

Remarks**C00642-2020**

- The Exchange approves the request of San Miguel Food and Beverage, Inc. ("FB") for the voluntary trading suspension of its Perpetual Preferred Shares Series "2" ("FBP2"), effective on February 12, 2020. The Exchange shall inform the Trading Participants and the investing public of further developments on the matter.

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 4-34 - Voluntary Trading Suspension

Subject of the Disclosure

Request for voluntary trading suspension in connection with the redemption of preferred shares series 2 (FBP2) of San Miguel Food and Beverage, Inc. (the "Company") as reported in PSE Disclosure Form 4-21 (Redemption of Security) dated February 3, 2020 filed by the Company together with this PSE Disclosure Form 4-34 (Voluntary Trading Suspension).

Background/Description of the Disclosure

Please see attached SEC Form 17-C and the related PSE Disclosure Form 4-21 (Redemption of Security) dated February 3, 2020 filed by the Company together with this PSE Disclosure Form 4-34 (Voluntary Trading Suspension).

Stock Symbol(s) of Affected Securities	FBP2
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Trading Suspension Details

Execution Date	Feb 12, 2020
Execution Time	9:00 A.M.
Lifting Date	TBA
Lifting Time	TBA

Reason(s) for the request

Consistent with the policy and practice of the Philippine Stock Exchange, the Company requests that the trading of the FBP2 shares be suspended starting February 12, 2020, three (3) business days before the record date of February 17, 2020.

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)

1 0 0 E . R O D R I G U E Z J R .

A V E N U E C - 5 R O A D ,

B A R A N G A Y U G O N G

P A S I G C I T Y 1 6 0 4

M E T R O M A N I L A

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

ALEXANDRA B. TRILLANA

Contact Person

(632) 5317-5450

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 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

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 3, 2020**
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. **100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City**
1604
(Address of principal office) (Postal Code)
7. **(632) 5317-5000** (Registrant's telephone number, including area code)
8. **Not applicable.**
(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 September 30, 2019
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

At the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on February 3, 2020:

- a. 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 17, 2020
Closing of Books:	February 18 to 22, 2020
Payment Date:	March 12, 2020

Common Shares (FB)

Amount:	P0.40 per share
Record Date:	February 17, 2020
Closing of Books:	February 18 to 22, 2020
Payment Date:	March 2, 2020

- b. The Board approved the redemption of the preferred shares series 2 issued by the Company on March 12, 2015 (the "FBP2 Shares"), as follows:

The redemption price of the FBP2 Shares at the amount of P1,000.00 per share and all accumulated unpaid cash dividends, if any (the "Redemption Proceeds") shall be paid on March 12, 2020 to the relevant stockholders of record as of February 17, 2020, in accordance with the Notice of Redemption, including guidelines for the payment of the Redemption Proceeds, attached hereto as Annex "A".


For FBP2 Shares that are held in stockbroker or custodian bank accounts with the Philippine Depository and Trust Corporation (PDTC) (the "Scripless Shares"), the Redemption Proceeds shall be remitted to the PDTC through Real Time Gross Settlement on March 12, 2020, enabling the PDTC to credit the stockbrokers and custodian banks' settlement bank accounts on the same date. Shareholders holding Scripless Shares are advised to coordinate with their stockbrokers and custodian banks with respect to the release of their Redemption Proceeds.

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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 3, 2020.

ANNEX "A"

Notice of Redemption of Preferred Shares

Dear Shareholder:

Notice is hereby given that San Miguel Food and Beverage, Inc. (formerly San Miguel Pure Foods Company Inc., the "Company") will redeem the Series 2 Preferred Shares issued by the Company on March 12, 2015 (the "FBP2 Shares") at a redemption price of ₱1,000.00 per share and will remit all accumulated unpaid cash dividends, if any (collectively, the "Redemption Proceeds"), in accordance with the terms and conditions of the issuance of the FBP2 Shares. The redemption of the FBP2 Shares was approved by the Board of Directors of the Company on February 3, 2020.

Redemption shall take effect on March 12, 2020. The Redemption Proceeds shall be paid in check on March 12, 2020 to the relevant stockholders of record as of February 17, 2020.

The check issued for the Redemption Proceeds of the FBP2 Shares shall be available for release at the office of the SMC Stock Transfer Service Corporation ("SMC STSC") commencing on March 12, 2020, during office hours from 9:00 AM to 6:00 PM, at:

SMC Stock Transfer Service Corporation
Second Floor SMC Head Office
40 San Miguel Avenue, Ortigas Center
Mandaluyong City

SMC STSC shall release the check to the shareholder upon the submission and verification of the following documents:

- For Individual Shareholders:
 - Original FBP2 stock certificates, duly endorsed
 - Photocopies of two valid identification documents ("IDs") containing the specimen signature of the shareholder;
 - If the shareholder shall designate an attorney-in-fact to endorse his/her stock certificates, a duly notarized Special Power of Attorney (see Attachment A) and photocopies of the attorney-in-fact's IDs containing his/her specimen signature;
 - If the shareholder shall designate a representative to receive the check, an authorization letter (see Attachment B) originally signed by the shareholder appointing his/her representative to receive the check on his/her behalf and photocopies of the representative's two (2) valid IDs containing his/her specimen signature; and

- Proof and acknowledgement of receipt of the Redemption Proceeds and quitclaim in the form prescribed by SMC STSC, signed by the shareholder (or his/her attorney-in-fact or representative).
- For Corporate Shareholders:
 - Original stock certificates, duly endorsed by the corporation's authorized signatories;
 - Secretary's Certificate designating the authorized signatories of the corporation with their specimen signatures;
 - Two (2) valid IDs of each of the authorized signatory/ies and the corporate secretary of the corporation containing their respective specimen signatures;
 - A copy of the latest articles of incorporation, by-laws and General Information Statement of the corporation, certified to be true by the corporate secretary; and
 - Proof and acknowledgement of receipt of the Redemption Proceeds and quitclaim in the form prescribed by SMC STSC, signed by the authorized signatory/ies.

Lost Certificates

In case of lost stock certificates, the shareholder will have to submit a duly notarized affidavit of loss in the prescribed form (see Attachment C) and the publication of a notice of loss in a newspaper of general circulation, once a week for three consecutive weeks should be completed.

SMC STSC shall release the check for the Redemption Proceeds of the FBP2 Shares to the shareholder upon the submission of the Affidavit of Loss, and payment of a transfer fee of P134.50 per stock certificate, the affidavit of publication of the notice of loss as above-described, the submission of the duly endorsed replacement stock certificate/s, and full compliance with all other legal requirements.

Deceased Shareholder

In case the shareholder is deceased, the FBP2 Shares form part of the estate of a deceased shareholder and are subject to settlement in accordance with applicable Philippine law and rules. The heir/s shall submit to SMC STSC the requirements for transfer of shares from a deceased shareholder to his/her heirs (see Attachment D) and the Affidavit of Quitclaim in the prescribed form (see Attachment E). SMC STSC shall release the check for the Redemption Proceeds to the heir/s upon the completion of the afore-mentioned requirements, the payment of a transfer fee of P134.50 per stock certificate, the submission of duly endorsed stock certificate/s in the name of the heir/s, and full compliance with all other legal requirements.

Scripless Shares

The Redemption Proceeds for all FBP2 Shares held in stockbroker or custodian bank accounts with the Philippine Depository and Trust Corporation (“PDTC”) (the “Scripless Shares”) are payable by the Company to the PDTC in cleared funds on March 12, 2020 and will be credited on the same date by PDTC, in turn, to the bank accounts of its participant-stockbrokers and custodian banks. PDTC shall inform its participant-stockbrokers and custodian banks to coordinate with the beneficial owners of the FBP2 Shares on the release of the respective interests of the latter in the Redemption Proceeds paid by the Company to PDTC.

Should you have inquiries regarding the redemption of the FBP2 Shares and the release of the Redemption Proceeds, you may contact the following:

SMC Stock Transfer Service Corporation
Tel. Nos. : 8632-3450 to 52
Fax No. : 8632-3535
E-mail : smc_stsc@sanmiguel.com.ph
Contact Person: Clarice Abaño
Abigail Mungcal

Very truly yours,

Alexandra B. Trillana
Corporate Secretary

Attachment A

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

SPECIAL POWER OF ATTORNEY

I, _____, of legal age, single/married, with residence at _____, hereby name, constitute and appoint _____, of legal age, single/married, with residence at _____, to be my true and lawful attorney, in my name, place and stead, to do any of the following acts:

- (a) To submit for redemption _____ (_____) series 2 preferred shares in San Miguel Food and Beverage, Inc., formerly San Miguel Pure Foods Company Inc. (the "FBP2 Shares" and the "Company", respectively) at the redemption price of ₱1,000.00 per share and all accumulated unpaid cash dividends, if any (the "Redemption Proceeds");
- (b) To do any and all acts necessary to implement the foregoing, including to endorse the stock certificates covering the FBP2 Shares and to sign any document necessary to implement the foregoing, such as but not limited to, the proof of receipt of the Redemption Proceeds and quitclaim in the prescribed form; and
- (c) To receive the check for the Redemption Proceeds of the FBP2 Shares.

HEREBY CONFIRMING AND RATIFYING everything which the attorney or his/her duly authorized substitutes, shall do to or purport to do under this Power of Attorney and hold the Company and any of its directors, officers, advisers, employees and agents free and harmless from any and all claims, damages or losses arising from or relating to its/their reliance on the authority given by this Power of Attorney.

This Power of Attorney is given in consideration of the attorney effecting the redemption of the FBP2 Shares.

This Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

Designated Attorney-In-Fact

Signature

IN WITNESS WHEREOF, I have hereunto set my hands this ____ day of _____, 2020 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Special Power of Attorney and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.

Attachment B
Authorization Letter

_____, 2020

San Miguel Food and Beverage Inc.
100 E. Rodriguez Jr. Avenue (C-5 Road)
Barangay Ugong, Pasig City 1604

SMC Stock Transfer Service Corporation
2nd Floor SMC Head Office Complex
40 San Miguel Avenue
Mandaluyong City

Re: Authorization Letter

Gentlemen:

This is to authorize _____, for and on my behalf, to receive the check/s for the Redemption Proceeds for _____ (_____) series 2 preferred shares ("FBP2 Shares") issued in 2015 by San Miguel Pure Foods Company Inc., now named San Miguel Food and Beverage, Inc. (the "Company"), at the redemption price of P1,000.00 per share.

Upon my representative's receipt of the checks covering the Redemption Proceeds of the FBP2 Shares, I hereby release and forever discharge the Company and SMC Stock Transfer Service Corporation and their respective directors, officers, employees and agents from any and all claims, obligations and liabilities in connection with or arising from my FBP2 Shares. This release and discharge shall be binding upon all my heirs, assigns and successors-in-interest.

Very truly yours,

Stockholder

Attachment C

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

AFFIDAVIT OF LOSS

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say that:

I am stockholder of San Miguel Food and Beverage, Inc., formerly San Miguel Pure Foods Company Inc., owning _____ (_____) shares of the series 2 preferred shares of the said corporation (the "FBP2 Shares"), represented by the following certificate/s of stock (the "Certificate/s"):

CERTIFICATE NO.	NO. OF FBP2 SHARES	DATE ISSUED
TOTAL	_____	

The Certificate/s was/were discovered to be missing, and despite diligent efforts having been exerted, the same could not be located;

The Certificate/s have not been sold, pledged, mortgaged or in any way encumbered by me, and they are free from any lien or encumbrance;

This affidavit had been executed for the purpose of securing from San Miguel Food and Beverage, Inc. new certificate/s of stock in replacement of the missing Certificate/s and to request the said corporation to take the necessary steps to prevent the negotiation of transfer of the lost Certificate/s.

I hereby surrender the replacement stock certificates to the FBP2 Shares to claim the redemption price of the FBP2 Shares and all accumulated unpaid cash dividends, if any;

Upon receipt of the check covering the redemption price of the FBP2 Shares and all accumulated unpaid cash dividends thereon, if any, I hereby release and forever discharge San Miguel Food and Beverage, Inc., its redemption agent, SMC Stock Transfer Service Corporation, and their respective directors, officers, employees and agents from any and all claims, obligations and liabilities in connection with or arising from my holdings of FBP2 Shares. This release and discharge shall be binding upon all my heirs, assigns and successors-in-interest.

I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2020 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Affidavit and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.

Attachment D

PROCEDURE FOR THE TRANSFER OF SAN MIGUEL FOOD AND BEVERAGE,
INC. (SMFB) SHARES OF STOCK FROM A DECEASED STOCKHOLDER TO
HIS/HER HEIR(S)

The transfer of a deceased stockholder's shares and the issuance of new stock certificate/s to his/her heir/s may be done judicially (through court proceedings) or extra-judicially (out-of-court settlement).

A. If the estate of the deceased stockholder is settled judicially, whether testate (with a Will) or intestate (without a Will), the heirs will have to submit to SMC Stock Transfer Service Corporation (SMC STSC) the following:

1. The original certificates of the deceased stockholder's shares of stock.
2. When there is a Will, a certified true copy of the Will and the final Court Order probating the same, together with a certified true copy of the Project of Partition and the final Court Order approving the same.
3. When there is no Will, a certified true copy of the Project of Partition and the final Court Order approving the same.
4. Certificate Authorizing Registration (CAR) issued by the Bureau of Internal Revenue (BIR) attesting to the payment or exemption from payment of the estate tax and all other taxes that may be required (e.g. Documentary Stamp Taxes), in accordance with the National Internal Revenue Code unless the Court Order specifically provides that the transfer may be effected prior to the payment of the relevant taxes.
5. Duly accomplished specimen signature cards from SMC STSC together with photocopies of two (2) current and valid Identification Documents (IDs) of each of the heirs.
6. Payment of transfer fees – P112.00 for every issued certificate plus P22.40 for every cancelled certificate.

B. If the estate of the deceased stockholder is settled extra-judicially, the heir/s will have to execute a Deed of Extra-Judicial Settlement (Deed) or an Affidavit of Self-Adjudication (Affidavit), if there is only one heir.

The heir/s must also have a Notice of Estate's Settlement published in a newspaper of general circulation once a week for three (3) consecutive weeks and request for the publisher's Affidavit attesting the same.

The heir/s must also file the estate tax return with the BIR District Office of the decedent's last known address and receive from the BIR the Certificate Authorizing Registration (CAR).

The heir/s must have the Deed or Affidavit, as the case may be, registered with the Register of Deeds of the decedent's last known residence.

The heirs will have to submit to SMC STSC the following:

1. The original certificate/s of the deceased stockholder's shares of stock.
2. A copy of the Certificate of Death.
3. A copy of the Birth Certificate of the heir/s showing the deceased stockholder as parent if the heir is a descendant; if the heir is the surviving spouse, a copy of the Marriage Certificate between the deceased stockholder and his/her spouse; if the heir is a brother or sister, Birth Certificates of the deceased stockholder and the heir showing a common ancestor.
4. An originally signed or certified true copy of the Deed or Affidavit, as the case may be, duly annotated by the relevant Register of Deeds.
5. Affidavit of publication by the publisher of the newspaper in which the notice of settlement had been published.
6. CAR issued by the BIR attesting to the payment or exemption from payment of the estate tax and all other taxes that may be required (e.g. Documentary Stamp Taxes), as required by the National Internal Revenue Code.
7. Duly accomplished specimen signature cards from SMC STSC together with photocopies of two (2) current and valid Identification Documents (IDs) of each of the heirs.
8. Payment of transfer fees – P112.00 for every issued certificate plus P22.40 for every cancelled certificate.

The new stock certificate/s issued in the name of the heir/s shall be released after a period of two (2) years from the date of registration with the Register of Deeds. However, the certificate/s may be released within such two-year period, provided that the heir/s will submit a two-year heirs bond in favor of SMFB, issued by an accredited

bonding company, in an amount equivalent to the total estimated market value of the decedent's shares.

Attachment E

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

AFFIDAVIT OF QUITCLAIM

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say that:

I am the Administrator / Administratrix / Executor / Executrix of the estate of the deceased _____;

The deceased _____ is a stockholder of San Miguel Food and Beverage, Inc., formerly San Miguel Pure Foods Company Inc., owning _____ (_____) shares of the series 2 preferred shares of the said corporation (the "FBP2 Shares");

I hereby surrender the stock certificates to the FBP2 Shares of the decedent to claim the redemption price of the FBP2 Shares and all accumulated unpaid cash dividends thereon, if any (the "Redemption Proceeds");

Upon my receipt of the check covering the Redemption Proceeds of the FBP2 shares, I hereby release and forever discharge San Miguel Food and Beverage, Inc., its redemption agent, SMC Stock Transfer Service Corporation, and their respective directors, officers and employees from any and all claims, obligations and liabilities in connection with or arising from the decedent's holdings in FBP2 Shares. This release and discharge shall be binding upon all the heirs of the decedent, assigns and successors-in-interest;

I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2020 at _____.

Administrator / Administratrix / Executor / Executrix

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Affidavit and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;

Page No. _____;

Book No. _____;

Series of 2020.