

# COVER SHEET

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S.E.C. Registration Number

	V	I	T	A	R	I	C	H	C	O	R	P	O	R	A	T	I	O	N				

( Company's Full Name )

M	A	C	A	R	T	H	U	R	H	I	G	H	W	A	Y	A	B	A	N	G	A	N	S	U	R
M	A	R	I	L	A	O	B	U	L	A	C	A	N												

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

<b>ALICIA G. DANQUE</b>
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Contact Person

<b>843-30-33 connecting all dept.</b>
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Company Telephone Number

**DEFINITIVE INFORMATION STATEMENT**

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Month Day Fiscal Year

2	0	-	I	S
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Form Type

Last Friday of June

0	6		
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Month Day

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Secondary License Type. If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number / Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

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Cashier

STAMPS

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

2. Name of Registrant as specified in its charter VITARICH CORPORATION

3. Bulacan, Philippines  
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number 21134

5. BIR Tax Identification Code 000-234-398-000

6. MacArthur Highway, Bo. Abangan Sur, Marilao, Bulacan 3019  
Address of principal office Postal Code

7. Registrant's telephone number, including area code (632) 843-3033

8. Date, time and place of the meeting of security holders

Date : Monday, 15 October 2012  
Time : 9:00 a.m.  
Place : Vitarich Compound, MacArthur Highway, Bo. Abangan Sur, Marilao, Bulacan

9. Approximate date on which the Information Statement is first to be sent or given to security holders:  
20 September 2012

10. In case of Proxy Solicitations:

Name of Person Filing the  
Statement / Solicitor: Management of the Corporation

Address and Telephone No.: 843-30-33 local 102

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 or Amount of Debt Outstanding
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<u>Common Stock -</u>	<u>409,969,764 shares</u>
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Total Shares Issued and Outstanding

as of August 31, 2012

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes X No \_\_\_\_\_

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
Philippine Stock Exchange



VITARICH

**VITARICH CORPORATION  
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

Monday, 15 October 2012 at 9:00 A.M.  
Vitarich Compound, MacArthur Highway, Abangan Sur  
Marilao, Bulacan

**TO ALL STOCKHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the Special Meeting of the Stockholders of **VITARICH CORPORATION** (the "Corporation") will be held on **Monday, 15 October 2012 at 9:00 A.M.** at the Vitarich Compound, MacArthur Highway, Abangan Sur, Marilao, Bulacan.

The Agenda for the meeting is as follows:

1. Call to order
2. Certification of notice and quorum
3. Increase in the authorized capital stock from P1.5 billion to P3.5 billion
4. Issuance of shares arising from the increase in the authorized capital stock
5. Listing the shares to be issued pursuant to the increase with the Philippine Stock Exchange
6. Other matters; and
7. Adjournment

For the purpose of determining the stockholders entitled to notice of, and to vote at the meeting, the record date is 11 September 2012.

Proxies must be submitted to the Special Committee of Election Inspectors of the Corporation at the executive office of the Corporation located at Vitarich Compound, MacArthur Highway, Bo. Abangan Sur, Marilao, Bulacan on or before 02 October 2012. Proxies shall be validated by the Special Committee of Inspectors at the said office of the Corporation on 09 October 2012.

On the day of the meeting, you or your duly designated proxy are hereby required to bring this Notice and any form of identification such as driver's license, passport, company I.D., voter's I.D., or TIN Card to facilitate registration. Registration shall start at 8 am. and will close at 8:45 a.m.

  
**PEDRO T. DABU, JR.**  
Assistant Corporate Secretary

# INFORMATION STATEMENT

## GENERAL INFORMATION

### Date, Time and Place of Meeting of Security Holder

Monday, 15 October 2012 at 9:00 A.M.  
at the Vitarich Compound, MacArthur Highway, Bo. Abangan Sur, Marilao, Bulacan

Definitive Information Statement shall be sent or given to security holders on Thursday, 20 September 2012

Complete mailing address of the principal office of Vitarich Corporation:  
MacArthur Highway, Bo. Abangan Sur, Marilao, Bulacan

### Dissenter's Right of Appraisal

There are matters to be taken up during the special stockholders' meeting that may give rise to the exercise by any dissenting stockholder of the right of appraisal. Any stockholder of the Corporation may exercise his right of appraisal against any proposed corporate action that qualifies as an instance under Section 81 of the Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided under Section 82 of the Corporation Code. Sections 81 and 82 of the Corporation Code provide as follows:

"SECTION 81. *Instances of Appraisal Right.* — Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders 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. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code; and
3. In case of merger or consolidation."

"SECTION 82. *How Right is Exercised.* — The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and *Provided*, further,

That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.”

### **Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

No director or officer of the Corporation and, to the best knowledge of the Corporation, no associate of said director or officer of the Corporation has any substantial interest, direct or indirect, by security holdings or otherwise, in the corporate actions to be acted upon at the special stockholders meeting. None of the directors of the Corporation has informed the Corporation of his intention to oppose the proposed increase in the authorized capital stock to be acted upon at the special stockholders meeting..

### **Voting Securities and Principal Holders thereof**

- (a)      number of shares outstanding      :      409,969,764 shares
- number of votes to which  
            each class is entitled                      :      one (1) vote per one (1) common share
- (b)      cut-off date / record date                      :      11 September 2012

The Corporation’s capital stock consists of common shares. The stockholders have the same voting rights and privileges. Each share is entitled to one vote.

### **Authorization or Issuance of Securities Other than for Exchange**

The following are the actions to be taken up with respect to the authorization or issuance of any securities other than for exchange:

The Board will seek the approval of the stockholders to further increase the authorized capital stock from P1.5B to P3.5B.. In its special stockholders’ meeting held on August 28, 2012, the stockholders approved the increase in the authorized capital stock of the Corporation from P1 billion to P1.5 billion, although such increase has not yet been applied for and approved by the Securities and Exchange Commission. The Board will likewise seek the approval of the stockholders on the listing of the said shares resulting from the said increase.

At present, the Corporation has only one class of shares i.e. common shares, but however, the Board may consider issuing preferred shares of which at the moment has not been determined,

The new shares will be issued to possible “white knight” investors who may or may not be existing creditors or to existing creditors who will convert their debt into equity. As of date, the Corporation is still negotiating with them and at present there is no firm commitment yet from them.

Such investment, either in the form of fresh capital or equity conversion, will improve the Corporation operating capital by retiring all or part of its existing loans. In case of debt to equity conversion, the Company may be able to retire its debt so that the income generated from its operations will be used in operating activities particularly for its working capital requirements.

The amount for which the shares will be issued and such other terms and conditions will be decided upon by the Board of Directors of the Corporation.

The increase, if approved by the stockholders, will allow flexibility in case the Corporation finds "white knight" investors, which the Corporation is now earnestly pursuing pursuant to its rehabilitation plan.



## **OTHER MATTERS**

### **Amendment of Charter, Bylaws or Other Documents**

The Board will seek the approval of the stockholders to amend Article Seventh of the Articles of Incorporation to increase the authorized capital stock of the Corporation from P 1.5B to P3.5B. The increase in the authorized capital stock is necessary in view of the plan of the Corporation to retire its debt or to raise fresh capital.

The new shares will be issued to possible "white knight" investors who may or may not be existing creditors or to existing creditors who will convert their debt into equity. As of date, the Corporation is still negotiating with them and at present there is no firm commitment yet from them.

An attainment of this objective will certainly benefit the present stockholders and stakeholders since it will assure the continued operation of the Corporation.

As the listing of the new shares requires the approval of the stockholders, the Board will likewise seek the approval of the stockholders on the said listing of the shares resulting from the increase.

### **Voting Procedures**

#### **Section 5, Article I of the Amended By-Laws of the Corporation reads:**

"**Section 5.** At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for such share of stock standing in his name in the books of the Corporation, provided however, that in case of election of directors, every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the provisions of law in such case. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument authorizing a proxy to act shall be filed with the Secretary of the Corporation not later than ten (10) days, and shall be validated not later than five (5) days, prior to the scheduled stockholders' meeting. Unless otherwise provided by law, at any meeting of stockholders the presence of the holders on record of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, and in the absence of quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or the officer entitled to preside over such meeting may adjourn such meeting. When a meeting of stockholders is adjourned to another time and place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the reconvened meeting, any business which might be transacted on the adjourned meeting may be taken up. (As amended on 25 March 1998.)"

### **Undertaking**

The Corporation undertakes to provide, without charge to each security holder, on the written request of any such person, a copy of the Corporation's annual report on SEC Form 17-A. Such written request shall be addressed to:

**Mr. Rogelio M. Sarmiento  
Vice Chairman / CEO / President  
VITARICH CORPORATION  
Vitarich Corporation Compound  
Bo. Abangan Sur, MacArthur Highway  
Marilao, Bulacan**

**At the discretion of the management of the Corporation, a charge may be made for reasonable expenses incurred to reproduce the exhibits to such report.**

## INFORMATION REQUIRED IN A PROXY FORM

### Item 1. **Identification**

This proxy is being solicited by the Corporation. The Vice Chairman of the Board of Directors and the President of the Corporation or in his absence, the Chairman of the Board of the Corporation, or in his absence, the presiding officer of the meeting will vote the proxies at the Special Stockholders' Meeting to be held on 15 October 2012, at 9:00 am at Vitarich Corporation Compound, B. Abangan Sur, MacArthur Highway, Marilao, Bulacan.

### Item 2. **Instruction**

- (a) The proxy form must be completed, signed and dated by the stockholder and received by the Corporation on or before 02 October 2012 at the following address:

**VITARICH CORPORATION**  
Vitarich Corporation Compound  
Bo. Abangan Sur, MacArthur Highway  
Marilao, Bulacan

- (b) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.
- (c) Validation of proxies will be done by the Special Committee of Election Inspectors on 09 October 2012.
- (d) The manner in which this proxy shall be accomplished as well as the validation hereof shall be governed by the provisions of Rule 20, Section 11(b) of the SRC IRR.
- (e) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1) and (2) below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items below.

### Item 3. **Revocability of Proxy**

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting or by attending the meeting in person.

### Item 4. **Persons Making the Solicitation**

The solicitation is being made by the Management of the Corporation. No director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the Special Stockholders' Meeting.





# P R O X Y

## KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **VITARICH CORPORATION** ( the “Corporation”), hereby:

1. Constitutes and appoints **ROGELIO M. SARMIENTO** or in his absence, or if there is no proxy specifically designated in the foregoing space, the **CHAIRMAN OF THE BOARD OF THE CORPORATION**, or in his absence, the **PRESIDENT OF THE CORPORATION**, or in his absence, the **CHAIRMAN OF THE MEETING**, as his duly constituted proxy with full power of substitution and appointment, to vote, for and in his behalf, all of the \_\_\_\_\_ shares of the capital stock of the Corporation registered in the name of the undersigned stockholder in the books of the Corporation, at the Special Meeting of the Stockholders of the Corporation to be held at **Vitarich Compound, McArthur Highway, Abangan Sur, Marilao, Bulacan** on **Monday, 15 October 2012** at 9:00 in the morning and at any adjournment (s) or postponement (s) thereof, as follows:

<b>Proposal</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Increase in the authorized capital stock from P1.5 billion to P3.5 billion			
2. Issuance of shares arising from the increase in the authorized capital stock			
3. Listing the shares to be issued pursuant to the increase with the Philippine Stock Exchange			

\* Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote “FOR” the items above.

2. Revokes any proxy or proxies, or similar authorization, heretofore given to any other person or persons, and the power and authority herein granted shall continue to exist until the same shall have been expressly revoked in writing by the undersigned stockholder or by the latter’s personal attendance at the stockholders’ meeting; and
3. Declares that his/her personal attendance or execution of a subsequent specific proxy for any particular stockholders’ meeting shall suspend this proxy but only for purposes of such particular meeting.

IN WITNESS WHEREOF, the undersigned has executed this proxy this \_\_\_\_ day \_\_\_\_\_ 2012 at \_\_\_\_\_.

Printed Name of Stockholder

\_\_\_\_\_  
Signature of Stockholder

**SIGNED IN THE PRESENCE OF:**

\_\_\_\_\_