

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.*



# SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 236)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of San Miguel Brewery Hong Kong Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 26 April 2019, Friday, at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

### ORDINARY RESOLUTION

“**THAT:** the agreement dated 5 March 2019 (the “**Agreement**”) entered into between San Miguel Corporation and the Company, a copy of which marked as “A” has been produced at the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and the proposed annual caps (the “**Caps**”) in relation to the transactions contemplated under the Agreement for each of the three financial years ending 31 December 2020, 2021 and 2022 as set out in the circular dated 4 April 2019 be and are hereby approved, and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Agreement and the Caps and the transactions thereby contemplated.”

## SPECIAL RESOLUTION

“**THAT** Pursuant to Section 680 of the Companies Ordinance (Cap 622), the proposed vertical amalgamation of the Company with its wholly-owned subsidiary Ravelin Limited (“**Ravelin**”) (which vertical amalgamation shall be effective upon issuance by the Companies Registry of the certificate of amalgamation) be approved, on the conditions set out below:

- a) the shares of Ravelin will be cancelled without payment or other consideration while the shares of the Company will remain;
- b) the articles of association of the amalgamated company will be the same as the articles of association of the Company;
- c) the directors of Ravelin and the Company:
  - i. are satisfied that, as at the date of the solvency statement made by them, there is no ground on which the amalgamating company could be found to be unable to pay its debts;
  - ii. after taking into account all the liabilities of the amalgamated company (including contingent and prospective liabilities), are satisfied that the amalgamated company will be able to pay its debts as they fall due during the period of 12 months immediately after the date on which the vertical amalgamation is to become effective; and
- d) the directors of Ravelin and the Company have confirmed that as at the date of the solvency statement made by them, none of the following exists:
  - i. any floating charge created by the amalgamating company;
  - ii. any other security created by the amalgamating company over a class of assets, to any of which the security interest has not attached.

**FURTHER THAT** the existing directors of the Company as of the date hereof will be the directors of the amalgamated company.

**FURTHER THAT** the name of the amalgamated company shall be the same as immediately preceding the vertical amalgamation.”

By Order of the Board  
**San Miguel Brewery Hong Kong Ltd.**  
**John K.L. Cheung**  
*Company Secretary*

Hong Kong, 4 April 2019

*Registered Office:*

9th Floor  
Citimark Building  
28 Yuen Shun Circuit  
Siu Lek Yuen  
Shatin, New Territories  
Hong Kong

*As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Roberto N. Huang, Mr. Fumiaki Ozawa, Mr. Kenji Uchiyama and Mr. Tomoki Yamauchi; and the independent non-executive directors, Mr. Alonzo Q. Ancheta, Dr. the Hon. Sir David K. P. Li, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.*

*Notes:*

1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.
2. To be valid, forms of proxy must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the meeting.
3. The transfer books and register of members of the Company will be closed from 23 April 2019, Tuesday, to 26 April 2019, Friday, both days inclusive. To qualify for attending the forthcoming extraordinary general meeting of the Company to be held on 26 April 2019, Friday, shareholders should ensure that transfers are lodged at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 18 April 2019, Thursday.

4. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time between 11:00 am and 5:00 pm on the date of the extraordinary general meeting, then the extraordinary general meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website at [info.sanmiguel.com.hk](http://info.sanmiguel.com.hk) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before 11:00 am on the date of the extraordinary general meeting, and where conditions permit, the extraordinary general meeting will be held as scheduled.

The extraordinary general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the extraordinary general meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.