

COVER SHEET

C S 2 0 0 7 1 1 8 2 8

S. E. C. Registration Number

S A N M I G U E L

B R E W E R Y

I N C .

(Company's Full Name)

N o . 4 0 S a n M i g u e l

A v e n u e , M a n d a l u y o n g

C i t y

(Business Address: No. Street City/Town/Province)

ROSABEL T. BALAN

Contact Person

632-3000

Company Telephone Number

Month

Day

17-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 11, 2013**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **CS-200711828**
3. BIR Tax Identification No. **006-807-251**
4. **SAN MIGUEL BREWERY 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. **No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila** **1550**
(Address of principal office) (Postal Code)
7. **(632) 632-3000**
(Registrant's telephone number, including area code)
8. **N/A**
(Former name or former address, if change since last report)
The Registrant has not changed its address since its last report to this Honorable Commission.
9. Securities registered pursuant to Sections 8 and 12 of SRC

Title of each Class Outstanding (as of June 30, 2013)

Common Shares	15,383,358,960
Peso-denominated fixed-rate bonds	P25.21 billion
Peso-denominated fixed-rate bonds	P20.0 billion

10. Indicate the item numbers reported herein:

A. Annual Stockholders' Meeting

(1) **Item 4. Resignation, Removal or Election of Registrant's Directors or Officers**

Election of Directors

At the Annual Stockholders' Meeting of the Company held today, the following directors were duly elected:

1. Ramon S. Ang
2. Roberto N. Huang
3. Ferdinand K. Constantino
4. Keisuke Nishimura
5. Carmelo L. Santiago
6. Alonzo Q. Ancheta
7. Carlos Antonio M. Berba
8. Virgilio S. Jacinto
9. Teruyuki Daino
10. Shobu Nishitani
11. Toru Suzuki

Messrs. Santiago and Ancheta were elected as independent directors. Attached are the copies of the certifications executed by Messrs. Santiago and Ancheta in connection with their election as independent directors of the Company.

B. Organizational Meeting of the Board of Directors

(1) **Item 4. Resignation, Removal or Election of Registrant's Directors or Officers**

Election of By-Law Officers

At the Organizational Meeting of the Board of Directors of the Company held today, the following by-law officers were duly elected:

Ramon S. Ang	-	Chairman
Roberto N. Huang	-	President
Teruyuki Daino	-	Executive Vice President
Mercy Marie Jacqueline L. Amador	-	Chief Finance Officer & Treasurer
Shobu Nishitani	-	Executive Financial Advisor
Rosabel Socorro T. Balan	-	Corporate Secretary
Jessica L. Abrenica	-	Assistant Corporate Secretary

(2) **Item 9: Other Matters**

Appointment of Board Committee Members

At the same Organizational Meeting, the following Board Committee members were also appointed:

Executive Committee

Ramon S. Ang – Chairman
Roberto N. Huang
Carmelo L. Santiago
Teruyuki Daino
Shobu Nishitani

Audit Committee

Carmelo L. Santiago – Chairman
Ferdinand K. Constantino
Alonzo Q. Ancheta
Virgilio S. Jacinto
Shobu Nishitani

Executive Compensation

Ferdinand K. Constantino - Chairman
Teruyuki Daino
Carmelo L. Santiago

Governance and Nomination Committee

Alonzo Q. Ancheta – Chairman
Carmelo L. Santiago
Virgilio S. Jacinto
Mercy Marie J.L. Amador (non-director, non-voting)
Lynn B. Santos (non-director, non-voting)

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 BREWERY INC.

By:


ROSABEL SOCORRO T. BALAN
Corporate Secretary

July 11, 2013

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CARMELO L. SANTIAGO**, Filipino, of legal age and a resident of 1730 Banyan Street, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of San Miguel Brewery Inc.
2. I am affiliated with the following companies or organizations.

Company/Organization	Position/Relationship	Period of Coverage
	(Please refer to Attached Annex "A")	

3. I possess all the qualifications and none of the disqualifications to serve as Independent Director of San Miguel Brewery Inc. as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.


5. I shall inform the Corporate Secretary of San Miguel Brewery Inc. of any changes in the above-mentioned information within five days from its occurrence.

Done this JUL 04 2013 day of July 2013 at Mandaluyong City.


CARMELO L. SANTIAGO
Affiant

SUBSCRIBED AND SWORN to before me JUL 04 2013 day of July 2013 at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport No. XX3061169 valid until February 19, 2014 issued at Manila.

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Book No. VII ;
Series of 2013.


JESSICA L. ABRENICA
Commission No. 0238-13
Notary Public for Mandaluyong City
Until Dec. 31, 2014
SMB, 40 San Miguel Ave., Mandaluyong City
Roll No. 47590
PTR No. 1617590; 01/04/13; Mandaluyong
Lifetime Member No. 09484; 01/05/11; Makati

**BIO-DATA
OF CARMELO L. SANTIAGO**

DATE OF BIRTH : January 29, 1943

PLACE OF BIRTH : Manila

EDUCATION :

Elementary : San Beda College
High School : San Beda College
College : University of the East

EDUCATIONAL
ATTAINMENT : BUSINESS ADMINISTRATION

1. 2008 to present : Founder of Wagyu Restaurant
2. July 1987 to present : Founder and Chairman – Melo’s Chains of Restaurants
3. Oct. 8, 2007 to April 30, 2009 : Independent Director – San Miguel Brewery, Inc.
February 2010 to present
4. August 12, 2010 to present : Independent Director – San Miguel Pure Foods Co., Inc.
5. December 2008 to present : Independent Director – Liberty Telecoms Holdings, Inc.
6. 2003-2005; : Independent Non-Executive Director
September 2007 to date : San Miguel Brewery Hong Kong Limited
7. March 2005 to date : Director -Terbo Concept, Inc.
8. 1998-2004 : Director - Manila Standard, Inc.
9. 1998-2004 : Director- National Power Corporation
10. 1998-2004 : Director- Philippine National Bank- Hong Kong
11. 1998-2000 : Chairman – Western Visayas Sugar Mills
12. 1975-1980 : Director – Guinoo Publication, Inc.
13. 2012 to present : Director – Aurora Pacific Economic Zo

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **ALONZO Q. ANCHETA**, Filipino, of legal age and with address at 1009 Paragon Plaza, EDSA cor. Reliance St., Mandaluyong City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of San Miguel Brewery Inc.
2. I am affiliated with the following companies or organizations.

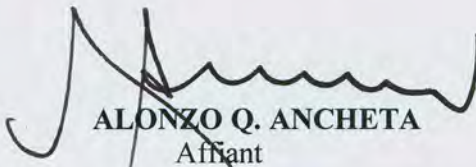
Company/Organization	Position/Relationship	Period of Coverage
	(Please refer to Attached	
	Annex "A"	

3. I possess all the qualifications and none of the disqualifications to serve as Independent Director of San Miguel Brewery Inc. as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

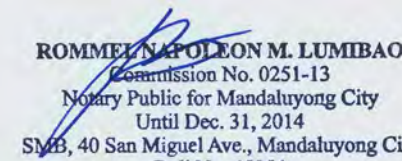
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.

5. I shall inform the Corporate Secretary of San Miguel Brewery Inc. of any changes in the above-mentioned information within five days from its occurrence.

Done this JUL 09 2013 day of July 2013 at Mandaluyong City.


ALONZO Q. ANCHETA
Affiant

SUBSCRIBED AND SWORN to before me JUL 09 2013 day of July 2013 at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport No. EB7624062 valid until March 12, 2018 issued at Manila.


ROMMEL NAPOLEON M. LUMIBAO
Commission No. 0251-13
Notary Public for Mandaluyong City
Until Dec. 31, 2014
SMB, 40 San Miguel Ave., Mandaluyong City
Roll No. 45954
PTR No. 1617589; 01/04/13; Mandaluyong
Lifetime Member No. 09448; 01/04/11; Quezon City

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Page No. 32 ;
Book No. VIII ;
Series of 2013.

**PROFILE OF
ALONZO Q. ANCHETA**

Profession: Lawyer (A.B., LL.B)

Admitted to Philippine Bar

Practice Areas: Intellectual Property law and commercial/corporate law

President: Zobella & Co. (A.Q. Ancheta & Partners): Trademark & Patent Attorneys

1009 Paragon Plaza, 162 EDSA cor. Reliance Street

Mandaluyong City 1554

Philippines

Tel. : (63-2) 687-7871 to 73

Fax : (63-2) 687-2557

E-mail: aqancheta@zobella.com.ph

Co-Founding Partner/Sr. Adviser: Quasha Ancheta Peña & Nolasco Law Offices
Makati City, Philippines

Organizational Memberships/Affiliations:

- Philippine Bar Association (3rd Vice-Pres., 2003-2004)
- Intellectual Property Association of the Philippines (President, 1984-1985
Chairman, 1985-1987; Council Adviser, 1988-present)
- Legal Management Council of the Philippines (President, 2000-2001)
- Asian Patent Attorneys Association (Council Member, 1983-1997; Vice-
President, 1991-1994 and 1997-2000; Senior Vice-Pres., 2000-2003
and 2003-2006; President, 2006-2009)
- International Trademark Association (INTA)
- International Association for the Protection of Intellectual Property (AIPPI)
- Licensing Executives Society International (President, LES Philippines,
2000 & 2001)
- LAWASIA
- Inter-Pacific Bar Association (IPBA)
- ASEAN Law Association (Philippine National Committee, 1986-present;
Vice-Chair, 2001-present)
- ASEAN Intellectual Property Association
- U.K. Anti-Counterfeiting Group
- American Chamber of Commerce of the Philippines
- Canadian Chamber of Commerce of the Philippines
- Philippines-Japan Society, Inc.
- Rotary Club of Marikina (President, 1979-1980)
- Jaycees International (Senator)
- For Love of Mother Earth, Inc.

Present Business/Corporate Links:

- St. Luke's Medical Center - Member, Board of Trustees & Corporate Secretary
- Ogilvy & Mather Philippines, Inc. - President
- Growe Investments Ltd. - President
- Phil. Tobacco Flue-Curing Corp. - Director
- San Miguel Brewery, Inc. - Director

Philippine Government Service:

- National Tobacco Administration - Administrator, 1987-1990