

C03973-2019

**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)
Jun 5, 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 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)	5,909,220,090
PREFERRED (FBP2)	15,000,000

11. Indicate the item numbers reported herein
ITEM 4. ELECTION OF DIRECTORS

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 4-8 - Change in Directors and/or Officers
(Resignation/Removal or Appointment/Election)
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Election of Mr. Joseph N. Pineda as Director of the Company.

Background/Description of the Disclosure

This is to amend the previous disclosure to correct the name of Ms. Kristina Lowella I. Garcia, the Company's AVP and Investor Relations Manager in the attached SEC Form 17-C.

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
-	-	-	-

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Joseph N. Pineda	Director	Jun/05/2019	Jun/05/2019	10	-	N/A

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
-	-	-	-	-	-	-	-

Other Relevant Information

Mr. Pineda was elected as non-executive director of the Company at its Annual Stockholders' Meeting on June 5, 2019, filling-in the remaining vacancy in the Board of Directors upon the approval by the SEC of the amendment to the Articles of Incorporation increasing the number of directors of the Company from 9 to 15, which approval was issued on January 7, 2019.

Filed on behalf by:

Name	Alexandra Trillana
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Designation	Corporate Secretary and Compliance Officer
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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

Total Amount of Borrowings 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. **June 5, 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 March 31, 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

Please be informed that at the Annual Meeting of Shareholders (the "ASM") and Organizational Meeting of the Board of Directors (the "Board") of San Miguel Food and Beverage, Inc. (the "Corporation") both held on June 5, 2019:

1. Upon the favorable endorsement of the Corporate Governance Committee, the following directors were duly elected at the ASM, with the respective number of shares held by each in the Corporation as of June 5, 2019:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Eduardo M. Cojuangco, Jr.	Common	10 (Direct)	10 (0.00%)
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	240,010 (0.00%)
	Preferred Series 2	230,000 (Beneficial) 10,000 (Beneficial)	
Roberto N. Huang	Common	10 (Direct)	3,510 (0.00%)
	Preferred Series 2	3,500 (Beneficial)	
Emmanuel B. Macalalag	Common	10 (Direct)	10 (0.00%)
Ferdinand K. Constantino	Common	10 (Direct)	8,110 (0.00%)
	Preferred Series 2	8,100 (Beneficial)	
Aurora T. Calderon	Common	10 (Direct)	10 (0.00%)
Joseph N. Pineda	Common	10 (Direct)	10 (0.00%)
Menardo R. Jimenez	Common	10 (Direct)	10 (0.00%)
Ma. Romela M. Bengzon	Common	10 (Direct)	10 (0.00%)
Carmelo L. Santiago	Common	10 (Direct)	10 (0.00%)
Minita V. Chico-Nazario	Common	10 (Direct)	10 (0.00%)
Ricardo C. Marquez	Common	10 (Direct)	10 (0.00%)
Cirilo P. Noel	Common	10 (Direct)	10 (0.00%)
Winston A. Chan	Common	10 (Direct)	10 (0.00%)

2. Upon the favorable endorsement of the Audit Committee, stockholders representing at least majority of the outstanding common shares of the Corporation present in person or by proxy at the ASM, appointed R. G. Manabat & Co. as external auditor of the Corporation for the year 2019.

3. The following key officers were duly elected at the Organizational Meeting of the Board:

Eduardo M. Cojuangco, Jr.	Chairman
Ramon S. Ang	Vice Chairman, President and Chief Executive Officer

Francisco S. Alejo III	Chief Operating Officer – Food
Roberto N. Huang	Chief Operating Officer – Beer
Emmanuel B. Macalalag	Chief Operating Officer – Spirits
Ferdinand K. Constantino	Treasurer
Ildfonso B. Alindogan	Vice President, Chief Finance Officer and Chief Strategy Officer
Ophelia L. Fernandez	Internal Audit Head of the Company and its Food Division
Alexandra B. Trillana	Compliance Officer, Corporate Secretary and General Counsel of the Company and its Food Division
Ma. Celeste L. Ramos	Assistant Corporate Secretary
Kristina Lowella I. Garcia	Assistant Vice President, Investor Relations Manager

Of such officers, the shareholdings of Messrs. Cojuangco, Ang, Alejo, Huang, Macalalag and Constantino in the Corporation are mentioned above. The shareholdings of the other named officers as of June 5, 2019, are as below provided:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Ildfonso B. Alindogan	N/A	N/A	0
Ophelia L. Fernandez	Common	500 (Beneficial)	500
Alexandra B. Trillana	Preferred Series 2	1,000 (Beneficial)	1,000
Ma. Celeste L. Ramos	Preferred Series 2	300 (Beneficial)	300
Kristina Lowella I. Garcia	N/A	N/A	0

In the same meeting, the following were elected to the Board Committees of the Corporation:

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
Ferdinand K. Constantino - Advisor

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

Also in the same meeting, Justice Minita V. Chico-Nazario was appointed as the Lead Independent Director of the Corporation, in compliance with the new Code of Corporate Governance for Publicly-Listed Companies (the "CG Code").

Likewise in compliance with the CG Code and the Corporation's Policy on Multiple Board Seats as reflected in its Manual on Corporate Governance, the members of the Board were reminded of their fiduciary duty to notify the Board where he or she is an incumbent director before accepting a directorship in another company.

Furthermore, the Board approved the depository banks, signing authorities and limits for corporate transactions of the Corporation, subject to amendment as the need arises, for approval at subsequent Board meetings.

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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

June 5, 2019.