

C04623-2018

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**

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

1. Date of Report (Date of earliest event reported)
Jul 5, 2018
 2. SEC Identification Number
11840
 3. BIR Tax Identification No.
000-100-341-000
 4. Exact name of issuer as specified in its charter
SAN MIGUEL FOOD AND BEVERAGE, INC.
 5. Province, country or other jurisdiction of incorporation
PHILIPPINES
 6. Industry Classification Code(SEC Use Only)
 7. Address of principal office
23/F, THE JMT CORPORATE CONDOMINIUM, ADB AVE., ORTIGAS CENTER, PASIG
CITY, METRO MANILA
Postal Code
1605
 8. Issuer's telephone number, including area code
(632) 317-5000
 9. Former name or former address, if changed since last report
SAN MIGUEL PURE FOODS COMPANY INC.
 10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| COMMON (FB) | 1,666,670,960 |
| PREFERRED (FBP2) | 15,000,000 |
11. Indicate the item numbers reported herein
Item 9. Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



**San Miguel Food and Beverage, Inc.
FB**

PSE Disclosure Form 4-4 - Amendments to By-Laws

**References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure
Board of Directors' approval of amendments to the By-laws of the Company.
Background/Description of the Disclosure
Amendments to the By-laws of the Company, to reflect the change in the date of the annual stockholders' meeting in, Article 1, Section 1, and the delineation of duties of the Chairman from the President of the Company in Article IV, Section 4.

Date of Approval by Board of Directors	Jul 5, 2018
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article 1 (Meeting of Stockholders), Section 1	Section 1.The annual meeting of the stockholders for the election of directors and for the transaction of other business as may be proper shall be held in Metro Manila, on second Friday of May of every year as determined by the Board of Directors. xxx	Section 1.The annual meeting of the stockholders for the election of directors and for the transaction of other business as may be proper shall be held in Metro Manila, on the first Wednesday of June of every year as determined by the Board of Directors. xxx
Article IV. (Officers of the Corporation), Section 4	Please see details in the Other Relevant Information portion.	Please see details in the Other Relevant Information portion.

Rationale for the amendment(s)

Considering the consolidation of the food and beverage businesses of San Miguel Corporation (SMC) under the Company, the change in the date of the Company's Annual Stockholders' Meeting to the first Wednesday of June of every year as determined by the Board of Directors, will allow the Company to hold its ASM after the ASMs of San Miguel Brewery Inc. and Ginebra San Miguel, Inc.

The delineation of the duties, responsibilities and functions of the Chairman of the Board from the President and Chief Executive Officer of the Company in Article IV, Section 4, is intended to align with the duties and responsibilities of said officers as set forth in the Company's Manual on Corporate Governance.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Aside from the changes to the By-laws set forth above, there will be no effect to the business, operations and/or capital structure of the Company as a result of the amendments.

Other Relevant Information

Article IV. (Officers of the Corporation), Section 4

FROM
Section 4. The duties of the officers of the corporation shall be as follows:

The Chairman of the Board Directors shall preside at all meetings of the stockholders and of the Directors; exercise general supervision over the affairs of the corporation; and perform such other duties as the Board of Directors may from time to time fix or delegate. xxx

TO
Section 4. The duties of the officers of the corporation shall be as follows:

The Chairman of the Board Directors shall preside at all meetings of the stockholders and of the Directors; and perform such other duties, responsibilities and functions as contained in the Company's Manual on Corporate Governance and other equivalent constitutive documents, if any, and as the Board of Directors may from time to time fix or delegate.

The President and Chief Executive Officer shall in the absence of the Chairman, preside at all meetings of the stockholders and of the Directors; shall see to it that all orders and resolutions of the Board of Directors are carried into effect; sign all certificates of stock; execute such contracts and instruments in writing as may be authorized by the Board of Directors; and perform such other duties, responsibilities and functions as contained in the Company's Manual on Corporate Governance and other equivalent constitutive documents, if any, and as the Board of Directors may from time to time fix or delegate, including but not limited to the following:

- a. Determine the Corporation's strategic direction and formulate and implement its strategic plan on the direction of the business;
- b. Oversee the operations and business affairs of the Corporation and manage human and financial resources, as well as property of the Corporation, in accordance with the strategic plan; and
- c. Ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control.

xxx

Filed on behalf by:

Name	Zenaida Postrado
Designation	VP & Chief Finance Officer

COVER SHEET

1 1 8 4 0

S. E. C. Registration Number

S A N M I G U E L F O O D A N D

B E V E R A G E , I N C .

(Company's Full Name)

23 r d F i r. J M T B l d g. A D B

A v e. P a s i g C i t y

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

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

Company Telephone Number

SEC Form

Month

Day

1 7 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

Document I. D.

Document I. D.

Cashier

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(b)(3) THEREUNDER**

1. **July 5, 2018**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **11840**
3. BIR Tax Identification No. **000-100-341-000**
4. **SAN MIGUEL FOOD AND BEVERAGE, INC.**
Exact name of registrant as specified in its charter
5. **Philippines**
(Province, country or other jurisdiction of
Incorporation)
6. (SEC Use Only)
Industry Classification Code
6. **23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City**
1605
(Address of principal office) (Postal Code)
7. **(632) 317-5000** (Registrant's telephone number, including area code)
8. **Registrant has not changed address since its last report to this Honorable Commission**
(Former name or former address, if changed since last report)
9. Securities registered pursuant to Sections 8 and 12 of SRC

Title of Each Class	Outstanding as of March 31, 2018
Common	1,666,670,960
Preferred	<u>15,000,000</u>
	<u>1,681,670,960</u>

10. Indicate the item numbers reported herein:

Item 9. Other Events

At the special meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on July 5, 2018:

- A. The Board approved the amendment to the Sixth Article of the Articles of Incorporation of the Company, increasing the number of directors of the Company from nine (9) directors, to fifteen (15) directors, subject to further stockholder approval. In view of the consolidation of the food and beverage businesses of San Miguel Corporation (SMC) under the Company, the amendment will allow the Company to expand its Board membership to include directors competent in the beverage businesses of SMC, in order for the Board to have a collective working knowledge, experience or expertise that is relevant to the food and beverage industry in which the Company belongs. This will enable the Board to better fulfill its roles and responsibilities, and respond to the needs of the organization based on the evolving business environment and strategic direction of the Company.
- B. The Board approved the following amendments to the By-laws of the Company, subject to further stockholder approval:
- (i) The change in the date of the annual stockholders' meeting (ASM) of the Company in Article I, Section 1, from the second Friday of May of every year, to the first Wednesday of June of every year, moving the date of the Company's ASM until after the ASMs of San Miguel Brewery Inc. (SMB) and Ginebra San Miguel, Inc. (GSMI) are held.
 - (ii) The delineation of the duties, responsibilities and functions of the Chairman of the Board from the President and Chief Executive Officer of the Company in Article IV, Section 4, to align with the duties and responsibilities of the said officers as set forth in the Company's Manual on Corporate Governance.
- C. Upon the endorsement of the Corporate Governance Committee, the Board approved the creation of the following key officer positions: (i) Chief Operating Officer for Food; (ii) Chief Operating Officer for Beer; and (iii) Chief Operating Officer for Liquor, as well as the appointment of the following persons as key officers of the Company:

President and Chief Executive Officer	Mr. Ramon S. Ang (effective July 5, 2018)
Chief Operating Officer – Food	Mr. Francisco S. Alejo III (effective July 5, 2018)
Chief Operating Officer – Beer	Mr. Roberto N. Huang (effective July 5, 2018)
Chief Operating Officer – Liquor	Mr. Emmanuel B. Macalalag (effective July 5, 2018)

Treasurer	Mr. Ferdinand K. Constantino (effective July 5, 2018)
Vice President, CFO and Strategy Officer	Mr. Ildefonso B. Alindogan (effective July 5, 2018)
Assistant Vice President, Investor Relations Manager	Ms. Kristina Lowella I. Garcia (effective August 1, 2018)

The following are the qualifications of the new officers of the Company:

Mr. Roberto N. Huang, 69, is Director and President of SMB, and is a member of SMB's Executive Committee. He is also a Director of San Miguel Brewing International Limited and San Miguel Brewery Hong Kong Limited; and Chairman and President of Iconic Beverages, Inc., Brewery Properties Inc. and Brewery Landholdings, Inc. Mr. Huang holds a Bachelor of Science Degree in Mechanical Engineering from Mapua Institute of Technology and completed academic requirements for a Master's Degree in Business Administration from De La Salle University. Mr. Huang holds 3,500 series 2 preferred shares of the Company.

Mr. Emmanuel B. Macalalag, 52, is Vice President and General Manager of GSMI. He currently holds the following positions in the various subsidiaries and affiliates of GSMI: Director of Distileria Bago, Inc., East Pacific Star Bottlers Phils Inc. and Thai Ginebra Trading Company Limited. He previously held the following positions in the Company: Manufacturing Group Manager, Manufacturing Operations Group, Planning and Management Services Manager, Business Planning and Development Manager and Business Planning and Investor Relations Manager. He was also a Deputy General Manager/Operations Director of Thai San Miguel Liquor Company Limited. Mr. Macalalag obtained his Bachelor and Master's Degree in Science, Major in Mathematics from De La Salle University and his PhD degree in Operations Research from the University of Melbourne, Australia. Mr. Macalalag does not hold any shares of the outstanding capital stock of the Company.

Mr. Ferdinand K. Constantino, 67, is Director of SMB and is the Chairman of SMB's Executive Compensation Committee and a Member of its Audit Committee and Governance and Nomination Committee. He also holds, among others, the following positions: Senior Vice President, Chief Finance Officer and Treasurer of SMC; Director of Top Frontier Investment Holdings, Inc. and Petron Malaysia; Director and Vice Chairman of San Miguel Consolidated Power Corporation; President of Anchor Insurance and Brokerage Corporation; Director of San Miguel Yamamura Packaging Corporation, Citra Metro Manila Tollways Corporation and Northern Cement Corporation; and Chairman of the San Miguel Foundation, Inc. Mr. Constantino holds a Bachelor of Arts Degree in Economics from the University of the Philippines and completed academic requirements for a Master's Degree in Economics from the University of the Philippines. Mr. Constantino holds 8,100 series 2 preferred shares of the Company.

Mr. Ildefonso B. Alindogan, 44, joined the San Miguel Group of companies on April 26, 2018. Before joining San Miguel, he was employed at Standard Chartered Bank, Manila, as Executive Director – Head of Philippines FX and Rates Trading, Financial Markets (September 2012 to March 2018) and Director – Sales, Financial Markets (September 2010 to August 2012). Mr. Alindogan

holds a Bachelor of Science Degree in Management Engineering (Honors Program) from Ateneo De Manila University and a Masters in Business Administration, Major in Finance from The Wharton School, University of Pennsylvania. Mr. Alindogan does not hold any shares of the outstanding capital stock of the Company.

Ms. Kristina Lowella I. Garcia, 44, will join the Company on August 1, 2018. She is currently Director for Investor Relations of Century Properties Group, Inc. (January 2013 to July 2018). She was previously Director for Investor Relations of Alliance Global Group, Inc. (March 2009 to September 2012). Ms. Garcia holds a Bachelor of Arts Degree from Ateneo De Manila University, a Certificate in Business Administration from Georgetown University, and a Masters in Business Administration from John Hopkins University. Ms. Garcia does not hold any shares in the outstanding capital stock of the Company.

The position of Chairman of the Board will remain to be held by Mr. Eduardo M. Cojuangco, Jr., while the positions of Corporate Secretary and Compliance Officer will remain to be held by Atty. Alexandra B. Trillana. However, as a result of the restructuring of SMC's food and beverage businesses, all other officers appointed at the organizational meeting of the Company held on May 11, 2018 shall no longer be officers of the consolidated holding company. They shall nevertheless remain officers of the food subsidiaries of the Company.

- D. The Board approved the holding of a special stockholders' meeting for the further approval of the amendments to the Articles of Incorporation and By-laws as discussed above, at a date to be subsequently determined by Management and disclosed in accordance with applicable laws and regulations.

###

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SAN MIGUEL FOOD AND BEVERAGE, INC.

By:


ALEXANDRA BENGSON TRILLANA
Corporate Secretary

July 5, 2018.