

C06090-2018

**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)  
Sep 12, 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  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON (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**

Amendment of the previous disclosure to report the approval by the stockholders of amendments to the By-laws of SMFB.

**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.

<b>Date of Approval by Board of Directors</b>	Jul 5, 2018
<b>Date of Approval by Stockholders</b>	Sep 12, 2018
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	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)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	Sep 14, 2018
<b>Expected date of SEC approval of the Amended By-Laws</b>	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:

<b>Name</b>	Alexandra Trillana
<b>Designation</b>	Corporate Secretary and Compliance 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

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Total No. of Stockholders

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. **September 12, 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	Issued and Outstanding as of June 30, 2018
Common	5,909,220,090
Preferred	<u>15,000,000</u>
	5,924,220,090

10. Indicate the item numbers reported herein:

Item 9. Other Events

- I. At the special meeting of stockholders of San Miguel Food and Beverage, Inc. (the "Company") held on September 12, 2018:

1. Stockholders representing at least 2/3 of the outstanding capital stock of the Company present in person or by proxy at the meeting 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.
2. The following were duly elected as directors of the Company to occupy five (5) out of the six (6) new Board seats created upon approval by the stockholders of the increase in number of Board seats abovementioned. The election of the five (5) new directors shall be subject to the approval by the Commission of the amendment of the Articles of Incorporation to reflect such increase (the "AOI Amendment").

Mr. Roberto N. Huang  
 Mr. Emmanuel B. Macalalag  
 Mr. Ferdinand K. Constantino  
 Ms. Aurora T. Calderon  
 Mr. Cirilo P. Noel (Independent)

Their respective initial statements of beneficial ownership of securities (SEC Form 23-A) shall be submitted to the Commission within ten (10) calendar days from receipt by the Company of the Commission's approval of the AOI Amendment.

3. Stockholders representing at least 2/3 of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the following amendments to the By-laws of the Company:
    - a. 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; and
    - b. 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.
- II. At the special meeting of the Board of Directors of the Company also held on September 12, 2018 immediately after the special stockholders' meeting (SSM):
1. The Board accepted the resignation of Mr. Rolando L. Macasaet, who tendered his resignation as director of the Company on August 28, 2018

in view of his appointment as Chairman of the Board of the Government Service Insurance System, as previously disclosed.

2. The Board decided to advance the election of Mr. Cirilo P. Noel as independent director vice Mr. Rolando L. Macaset, effective today, September 12, 2018, to serve the unexpired term of Mr. Macasaet. The Board took notice that the Corporate Governance Committee previously determined that Mr. Noel has all the qualifications and none of the disqualifications for independent director, as set forth in the By-laws and Manual on Corporate Governance of the Company. Mr. Noel holds ten (10) common shares of the outstanding capital stock of the Company. His Certification of Independent Director has been submitted to the Commission together with the supplemented Definitive Information Statement (DIS) for the SSM. The DIS, copies of which have been distributed to the stockholders prior to the SSM, further sets out Mr. Noel's age, nationality, educational attainment, directorships in other companies and positions held in the last five (5) years.
3. The Board likewise appointed Mr. Cirilo P. Noel as member of the Audit Committee and Related Party Transactions Committee of the Company, effective September 12, 2018.

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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 and Compliance Officer

September 12, 2018.