

C03225-2018

## 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)  
May 9, 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 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)	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 4-30 - 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**

Board approval of the (a) updated Policy on Conflict of Interest for the San Miguel Food Group comprised of the food subsidiaries of the Company and (b) delegation to management of the authority to take all actions in order for the Company to comply with the minimum public ownership requirement.

**Background/Description of the Disclosure**

Please see attached.

**Other Relevant Information**

None.

**Filed on behalf by:**

<b>Name</b>	Zenaida Postrado
<b>Designation</b>	VP & Chief Finance Officer

May 9, 2018

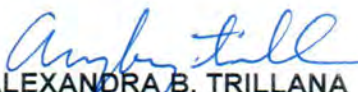
**Philippine Stock Exchange, Inc.**  
9th Floor, PSE Tower  
28th Street cor. 5th Avenue  
BGC Taguig City

Attention: **MR. JOSE VALERIANO B. ZUÑO**  
**OIC-Head, Disclosure Department**

Gentlemen:

In compliance with Section 17.1(b) and Section 17.3 of the Securities Regulation Code and the PSE Revised Disclosure Rules, we submit herewith a copy of SEC Form 17-C reporting on the matters approved during the regular meeting of the Board of Directors of San Miguel Pure Foods Company Inc. held on May 9, 2018.

Very truly yours,



**ALEXANDRA B. TRILLANA**  
Corporate Secretary

**San Miguel Pure Foods Company, Inc**

23rd Flr., The JMT Corporate Condominium, ADB Avenue  
1605 Ortigas Center, Pasig City, Metro Manila, Philippines  
Tel. No.: (632) 317-5000  
Website: [www.sanmiguelpurefoods.com.ph](http://www.sanmiguelpurefoods.com.ph)



**SAN MIGUEL CORPORATION**

SEC COPY

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

23	r	d	F	i	r.		J	M	T		B	i	d	g.		A	D	B	
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(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

Company Telephone Number

SEC Form

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Month

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Day

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FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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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. **May 9, 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. **SAN MIGUEL PURE FOODS COMPANY INC.**  
(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, 2018
Common	1,666,670,960
Preferred	<u>15,000,000</u>
	1,681,670,960



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 May 9, 2018 where Mr. Francisco S. Alejo III, the President and sole executive director of the Company, was not in attendance:

A. Upon the endorsement of the Audit Committee, the Board approved the submission to the SEC and PSE of the Quarterly Report of the Company (or SEC Form 17-Q), including financial statements as at and for the period ended March 31, 2018.

B. Upon the endorsement of the Corporate Governance Committee, the Board approved the Integrated Annual Corporate Governance Report of the Company, which shall be submitted to the SEC and PSE not later than May 30, 2018 and posted on the Company's website within five business days thereafter, in accordance with SEC Memorandum Circular No. 15, series of 2017 and PSE Memo No. 2017-079.

C. Upon the endorsement of the Corporate Governance Committee, the Board also approved the updated Policy on Conflict of Interest for the San Miguel Food Group comprised of the food subsidiaries of the Company.

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

Preferred Series 2 (FBP2) Shares

Amount:	P14.14225 per share
Record Date:	May 24, 2018
Closing of Books:	May 25 to 30, 2018
Payment Date:	June 13, 2018

Common (FB) Shares

Amount:	P0.20 per share
Record Date:	May 24, 2018
Closing of Books:	May 25 to 30, 2018
Payment Date:	June 8, 2018

E. Upon the endorsement of the Audit Committee, the Board approved the delegation to management of the authority to sign, execute and deliver all documents on behalf of the Company, as well as take all other actions in order for the Company to comply with the minimum public ownership requirement of the SEC and PSE for publicly listed companies, including the offer and issuance of new common shares to the public (the "Offer"). The terms of the Offer shall be presented for the further approval, confirmation and ratification of the Board.

F. The Board deliberated on the results of the assessment of the members of the Audit Committee, of the performance of the Committee, for the year ended December 31, 2017.

The Board further deliberated on the results of the assessment of the directors of their individual performance, as well as that of the collective Board, the Board Committees, the President of the Company, and the Board's relationship with Management, for the year ended December 31, 2017.

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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

May 9, 2018.