

C04622-2018

**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)
Jul 5, 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
23F 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
SAN MIGUEL PURE FOODS COMPANY INC.
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 4. Resignation, Promotion and Appointment

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
Appointment of key officers of the Company.
Background/Description of the Disclosure
Please see 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
Zenaida M. Postrado	Treasurer and San Miguel Food Group Chief Finance Officer	Jul 05, 2018	Restructuring
Rita Imelda B. Palabyab	Head, Branded Business Cluster; President, The Purefoods-Hormel Company, Inc. and Magnolia Inc.	Jul 05, 2018	Restructuring
Leo A. Obviar	Head, Agro-Industrial Cluster; President, San Miguel Foods, Inc.	Jul 05, 2018	Restructuring
Raul B. Nazareno	Head, International Business Cluster and Branded Business Cluster Exports Business	Jul 05, 2018	Restructuring
Florentino C. Policarpio	Head, Milling Cluster; President, San Miguel Mills, Inc.	Jul 05, 2018	Restructuring
Elizabeth R. Bay	Vice President and General Manager, San Miguel Mills, Inc.	Jul 05, 2018	Restructuring
Oscar R. Sañez	Vice President, San Miguel Food Group Corporate Affairs and Strategic Planning Head	Jul 05, 2018	Restructuring
Rodolfo M. Abaya	Vice President, San Miguel Food Group Human Resources Head	Jul 05, 2018	Restructuring
Jennifer T. Tan	Vice President, San Miguel Food Group Procurement Head	Jul 05, 2018	Restructuring
Helene Z. Pontejos	Vice President and General Manager, San Miguel Foods – Great Food Solutions	Jul 05, 2018	Restructuring
Ophelia L. Fernandez	San Miguel Food Group Internal Audit Head	Jul 05, 2018	Restructuring

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	
Roberto N. Huang	Chief Operating Officer - Beer	Jul 05, 2018	Jul 05, 2018	0	3,500 (Series 2 Preferred)	Lodged through PCD
Emmanuel B. Macalalag	Chief Operating Officer - Liquor	Jul 05, 2018	Jul 05, 2018	0	0	N/A
Ferdinand K. Constantino	Treasurer	Jul 05, 2018	Jul 05, 2018	0	8,100 (Series 2 Preferred)	Lodged through PCD
Ildefonso B. Alindongan	Vice President, Chief Finance Officer and Strategy Officer	Jul 05, 2018	Jul 05, 2018	0	0	N/A
Kristina Lowella I. Garcia	Assistant Vice President, Investment Relations Manager	Jul 05, 2018	Aug 01, 2018	0	0	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	

	Vice Chairman	Vice Chairman, President and Chief Executive Officer			10	0	
Francisco S. Alejo III	President	Chief Operating Officer-Food	Jul 05, 2018	Jul 05, 2018	10	230,000 (Common) 10,000 (Series 2 Preferred)	Lodged through PCD

Other Relevant Information	
Please see attached.	

Filed on behalf by:

Name	Zenaida Postrado
Designation	VP & Chief Finance Officer

SEC COPY

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.

--	--	--	--	--	--	--	--	--	--

Amended Articles Number/Section

--	--	--	--	--	--	--	--	--	--

Total No. of Stockholders

Total Amount of Borrowings

--	--	--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

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. **July 5, 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. **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, 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 special meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on July 5, 2018:

- A. The Board approved the amendment to the Sixth Article of the Articles of Incorporation of the Company, increasing the number of directors of the Company from nine (9) directors, to fifteen (15) directors, subject to further stockholder approval. In view of the consolidation of the food and beverage businesses of San Miguel Corporation (SMC) under the Company, the amendment will allow the Company to expand its Board membership to include directors competent in the beverage businesses of SMC, in order for the Board to have a collective working knowledge, experience or expertise that is relevant to the food and beverage industry in which the Company belongs. This will enable the Board to better fulfill its roles and responsibilities, and respond to the needs of the organization based on the evolving business environment and strategic direction of the Company.
- B. The Board approved the following amendments to the By-laws of the Company, subject to further stockholder approval:
- (i) The change in the date of the annual stockholders' meeting (ASM) of the Company in Article I, Section 1, from the second Friday of May of every year, to the first Wednesday of June of every year, moving the date of the Company's ASM until after the ASMs of San Miguel Brewery Inc. (SMB) and Ginebra San Miguel, Inc. (GSMI) are held.
 - (ii) The delineation of the duties, responsibilities and functions of the Chairman of the Board from the President and Chief Executive Officer of the Company in Article IV, Section 4, to align with the duties and responsibilities of the said officers as set forth in the Company's Manual on Corporate Governance.
- C. Upon the endorsement of the Corporate Governance Committee, the Board approved the creation of the following key officer positions: (i) Chief Operating Officer for Food; (ii) Chief Operating Officer for Beer; and (iii) Chief Operating Officer for Liquor, as well as the appointment of the following persons as key officers of the Company:

President and Chief Executive Officer	Mr. Ramon S. Ang (effective July 5, 2018)
Chief Operating Officer – Food	Mr. Francisco S. Alejo III (effective July 5, 2018)
Chief Operating Officer – Beer	Mr. Roberto N. Huang (effective July 5, 2018)
Chief Operating Officer – Liquor	Mr. Emmanuel B. Macalalag (effective July 5, 2018)

Treasurer	Mr. Ferdinand K. Constantino (effective July 5, 2018)
Vice President, CFO and Strategy Officer	Mr. Ildefonso B. Alindogan (effective July 5, 2018)
Assistant Vice President, Investor Relations Manager	Ms. Kristina Lowella I. Garcia (effective August 1, 2018)

The following are the qualifications of the new officers of the Company:

Mr. Roberto N. Huang, 69, is Director and President of SMB, and is a member of SMB's Executive Committee. He is also a Director of San Miguel Brewing International Limited and San Miguel Brewery Hong Kong Limited; and Chairman and President of Iconic Beverages, Inc., Brewery Properties Inc. and Brewery Landholdings, Inc. Mr. Huang holds a Bachelor of Science Degree in Mechanical Engineering from Mapua Institute of Technology and completed academic requirements for a Master's Degree in Business Administration from De La Salle University. Mr. Huang holds 3,500 series 2 preferred shares of the Company.

Mr. Emmanuel B. Macalalag, 52, is Vice President and General Manager of GSML. He currently holds the following positions in the various subsidiaries and affiliates of GSML: Director of Distileria Bago, Inc., East Pacific Star Bottlers Phils Inc. and Thai Ginebra Trading Company Limited. He previously held the following positions in the Company: Manufacturing Group Manager, Manufacturing Operations Group, Planning and Management Services Manager, Business Planning and Development Manager and Business Planning and Investor Relations Manager. He was also a Deputy General Manager/Operations Director of Thai San Miguel Liquor Company Limited. Mr. Macalalag obtained his Bachelor and Master's Degree in Science, Major in Mathematics from De La Salle University and his PhD degree in Operations Research from the University of Melbourne, Australia. Mr. Macalalag does not hold any shares of the outstanding capital stock of the Company.

Mr. Ferdinand K. Constantino, 67, is Director of SMB and is the Chairman of SMB's Executive Compensation Committee and a Member of its Audit Committee and Governance and Nomination Committee. He also holds, among others, the following positions: Senior Vice President, Chief Finance Officer and Treasurer of SMC; Director of Top Frontier Investment Holdings, Inc. and Petron Malaysia; Director and Vice Chairman of San Miguel Consolidated Power Corporation; President of Anchor Insurance and Brokerage Corporation; Director of San Miguel Yamamura Packaging Corporation, Citra Metro Manila Tollways Corporation and Northern Cement Corporation; and Chairman of the San Miguel Foundation, Inc. Mr. Constantino holds a Bachelor of Arts Degree in Economics from the University of the Philippines and completed academic requirements for a Master's Degree in Economics from the University of the Philippines. Mr. Constantino holds 8,100 series 2 preferred shares of the Company.

Mr. Ildefonso B. Alindogan, 44, joined the San Miguel Group of companies on April 26, 2018. Before joining San Miguel, he was employed at Standard Chartered Bank, Manila, as Executive Director – Head of Philippines FX and Rates Trading, Financial Markets (September 2012 to March 2018) and Director – Sales, Financial Markets (September 2010 to August 2012). Mr. Alindogan

holds a Bachelor of Science Degree in Management Engineering (Honors Program) from Ateneo De Manila University and a Masters in Business Administration, Major in Finance from The Wharton School, University of Pennsylvania. Mr. Alindogan does not hold any shares of the outstanding capital stock of the Company.

Ms. Kristina Lowella I. Garcia, 44, will join the Company on August 1, 2018. She is currently Director for Investor Relations of Century Properties Group, Inc. (January 2013 to July 2018). She was previously Director for Investor Relations of Alliance Global Group, Inc. (March 2009 to September 2012). Ms. Garcia holds a Bachelor of Arts Degree from Ateneo De Manila University, a Certificate in Business Administration from Georgetown University, and a Masters in Business Administration from John Hopkins University. Ms. Garcia does not hold any shares in the outstanding capital stock of the Company.

The position of Chairman of the Board will remain to be held by Mr. Eduardo M. Cojuangco, Jr., while the positions of Corporate Secretary and Compliance Officer will remain to be held by Atty. Alexandra B. Trillana. However, as a result of the restructuring of SMC's food and beverage businesses, all other officers appointed at the organizational meeting of the Company held on May 11, 2018 shall no longer be officers of the consolidated holding company. They shall nevertheless remain officers of the food subsidiaries of the Company.

- D. The Board approved the holding of a special stockholders' meeting for the further approval of the amendments to the Articles of Incorporation and By-laws as discussed above, at a date to be subsequently determined by Management and disclosed in accordance with applicable laws and regulations.

###

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

July 5, 2018.