

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 5, 2025
2. SEC Identification Number
142312
3. BIR Tax Identification No.
000-083-856-000
4. Exact name of issuer as specified in its charter
Ginebra San Miguel Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,
Mandaluyong City
Postal Code
1550
8. Issuer's telephone number, including area code
(+632) 8841-5100
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 STOCK	286,327,841

11. Indicate the item numbers reported herein
Item 4. Resignation, Removal or Election of Registrant's Directors or Officer & 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.



Ginebra San Miguel, Inc.
GSMI

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 during the Regular Meeting of the Board of Directors held on March 5, 2025

Background/Description of the Disclosure

The Board of Directors approved the following:

1. Appointment of Mr. John Paul L. Ang as Director of the Company to fill the vacancy in the Board left by the resignation of Mr. Francisco S. Alejo III, who resigned effective January 31, 2025. The resignation of Mr. Alejo was disclosed by the Company to this Commission and The Philippine Stock Exchange, Inc. through SEC form 17-C on January 27, 2025.
2. Audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2024 and submission thereof to the SEC, PSE & BIR;
3. Schedule, venue and agenda of the 2025 Regular Stockholders' Meeting and the grant of authority to the stockholders to participate and vote via remote communication or in absentia, as the circumstances may warrant, subject to compliance with applicable laws;
4. Declaration and payment of cash dividends for common shares;
5. Recommendation to re-appoint the External Auditor of the Company for the fiscal year 2025;
6. Approval of the amendments to the Company's Audit and Risk Oversight Committee Charter; and
7. Approval of the 2025 Material Related Party Transactions of the Company;

Other Relevant Information

Please see attached SEC Form 17-C which was filed with the Securities and Exchange Commission today, March 5, 2025, through e-mail.

Filed on behalf by:

Name	Francis Joseph Cruz
Designation	General Counsel and Assistant Corporate Secretary

COVER SHEET

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S. E. C. Registration Number

G	I	N	E	B	R	A													
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(Company's Full Name)

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

FRANCIS JOSEPH A. CRUZ

Contact Person

8841-5100

Company Telephone Number

1	2
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Month

3	1
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Day

SEC FORM 17-C

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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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

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. **March 5, 2025**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **142312**
3. BIR Tax Identification No. **TIN 000-083-856-000**
4. **GINEBRA SAN MIGUEL 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
7. **3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,
Mandaluyong City**
(Address of principal office)
8. **(+632) 8841-5100**
(Registrant's telephone number, including area code)
9. **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.
10. Securities registered pursuant to Sections 8 and 12 of SRC

Title of each Class	Outstanding Capital Stock as of February 28, 2025
COMMON STOCK	286,327,841

11. Indicate the item numbers reported herein:

We disclose that in the meeting of the Board of Directors of Ginebra San Miguel Inc. (respectively, the "Board" and the "Company") held on March 5, 2025:

Item 4. Resignation, Removal or Election of Registrant's Directors or Officer

The Board, upon the recommendation of the Corporate Governance Committee, elected Mr. John Paul L. Ang as Director of the Company to fill the vacancy in the Board left by the resignation of Mr. Francisco S. Alejo III, who resigned effective January 31, 2025. The resignation of Mr. Alejo was disclosed by the Company to this Commission and The Philippine Stock Exchange, Inc. through SEC form 17-C on January 27, 2025.

Mr. Ang is currently a Director and the President and Chief Operating Officer of San Miguel Corporation (June 11, 2024 - Present). Mr. Ang holds directorships in other listed companies namely, Petron Corporation, San Miguel Food and Beverage, Inc., and Top Frontier Investment Holdings, Inc. He is also the President and Chief Executive Officer of Eagle Cement Corporation (2008 - Present), San Miguel Food and Beverage, Inc. (June 5, 2024 - Present), Southern Concrete Industries Inc., (May 28, 2024 - present), and South Western Cement Corporation (2017-Present). He is the President of San Miguel Equity Investments, Inc. (December 7, 2023 - present). He is also the Vice Chairman of San Miguel Global Power Holdings Corp. since 2021. He is also a director of several companies such as, SMC SLEX Inc., Aerofuel Storage Management Inc., Argonbay Construction Company, Inc., San Miguel Aerocity Inc., and KB Space Holdings, Inc., among others. Mr. Ang graduated with a degree in Bachelor of Arts Major in Interdisciplinary Studies at the Ateneo de Manila University.

Mr. Ang will also be a member of the Company's Executive Committee.

Mr. Ang owns 5,000 shares in the Company.

Item 9. Other Events

1. With the favorable endorsement of the Audit and Risk Oversight Committee, the Board approved the audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2024 and the submission thereof to the Securities and Exchange Commission, The Philippine Stock Exchange, Inc. and Bureau of Internal Revenue.

2. The Board approved the schedule, venue and agenda of the 2025 Regular Stockholders' Meeting, as follows:

a. Schedule

Date and time of the 2025 Regular Stockholders' Meeting: May 29, 2025 at 2:00 P.M.
 Record date of stockholders entitled to vote at the said meeting: April 25, 2025
 Closing of Stock and Transfer Books: April 26 to May 1, 2025
 Deadline for the submission of proxies: May 15, 2025
 Validation of proxies: May 23, 2025

b. Venue

Via remote communication and livestreamed at the Company's website, <http://www.ginebrasanmiguel.com>.

c. Agenda

1. Call to Order/Certification of Notice and Quorum
2. Approval of the Minutes of the Regular Stockholders' Meeting held on May 30, 2024
3. Presentation of the 2024 Annual Report
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Election of Directors
6. Appointment of External Auditor
7. Other Matters
8. Adjournment

The Board also approved the grant of authority to the stockholders to participate and vote in the Regular Stockholders Meeting through remote communication or in absentia, as circumstances may warrant, subject to the rules and regulations provided under SEC Memorandum Circular 6, Series of 2020, the Revised Corporation Code, and other applicable laws and regulations.

3. The Board approved the declaration of cash dividends to holders of common shares as follows:

- a) First Quarter regular dividend in the amount of Php 2.50 per common share; and
- b) Special dividend in the amount of Php 1.50 per common share.

The foregoing cash dividends shall be paid on April 4, 2025, to all holders of common shares of record as of March 20, 2025. The Stock and Transfer Books of the Company will be closed from March 21 to 25, 2025.

4. The Board also approved the recommendation of the Audit and Risk Oversight Committee to re-appoint R.G. Manabat & Co. as External Auditor of the Company for fiscal year 2025 during the Regular Stockholders' Meeting scheduled on May 29, 2025. In addition, the Board likewise approved the appointment of R.G. Manabat & Co. for non-audit services.

5. The Board also approved the amendments to the Company's Audit and Risk Oversight Committee Charter to specifically state that among the duties and responsibilities of the Audit and Risk Oversight Committee is to oversee the Company's Internal Audit Group.

6. Lastly, the Board approved the 2025 Material Related Party Transactions of the Company with San Miguel Yamamura Packaging Corporation and SMC Shipping and Lighterage Corporation.

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.

GINEBRA SAN MIGUEL INC.

By:



Virgilio S. Jacinto
Corporate Secretary
and Compliance Officer

March 5, 2025.