

Ex-Date : Feb 15, 2019

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)
Feb 6, 2019
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 Avenue, Ortigas Center, Pasig City, Metro
Manila
Postal Code
1605
8. Issuer's telephone number, including area code
23/F The JMT Corporate Condominium, ADB Avenue, Or
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
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.

San Miguel Food and Beverage, Inc. FB

PSE Disclosure Form 6-1 - Declaration of Cash Dividends
References: SRC Rule 17 (SEC Form 17-C) and
Sections 6 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Declaration of Cash Dividends for Series 2 Preferred Shares.

Background/Description of the Disclosure

Please be informed that at the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on February 6, 2019, the Board approved the declaration of cash dividends for preferred shareholders of the Company as of record date of February 20, 2019 at P14.14225 per share. Payment date is March 12, 2019.

Type of Securities

- Common
 Preferred FBP2
 Others N/A

Cash Dividend

Date of Approval by Board of Directors	Feb 6, 2019
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Type (Regular or Special)	Regular
Amount of Cash Dividend Per Share	Preferred at P14.14225 per share
Record Date	Feb 20, 2019
Payment Date	Mar 12, 2019

Source of Dividend Payment	
Retained earnings as of December 31, 2018 and receipt of dividend income from subsidiaries.	
Other Relevant Information	
None.	
Filed on behalf by:	
Name	Alexandra Trillana
Designation	Corporate Secretary and Compliance Officer

Ex-Date : Feb 15, 2019

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)
Feb 6, 2019
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 Avenue, 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)	5,909,220,090

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.

San Miguel Food and Beverage, Inc. FB

PSE Disclosure Form 6-1 - Declaration of Cash Dividends
References: SRC Rule 17 (SEC Form 17-C) and
Sections 6 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Declaration of Cash Dividends for Common Shares.

Background/Description of the Disclosure

Please be informed that at the special meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on February 6, 2019, the Board approved the declaration of cash dividends for common shareholders of the Company as of record date of February 20, 2019 at P0.40 per share. Payment date is March 6, 2019.

Type of Securities

- Common
- Preferred N/A
- Others N/A

Cash Dividend

Date of Approval by Board of Directors	Feb 6, 2019
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Type (Regular or Special)	Regular
Amount of Cash Dividend Per Share	Common at P0.40 per share
Record Date	Feb 20, 2019
Payment Date	Mar 6, 2019

Source of Dividend Payment	
Retained earnings as of December 31, 2018 and receipt of dividend income from subsidiaries.	
Other Relevant Information	
None.	
Filed on behalf by:	
Name	Alexandra Trillana
Designation	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 I 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

Document I. D.

Document I. D.

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. **February 6, 2019**
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 December 31, 2018
Common	5,909,220,090
Preferred	15,000,000
	5,924,220,090

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 February 6, 2019:

- a. Upon the endorsement of the Corporate Governance Committee, the Board elected Mr. Winston A. Chan as Independent Director of the Company and member of the Audit Committee and Related Party Transactions Committee, effective February 6, 2019, to fill-in one of the two remaining vacancies in the Board upon approval by the Securities and Exchange Commission of the amendment of the Articles of Incorporation, reflecting the increase in the number of directors of the Company to 15. Mr. Chan holds ten (10) common shares of the outstanding capital stock of the Company.

Mr. Chan, Filipino, 63, is currently a Director of listed company Premiere Horizon Alliance Corporation (since February 2018) and private companies Kairos Business Solutions, Inc. (since February 2018) and DataOne Asia (Philippines), Inc. (since July 2018). He is also Chairman, ICT Scholarship Committee of SGV Foundation (since July 2002) and Member of the Board of Directors of Letran Alumni Association (since January 2018). In the last five years, Mr. Chan served as Advisor to the Board of Directors of listed company 2GO Group, Inc. (January to October 2018), and held the following positions in SGV & Co.: Management Committee Member and Managing Partner, Advisory Services, (July 2007 to June 2017) and Advisory Committee Member (July 2016 to June 2017). He was also Asia Coordinating Partner for EY Global 360 Accounts: Procter & Gamble, Bayer, Goodyear Tires and Sony (July 2007 to June 2017) and EY ASEAN Finance Advisory Leader (July 2012 to June 2015). Further, he was previously Director, Harvard Club of the Philippines (January 2014 to December 2016) and Harvard Business School Club of the Philippines (January 2012 to December 2014). Mr. Chan holds a Bachelor of Science Degree in Accountancy from Colegio de San Juan de Letran, and is a Certified Information Systems Manager, a Certified Information Systems Auditor, and a Certified Public Accountant. He also completed the Advanced Management Program at Harvard Business School, the Advanced Business Strategy Course at INSEAD Singapore, and the Management Development Program at Asian Institute of Management.

- b. As previously disclosed following the Board meeting on August 8, 2018 and upon the further endorsement of the Corporate Governance Committee, the Board approved the reorganization of the Board Committees of the Company, as follows, effective February 6, 2019:

EXECUTIVE COMMITTEE

Eduardo M. Cojuangco, Jr.	-	Chairman
Ramon S. Ang		
Francisco S. Alejo III		
Roberto N. Huang		

AUDIT COMMITTEE

Cirilo P. Noel (Independent) - Chairman
 Ricardo C. Marquez (Independent)
 Winston A. Chan (Independent)
 Aurora T. Calderon

RELATED PARTY TRANSACTIONS COMMITTEE

Carmelo L. Santiago (Independent) - Chairman
 Cirilo P. Noel (Independent)
 Minita V. Chico-Nazario (Independent)
 Winston A. Chan (Independent)

BOARD RISK OVERSIGHT COMMITTEE

Ricardo C. Marquez (Independent) - Chairman
 Carmelo L. Santiago (Independent)
 Minita V. Chico-Nazario (Independent)
 Menardo R. Jimenez
 Ferdinand K. Constantino

CORPORATE GOVERNANCE COMMITTEE

Minita V. Chico-Nazario (Independent) - Chairman
 Carmelo L. Santiago (Independent)
 Ricardo C. Marquez (Independent)
 Menardo R. Jimenez
 Virgilio S. Jacinto - Advisor

- c. The Board approved the declaration of cash dividends to shareholders of the Company as follows:

Preferred Shares Series 2 (FBP2)

Amount: P14.14225 per share
 Record Date: February 20, 2019
 Closing of Books: February 21 to 25, 2019
 Payment Date: March 12, 2019

Common Shares (FB)


Amount: P0.40 per share
 Record Date: February 20, 2019
 Closing of Books: February 21 to 25, 2019
 Payment Date: March 6, 2019

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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

February 6, 2019