

C00269-2018

## 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)  
Jan 18, 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 PURE FOODS COMPANY 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  
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 (PF)	166,667,096
Preferred (PFP2)	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 Pure Foods Company, Inc.**  
**PF**

**PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Results of the Special Stockholders Meeting of the Company held on January 18, 2018.

**Background/Description of the Disclosure**

SMPFC Special Stockholders' Meeting held on January 18, 2018, 2:00 P.M., at the 2nd Floor, Executive Dining Room, San Miguel Corporation Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

**List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer**

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
N/A	-	-	N/A

**External auditor** N/A

**List of other material resolutions, transactions and corporate actions approved by the stockholders**

The matters approved during the Special Stockholders meeting of the Company held on January 18, 2018 are set forth in the attached SEC Form 17-C.

**Other Relevant Information**

None.

**Filed on behalf by:**

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

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COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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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

Total Amount of Borrowings

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

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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. **January 18, 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 PURE FOODS COMPANY 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	Issued and Outstanding as of December 31, 2017
Common	166,667,096
Preferred	15,000,000
	181,667,096



10. Indicate the item numbers reported herein:

Item 9. Other Events

At the special meeting of the Stockholders of San Miguel Pure Foods Company Inc. (the "Company") held on January 18, 2018, the following corporate actions were approved:

1. Stockholders representing at least 2/3 of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the following amendments to the Company's Articles of Incorporation:
  - a. The change/expansion of the primary purpose of the Company in the Second Article to include its engagement in the alcoholic and non-alcoholic beverage business;
  - b. The change of the corporate name to "San Miguel Food and Beverage, Inc." (from "San Miguel Pure Foods Company Inc."), including the corresponding amendment to the First Article;
  - c. The reduction of par value of common shares in the Seventh Article to One Peso (P1.00) each share (from Ten Pesos (P10.00) each share), and in this regard, management was authorized to approve the mechanics for the implementation of the reduction in par value of the common shares; and
  - d. The denial of pre-emptive rights for issuances or dispositions of all common shares in the Seventh Article.
2. After the approval of the Securities and Exchange Commission (SEC) of the above-mentioned amendments, stockholders representing at least 2/3 of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the increase in the authorized capital stock of the Company by Nine Billion Five Hundred Forty Million Pesos (P9,540,000,000.00) divided into Nine Billion Five Hundred Forty Million (9,540,000,000) common shares with a par value of One Peso (P1.00) per share, from Two Billion Four Hundred Sixty Million Pesos (P2,460,000,000.00) divided into Two Billion Sixty Million (2,060,000,000) common shares with a par value of One Peso (P1.00) per share and Forty Million (40,000,000) preferred shares with a par value of Ten Pesos (P10.00) per share, and the amendment of the Seventh Article of the Articles of Incorporation to reflect such increase.

As a result of the increase, the Company's authorized capital stock will be Twelve Billion Pesos (P12,000,000,000.00) divided into Eleven Billion Six Hundred Million (11,600,000,000) common shares with a par value of One Peso (P1.00) per share, and Forty Million (40,000,000) preferred shares with a par value of Ten Pesos (P10.00) per share.



From the increase in authorized capital stock, approximately 44% thereof or 4,242,549,130 common shares with a par value of P1.00 per share will be subscribed by San Miguel Corporation (SMC).

3. Stockholders representing at least majority of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the acquisition by the Company of SMC's 7,859,319,270 common shares in San Miguel Brewery Inc. (SMB) and 216,972,000 common shares in Ginebra San Miguel Inc. (GSMI), with the combined value amounting to P336,349,294,992.60, and the issuance by the Company of 4,242,549,130 new common shares to SMC (as subscribed by SMC from the foregoing increase in the Company's authorized capital stock) in consideration for those shares (the "Share Swap Transaction").
4. Stockholders representing at least majority of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the tender offer for the remaining SMB and GSMI common shares held by minority shareholders in connection with the Share Swap Transaction, if required under and pursuant to the provisions of applicable law and regulations.
5. Stockholders representing at least majority of the outstanding capital stock of the Company present in person or by proxy at the meeting approved the listing on the Philippine Stock Exchange (PSE) of (a) the additional 1,537,873,686 issued common shares resulting from the reduction of par value of shares, and (b) the 4,242,549,130 new common shares to be issued to SMC under the Share Swap Transaction (collectively, the "Subject Shares").
6. At least a majority of the minority common stockholders present in the meeting in person or by proxy waived the conduct of a rights or public offering of the new common shares to be issued to SMC pursuant to the Share Swap Transaction (the "New Shares"), to enable the Company to comply with the listing rules of the PSE for the listing of the Subject Shares, inasmuch as the New Shares will amount to more than 10% of the resulting issued and outstanding capital stock of the Company.

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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 PURE FOODS COMPANY INC.**

**By:**

  
**ALEXANDRA BENGSON TRILLANA**  
Corporate Secretary

January 18, 2018.