

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)
Mar 13, 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 |
| 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 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Matters approved by the Board of Directors of the Company at the meeting held on March 13, 2019.

Background/Description of the Disclosure

Board approval of the following particular items:

A. (1) the audited consolidated financial statements of the Company as at and for the year ended December 31, 2018 (the "2018 Audited Financial Statements"), and the submission to the SEC and the PSE of the Annual Report of the Company (or SEC Form 17-A), including the 2018 Audited Financial Statements; and (2) the Company's 2019 Consolidated Internal Audit Plan and 2019 Consolidated Outsourcing Plan, and

B. (1) the amendment to the Related Party Transactions Policy of the Company, by increasing the threshold for loans and advances that require review by the Committee and approval by the Board, to take into account the greater scale of operations of the Company following the consolidation of the beverage businesses under the Company; and (2) the utilization of the credit lines of the Company's subsidiaries with Bank of Commerce and Bank of Commerce Trust.

Other Relevant Information

Please see attached.

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 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 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. **March 13, 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 | <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 March 13, 2019:

- A. Upon the endorsement of the Audit Committee, the Board approved (1) the audited consolidated financial statements of the Company as at and for the year ended December 31, 2018 (the "2018 Audited Financial Statements"), and the submission to the SEC and the PSE of the Annual Report of the Company (or SEC Form 17-A), including the 2018 Audited Financial Statements; and (2) the Company's 2019 Consolidated Internal Audit Plan and 2019 Consolidated Outsourcing Plan.
- B. Upon the endorsement of the Related Party Transactions Committee, the Board approved (1) the amendment to the Related Party Transactions Policy of the Company (the "RPT Policy"), by increasing the threshold for loans and advances that require review by the Committee and approval by the Board, to take into account the greater scale of operations of the Company following the consolidation of the beverage businesses under the Company; and (2) the utilization of the credit lines of the Company's subsidiaries with Bank of Commerce and Bank of Commerce Trust.
- C. The Board declared that the Annual Stockholders' Meeting of the Company will be held on June 5, 2019, Wednesday, 2:00 p.m., at the Canteen, Podium Level, San Miguel Corporation Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

In this connection:

- (i) The record date for the stockholders entitled to vote at the said meeting is May 3, 2019;
 - (ii) The stock and transfer books will be closed from May 4 to May 9, 2019;
 - (iii) The deadline for submission of proxies is on May 22, 2019; and
 - (iv) The validation of proxies will be on May 29, 2019.
- D. The Agenda of the Annual Stockholders' Meeting shall be as follows:
- 1. Certification of Notice and Quorum
 - 2. Approval of the Minutes of the Annual Stockholders' Meeting held on May 11, 2018 and Special Stockholders' Meeting held on September 12, 2018
 - 3. Presentation of the Annual Report and Approval of the 2018 Audited Financial Statements
 - 4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
 - 5. Appointment of External Auditor for 2018
 - 6. Election of the Board of Directors
 - 7. Other Matters
 - 8. Adjournment

- E. The Board approved the change of office address of the Company from the 23rd Floor of The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila, to 100 E. Rodriguez Jr. Avenue (C-5 Road), Barrio Ugong, Pasig City, Metro Manila. The move to the new office is estimated to be in the early second quarter of 2019. Per SEC Memorandum Circular No. 6, series of 2016, as the new office address is in another location within the same city, Pasig City, it will not be necessary to amend the Articles of Incorporation of the Company to reflect the new address. However, the Company will be submitting to the SEC an amended General Information Sheet declaring such new office address upon its transfer.

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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

March 13, 2019.