



VICTORIAS MILLING COMPANY, INC.
VICMCO Compound, Victorias City, Negros Occidental
Tel. No. (034) 399-3390; Fax No. (034) 399-3075

February 5, 2013

DISCLOSURE DEPARTMENT

Philippine Stock Exchange, Inc.
3F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

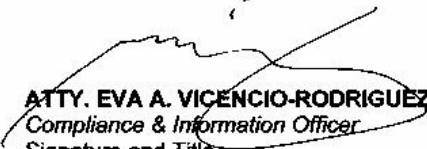
Attention: **MS. JANET A. ENCARNACION**
Head, Disclosure Department

Gentlemen:

We are sending hereto the SEC Form 17-C of Victorias Milling Company, Inc., in connection with the results of the Annual Stockholders' Meeting as well as the Organizational Meeting of Victorias Milling Co., Inc. which were held today, February 5, 2013.

Thank you.

Very truly yours,


ATTY. EVA A. VICENCIO-RODRIGUEZ
Compliance & Information Officer
Signature and Title

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. **February 5, 2013**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **PW-364**
3. BIR Tax Identification
No. 076-000-270-220
4. **VICTORIAS MILLING COMPANY, INC.**
Exact name of Issuer as specified in its charter
5. **NEGROS OCCIDENTAL**
Province, country or other jurisdiction of
Incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **Victorias City, Negros Occidental**
Address of office
- 6119
Postal Code
8. **(034) 399-3588**
Issuer's telephone number, including area code
- Fax # **(034) 399-3588**
9. **Not Applicable**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

a) Common Stock (Par Value P 1.00 per share)

Authorized Capital Stock	2,563,035,708	shares
Subscribed and paid-up	2,297,474,418	shares

11. Indicate the item numbers reported herein: **Item No. 9**

REPORTED HEREIN:

That the Annual Stockholders' Meeting of Victorias Milling Company, Inc. (VMC), was held today, February 5, 2013, at the New Function Room, Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City.

During the said meeting, wherein the required quorum was present and acting throughout, the following were elected as Members of the Board:

Existing Stockholders:

1. Mr. Armando O. Samia
2. Mr. Michael G. Tan
3. Dr. Emmanuel T. Velasco

Secured Creditor:

1. Atty. Anna Rosario V. Paner

Creditors with Debt Conversion:

1. Mr. Jose M. Chan, Jr.
2. Mr. Enrique T. Chua (Lee Keng)
3. Dr. Alberto P. Fenix, Jr.
4. Atty. Brian Keith F. Hosaka
5. Mr. Terence Sonkengpo
6. Mr. Hubert D. Tubio
7. Mr. Wilson T. Young

That also, during the said stockholders' meeting, KPMG Manabat Sanagustin & Co., CPA's, was appointed as VMC's External Auditor.

That the following Amendments of VMC's Second Article of Incorporation, particularly the Fifth and Eight Secondary Purposes, were approved by the stockholders in the said meeting in accordance with law:

"SECOND.

xxx

Secondary Purposes

xxx

(5) To acquire water rights, on its own lands and elsewhere, for irrigation and other purposes, for its own use and for sale or hire, and to generate and/or co-generate electric current and power for its own use for lighting and other purposes, and to sell the same to others, and do all things convenient and necessary for the accomplishment and enjoyment of said powers;

XXX

(8) Conformably with law, to undertake and carry on any business venture or enterprise, whether commercial, manufacturing, including, but not limited to, ethanol and/or potable alcohol production, agricultural, educational, mercantile, insurance, trading, real estate, fiduciary, infrastructure, transportation, telecommunications, mining, water, power generation, recreation, financial or credit, consultancy, or otherwise, which is or may be undertaken and carried on through a public-private partnership with the government or by natural persons as capitalists, financiers, merchants, contractors, agriculturists, agents, factors, trustees or otherwise, either directly itself in its own name or indirectly by agents, or trustees or through the medium of ownership of stock or shares or other interests in any other business venture or enterprise established for or carried on to engage in any such pursuit or pursuits; and to do so not only for its own benefit, but also in the capacity of agent, contractor, attorney or trustee for any other person, firm or corporation."

That the stockholders also ratified the Corporation's authority to invest corporate funds for purposes other than its Primary Purpose, pursuant to the abovementioned amendment of the Second Article of the Articles of Incorporation, subject to the approval of the Securities and Exchange Commission of the said amendment.

That thereafter, an Organizational Meeting of the Board of Directors was held where the following persons were duly nominated and unanimously elected to the offices appearing opposite their respective names:

Wilson T. Young	-	Chairman of the Board
Jose M. Chan, Jr.	-	Vice Chairman of the Board
Hubert D. Tubio	-	President and Chief Operating Officer
Anna Rosario V. Paner	-	Managing Director and Chief Executive Officer
Terence SonKengPo	-	Treasurer
Brian Keith F. Hosaka	-	Corporate Secretary
Eva A. Vicencio-Rodriguez	-	Asst. Corporate Secretary and Compliance & Information Officer
Jerry T. Opinion	-	Chief Finance Officer
Arcadio S. Lozada, Jr.	-	Vice-President for Manufacturing

That at the aforesaid Organizational Meeting, the following were duly nominated and unanimously elected to the different Board Committees and occupying the positions appearing opposite their respective names:

Executive Committee:

Wilson T. Young	-	Chairman
Alberto F. Fenix, Jr.	-	Member
Jose M. Chan, Jr.	-	Member
Terence SonKengPo	-	Member
Anna Rosario V. Paner	-	Member
Michael G. Tan	-	Member
Brian Keith F. Hosaka	-	Ex-officio Member (Corporate Secretary)
Armando O. Samia	-	Ex-officio Member
Hubert D. Tubio	-	Ex-officio Member
Santiago T. Gabionza, Jr.	-	Ex-officio Member (Rehabilitation Counsel)
Luis Ma. G. Uranza	-	Ex-officio Member (Rehabilitation Receiver)

Audit, Compensation and Remuneration Committee:

Armando O. Samia	-	Chairman
Abelardo E. Bugay	-	Member
Norberto B. Capay	-	Member
Enrique T. Chua	-	Member
Emmanuel T. Velasco	-	Member
Hubert D. Tubio	-	Ex-officio Member
Teresita V. Hagan	-	Ex-officio Member (Controller)
Santiago T. Gabionza, Jr.	-	Ex-officio Member

Luis Ma. G. Uranza	-	(Rehabilitation Counsel) Ex-officio Member (Rehabilitation Receiver)
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Nomination, Corporate Governance and Compliance Committee:

Alberto F. Fenix, Jr.	-	Chairman
Jose M. Chan, Jr.	-	Member
Brian Keith F. Hosaka	-	Member
Anna Rosario V. Paner	-	Member
Hubert D. Tubio	-	Ex-officio Member
Armando O. Samia	-	Ex-officio Member
Santiago T. Gabionza, Jr.	-	Ex-officio Member (Rehabilitation Counsel)
Eva A. Vicencio-Rodriguez	-	Ex-officio Member (Compliance & Information Officer)

Legal Committee:

Anna Rosario V. Paner	-	Chairman
Jose M. Chan, Jr.	-	Member
Brian Keith F. Hosaka	-	Member
Michael G. Tan	-	Member
Wilson T. Young	-	Member
Armando O. Samia	-	Ex-officio Member
Hubert D. Tubio	-	Ex-officio Member
Santiago T. Gabionza, Jr.	-	Ex-officio Member (Rehabilitation Counsel)
Luis Ma. G. Uranza	-	Ex-officio Member (Rehabilitation Receiver)

Budget and Finance Committee:

Terence SonKengPo	-	Chairman
Jose M. Chan, Jr.	-	Member
Alberto F. Fenix, Jr.	-	Member
Anna Rosario V. Paner	-	Member
Michael G. Tan	-	Member
Armando O. Samia	-	Ex-officio Member
Hubert D. Tubio	-	Ex-officio Member

Risk Management Committee:

Emmanuel T. Velasco	-	Chairman
Enrique T. Chua	-	Member

Brian Keith F. Hosaka	-	Member
Terence SonKengPo	-	Member
Wilson T. Young	-	Member
Armando O. Samia	-	Ex-officio Member
Hubert D. Tubio	-	Ex-officio Member
Santiago T. Gabionza, Jr.	-	Ex-officio Member (Rehabilitation Counsel)
Luis Ma. G. Uianza	-	Ex-officio Member (Rehabilitation Receiver)

That upon nomination duly made and seconded, Ms. Teresita V. Ilagan was named as the Creditor-appointed Controller.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly carried this report to be signed on its behalf by the undersigned herewith duly authorized.

VICTORIAS MILLING COMPANY, INC.
Issuer


ATTY. EVA A. VICENCIO-RODRIGUEZ
Compliance & Information Officer
Signature and Title

Date: February 5, 2013

SEC Form 17-C result of ASHM & Org. Meeting

----- Forwarded message -----

From: <no-reply@pse.com.ph>
Date: Wed, Feb 6, 2013 at 4:00 PM
Subject: ODiSy - Disclosure Status
To: disclosure@pse.com.ph

Dear Sir/Madam:

We would like to inform you that as of FEB 06, 2013 08:00:19 AM today,

Reference Number: WLIST__2013000022456
Company Name: Victorias Milling Company, Inc.
Disclosure Subject: Results of Annual Stockholders' Meeting and Organizational Meeting
of Board of Directors
Status: APPROVED

Should you need further assistance, please e-mail us at odisy@pse.com.ph.