – 14.93%.

All PSE-member brokers are Participants of PCD. Other Participants include custodian banks, institutional investors and other corporations or institutions that are active players in the Philippine equities market.

Dividends

On a meeting held on November 18, 2011, the BOD unanimously approved the declaration of cash dividends in the amount of Twenty Five Million Pesos (P25,000,000) to stockholders of record as of November 8, 2011, subject to the condition on the availability of unrestricted retained earnings to cover said dividend declaration.

On a special meeting held on November 4, 2010, the Company’s BOD approved the declaration of cash dividends amounting to P47,000,000 which were paid on December 8, 2010 through offsetting of its advances to its stockholders

Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

No recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exempt transaction.

Warrants

No warrants exist and are outstanding.

Debt Securities

No debt securities are registered or contemplated to be registered.

Stock Option

None

Securities Subject to Redemption or Call

No securities subject to redemption or call exist or are planned.

Market Information for Securities Other Than Common Equity

None

Corporate Governance

The Company has submitted its Manual on Corporate Governance to the SEC in compliance with Revised Code of Corporate Governance SEC Memorandum Circular No. 6 Series of 2009.

The Company's policy of corporate governance is based on its Manual. The Manual lays down the principles of good corporate governance in the entire organization. The Manual provides that it is the Board's responsibility to initiate compliance to the principles of good corporate governance, to foster the long-term success of the Company and to secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Company, its shareholders and other stockholders.

The Manual embodies the Company's policies on disclosure and transparency, and mandates the conduct of communication and training programs on corporate governance. The Manual further provides for the rights of all shareholders and the protection of the interests of minority stockholders. Commission of any violation of the Manual is punishable by a penalty ranging from reprimand to dismissal, depending on the frequency of commission as well as the gravity thereof. The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.

The Board of Directors has constituted certain committees to effectively manage the operations of the Company. The Company's principal committees of the Board of Directors include the Executive Committee, the Audit Committee, the Compensation Committee and the Nominations Committee.

The performance of the Board and its individual members is being measured and monitored. Areas for improvement are discussed for action during the Board/Committee meetings. Board performance metrics include among others the individual director's attendance at Board and Committee meetings, availability of minutes, open/closed action items, etc.

The Board through its Audit and Compliance Committee shall, among others, continuously review and follow-up until closure all action items needed to be in full compliance with the company's Manual on Corporate Governance and its related documents and policies.

Plan to improve the Corporate Governance of the Company:

Continuous initiatives for training of Directors, Officers and Employees to the various documents on corporate governance manuals and policies including its revisions.

Undertaking to Provide Financial Reports

The Corporation undertakes to provide each stockholder a copy of its 2011 Audited Financial Statements and the Interim 1st and 2nd Quarter 2012 FS in SEC Form 17-Q, without charge and upon written request to the Corporation addressed to:

**Jose Marie E. Fabella
Corporate Secretary/ Corporate Information and Compliance Officer
Calata Corporation
Mc Arthur Hi Way, Banga 1st, Plaridel, Bulacan, 3004, Philippines
Tel. #: (044)7950136
Email : josemariefabella@yahoo.com**

Please note that soft copy of the above reports are available on the Philippine Stock Exchange (PSE) website <http://www.pse.com.ph> under Calata Corporation company filings and at the Company website <http://www.calatacorp.com>.

SIGNATURE

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.

This report is signed in Plaridel, Bulacan on August 6, 2012.

By:


JOSEPH H. CALATA
President – Calata Corporation



TO: ALL STOCKHOLDERS

NOTICE is hereby given that the Annual Meeting of the Stockholders of Calata Corporation (the "Corporation") will be held on **August 31, 2012** at 2:00 P.M., at **La Mirada Royale Function Hall, Banga 1st, Plaridel, Bulacan**, to consider the following:

A G E N D A

1. Call to Order;
2. Certification of Notice and Quorum;
3. Adoption of the Audited Financial Statements for the calendar year ended December 31, 2011;
4. Management's Discussion of the Annual Report for the year 2011;
5. Report on the 2012 Operations and Results to date;
6. To approve the amendment to the Corporation's Articles of Incorporation for the purpose of increasing the authorized capital stock from Eight Hundred Forty Five Million Four Hundred Thousand Pesos (PhP 845,400,000.00) up to Two Billion Pesos (PhP 2,000,000,000.00) as may be determined by the Board;
7. The conversion of the Company's advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00;
8. Payment by Avestha Holding Corporation ("Avestha") with company-owned real estate properties as full settlement of Avestha's loan obligation with the Company;
9. The approval of the majority of the minority shareholders on the waiver of the requirement, if any, to conduct a rights or a public offering with respect to the following:
 - a. Transactions resulting to the issuance by a listed company of new voting shares to any party or to any persons acting in concert amounting to at least ten percent (10%) but not more than thirty-five percent (35%) of the total issued and outstanding capital stock of the issuer through a single or creeping transaction within a twelve (12) month period from the initial disclosure. Such transactions may include private placements, share swaps, property for share swaps, or conversion of securities to equity.
 - b. Listing of shares subscribed by Related Parties as defined by the Revised Listing Rules of the Philippine Stock Exchange.
10. To approve the issuance of a Stock Option Plan covering Fifty Million (50,000,000) Common Shares under such terms and conditions as may be determined by the Board of Directors or any of its duly authorized representatives and subject to existing laws, rules and regulations;

11. Ratification and Confirmation of All Acts, Resolutions and Decisions of the Board and Management;
12. Election of Directors;
13. Appointment of BDO Alba Romeo & Co. as External Auditor for calendar year 2012;
14. Other Matters; and
15. Adjournment.

In accordance with the rules of the Philippine Stock Exchange, the close of business on August 3, 2012 has been fixed as the record date for the determination of the stockholders entitled to notice of such meeting and any adjournment thereof, and to attend and vote thereat.

All stockholders who will not, are unable, or do not expect to attend the meeting in person are urged to fill out, date, sign and send the enclosed proxy to the Corporation at Banga 1st Plaridel, Bulacan not later than August 21, 2012. The Proxies submitted shall be validated by a Committee of Inspectors commencing on August 21, 2012 at the office of the Corporation's stock and transfer agent Banco De Oro – Unibank, Inc. – Transfer Agent.



JOSEPH H. CALATA
President

PROXY
Annual Meeting of the Stockholders
August 31, 2012

I, the undersigned stockholder of Calata Corporation (the "Corporation"), do hereby appoint, name and constitute:

or, in his absence, The Chairman of the Corporation or, in his absence, the Acting Chairman of the Annual Meeting of the Stockholders

As my attorney and proxy, to represent me at the Annual Meeting of the Stockholders of the Corporation scheduled for **August 31, 2012 at La Mirada Royale Function Hall, Banga 1st, Plaridel, Bulacan** and any adjournment(s) thereof, as fully and to all intents and purposes as I might or could if present and voting in person, hereby ratifying and confirming any and all action taken on matters which may properly come before such meeting or adjournment(s) thereof. In particular, I hereby direct my said proxy to vote my shares on the agenda items set forth below as I have expressly indicated by marking the same with an "X". **With respect to the election of directors, I understand that I may withhold authority to vote for any nominee by lining through or otherwise striking out the name of the nominee.** In the event that I fail to indicate my vote on the items specified below, I hereby authorize my said proxy to vote in accordance with the recommendation of Management.

Agenda Item No.	Subject	Action		
		For	Against	Abstain
3	To adopt the 2011 Audited Financial Statements;			
6	To approve the amendment to the Corporation's Articles of Incorporation for the purpose of increasing the authorized capital stock from Eight Hundred Forty Five Million Four Hundred Thousand Pesos (PhP 845,400,000.00) up to Two Billion Pesos (PhP 2,000,000,000.00) as may be determined by the Board;			
7	To approve the conversion of the Company's advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00;			
8	To approve the payment by Avestha Holding Corporation ("Avestha") with company-owned real estate properties as full settlement of Avestha's loan obligation with the Company;			
9	The approval of the majority of the minority shareholders on the waiver of the requirement, if any, to conduct a rights or a public offering with respect to the following: <ul style="list-style-type: none"> a. Transactions resulting to the issuance by a listed company of new voting shares to any party or to any persons acting in concert amounting to at least ten percent (10%) but not more than thirty-five percent (35%) of the total issued and outstanding capital stock of the issuer through a single or creeping transaction within a twelve (12) month period from the initial disclosure. Such transactions may include private placements, share swaps, property for share swaps, or conversion of securities to equity. b. Listing of shares subscribed by Related Parties as defined by the Revised Listing Rules of the Philippine Stock Exchange. 			

10	To approve the issuance of a Stock Option Plan covering Fifty Million (50,000,000) Common Shares under such terms and conditions as may be determined by the Board of Directors or any of its duly authorized representatives and subject to existing laws, rules and regulations;			
11	Ratification and Confirmation of All Acts, Resolutions and Decisions of the Board and Management;			
12	To elect the following to the Board Joseph H. Calata Benison Paul B. De Torres Jaime C. Laya Baltazar N. Endriga Jose A. Zaide George A. Nava* Fr. Conrado Cruz Zablan* *Independent Directors			
13	To appoint BDO Alba Romeo & Co. as External Auditor for 2012			
	Other Matters	OTHER MATTERS		
		Proxy's Discretion		Abstain

Signed this _____ at _____.

Printed Name of Stockholder

Signature of Stockholder or Authorized Signatory

[N.B. Partnerships, Corporations and Associations must attach certified resolutions thereof designating Proxy/Representative and Authorized Signatories]