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## NOTICE OF ANNUAL GENERAL MEETING

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# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the FIFTY-EIGHTH ANNUAL GENERAL MEETING 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 2021, Monday, at 3:00 pm for the purpose of transacting the following business:

### ORDINARY RESOLUTIONS

- (1) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 together with the reports of the directors and the independent auditors thereon.
- (2) (a) To re-elect executive director:
  - (i) To re-elect Mr. Ramon G. Torralba as director;
- (b) To re-elect non-executive directors:
  - (ii) To re-elect Mr. Roberto N. Huang as director;
  - (iii) To re-elect Mr. Kenji Uchiyama as director;
  - (iv) To re-elect Mr. Tomoki Yamauchi as director; and
- (c) To authorise the board of directors of the Company to fix the directors’ remuneration.

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- (3) To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

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

Hong Kong, 23 March 2021

*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 is comprised of 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. For the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 21 April 2021 to Monday, 26 April 2021, both days inclusive. To qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 April 2021.*

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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 a.m. and 5:00 p.m. on the date of the Annual General Meeting, then the Annual General Meeting will be postponed and the shareholders will be informed of the new 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 a.m. on the date of the Annual General Meeting, and where conditions permit, the Annual General Meeting will be held as scheduled.*

*The Annual 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 Annual 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.*

5. *In light of the recent situation relating to COVID-19 and to protect the shareholders from the risk of infection, there shall be no distribution of physical corporate souvenirs/gifts and no refreshments will be served. To keep social distancing at the Annual General Meeting venue, seats shall be limited and will be available on a first-come-first served basis. Given such limitation in seats, it is strongly recommended that the shareholders appoint the chairman of the meeting as his/her proxy to vote on the resolutions as they have indicated in their proxy forms on their behalf, instead of attending the above meeting in person. Further announcements in relation to the precautionary measures at the Annual General Meeting will be made by the Company as and when appropriate.*
6. *Please refer to the appendix to this notice for the particulars of directors of the Company proposed to be re-elected at the Annual General Meeting.*

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### APPENDIX:

The following are the particulars of directors of the Company (the “**Directors**”) proposed to be re-elected at the Annual General Meeting:

1. **Mr. Ramon G. TORRALBA**, aged 64, was appointed as an Executive Director and Managing Director of the Company with effect since 15 January 2013. Mr. Torralba is also the Chairman and Director of San Miguel (Guangdong) Brewery Co., Ltd. since 2013, and was the Chairman and Director of Guangzhou San Miguel Brewery Co. Ltd. from February 2013 to April 2020. He was the Vice President and Manager for Export Development of San Miguel Brewing International Limited (a subsidiary of San Miguel Brewery Inc.) from 2008 to 2012 and was also a Director of San Miguel Beer (Thailand) Limited and Commercial Director of San Miguel Marketing (Thailand) Ltd. from 2004 to 2007. He also served as Assistant Vice President of the Beer Division of San Miguel Corporation from 1997 to 2006. Mr. Torralba graduated from Zamboanga A.E. Colleges with a degree of Bachelor of Science in Commerce, major in Accounting. He also attended the Management Development Program at the Asian Institute of Management (International School of Business and Management) in the Philippines in 1991. Mr. Torralba is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants.

Save as his directorships and appointments as disclosed in this appendix, Mr. Torralba has not held any directorships in any publicly-listed companies nor other major appointment in the past three years. Apart from being the Managing Director and an executive Director of the Company and the Chairman and director of certain subsidiaries of the Company as provided above, Mr. Torralba does not hold any other position in the Company or its subsidiaries.

Mr. Torralba has entered into a service agreement with the Company for a monthly remuneration of HK\$125,600 by reference to his duties and responsibilities in the Company and is eligible for an annual bonus and other compensation at the sole and absolute discretion of the remuneration committee of the Company. His remuneration for the year ended 31 December 2020 was HK\$2,744,918. There is no designated length of service for Mr. Torralba with the Company and he will be subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association.

Save as disclosed in this appendix, Mr. Torralba does not have any relationships with any of the Company’s directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the “**Listing Rules**”).

As at the date hereof, Mr. Torralba does not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or in the Company’s associated corporations.

In relation to the re-election of Mr. Torralba as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

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2. **Mr. Roberto N. HUANG**, aged 72, was appointed as a non-executive Director and a member of Remuneration Committee of the Company on 8 November 2012. Mr. Huang is a Director and the President of San Miguel Brewery Inc. (a company listed on the Philippine Dealing & Exchange Corp.); and a Director and the Chief Operating Officer - Beer of San Miguel Food and Beverage, Inc. (a company listed on the Philippine Stock Exchange). He is also a Director of San Miguel Brewing International Limited and San Miguel Malaysia Pte. Ltd.; and the Chairman and President of Iconic Beverages, Inc., Brewery Properties Inc., and Brewery Landholdings, Inc. Mr. Huang graduated from the Mapua Institute of Technology with a Bachelor of Science degree in Mechanical Engineering and completed academic requirements for a Master's degree in Business Administration from De La Salle University. He also attended the Nagoya International Training Center, Japan International Cooperation Agency Grant for Metal Works Engineering and Numerical Control Machines course.

Save for his directorships and appointments as disclosed in this appendix, Mr. Huang has not held any directorships in any publicly-listed companies nor other major appointment in the past three years. Apart from being a non-executive Director and a member of the Remuneration Committee of the Company, Mr. Huang does not hold any other position in the Company or its subsidiaries.

Mr. Huang has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the Remuneration Committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Huang's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2020, Mr. Huang has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Huang does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

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As at the date hereof, Mr. Huang has the following beneficial interests in the issued share capital of the Company's associated corporations:

### Interests in issued shares

	<b>Number of common shares in Top Frontier Investment Holdings, Inc.</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	3,039*	0.000908%

\* personal interests

	<b>Number of common shares in San Miguel Corporation</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 5 Philippine pesos each):	42,397*	0.001102%

\* personal interests

	<b>Number of common shares in San Miguel Food &amp; Beverage, Inc.</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	10**	0.000000%

\*\* corporate interests

	<b>Number of common shares in San Miguel Brewery Inc.</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000**	0.000033%

\*\* corporate interests

All the interests held by Mr. Huang represent long positions.

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As at the date hereof, save as disclosed in this appendix, Mr. Huang does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Huang as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

- Mr. Kenji UCHIYAMA**, aged 56, was appointed as a non-executive Director and member of the Nomination Committee of the Company on 13 April 2018. Mr. Uchiyama is a Director and the Executive Vice President of San Miguel Brewery Inc. (a company listed on the Philippine Dealing & Exchange Corp.) and a Director of San Miguel Brewing International Limited, San Miguel Holdings (Thailand) Limited, San Miguel Beer (Thailand) Limited, Iconic Beverages, Inc., Brewery Properties Inc. and Brewery Landholdings, Inc.. He was also the Executive Officer and General Manager of Corporate Planning Department of Kirin Brewery Company, Limited; a Director of Diageo Kirin Company, Limited, Heineken Kirin Company, Limited, Eishogen Company, Limited, Kirin Distillery Company, Limited and The Brooklyn Brewery Corporation; and the President and Chief Executive Officer of The Brooklyn Brewery Japan Company, Limited. Mr. Uchiyama also held the following positions in the Kirin group: Deputy General Manager of Sales Department, in charge of Off-Premise Sales of Kirin Beer Marketing Company, Limited; and Head of Sales Promotion Section of Sales Department of Kirin Beer Marketing Company, Limited. Mr. Uchiyama graduated from Keio University with a Bachelor's degree in Social Psychology.

Save for his directorships and appointments as disclosed in this appendix, Mr. Uchiyama has not held any directorships in any publicly-listed companies nor other major appointment in the past three years. Apart from being a non-executive Director and a member of the Nomination Committee of the Company, Mr. Uchiyama does not hold any other position in the Company or its subsidiaries.

Mr. Uchiyama has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the Remuneration Committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Uchiyama's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2020, Mr. Uchiyama has agreed not to receive any director's remuneration.

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Save as disclosed in this appendix, Mr. Uchiyama does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Uchiyama has the following beneficial interests in the issued share capital of the Company's associated corporations:

### Interests in issued shares

	<b>Number of common shares in San Miguel Brewery Inc.</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000**	0.000033%

\*\* corporate interest

All the interests held by Mr. Uchiyama represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Uchiyama does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Uchiyama as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

- Mr. Tomoki YAMAUCHI**, aged 53, was appointed as a non-executive Director of the Company on 27 October 2017. Mr. Yamauchi is a Director and the Executive Financial Advisor of San Miguel Brewery Inc. (a company listed on the Philippine Dealing & Exchange Corp.). He is also a Director of San Miguel Brewing International Limited and San Miguel Beer (Thailand) Limited. He was previously the Senior Manager of Accounting Department of Kirin Company, Limited; Senior Manager of Planning Department of Kirin Beverage Company, Limited; Senior Manager of Management Planning Department of Kirin Company, Limited; Senior Manager of Accounting Unit Group Finance of Kirin Holdings Company, Limited; and Senior Manager of Finance and Accounting Department of Kirin Group Office Company, Limited. Mr. Yamauchi graduated from Keio University with a bachelor's degree in Economics. He also completed a program for Management Development in Harvard Business School.



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Save for his directorships and appointments as disclosed in this appendix, Mr. Yamauchi has not held any directorships in any publicly-listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Mr. Yamauchi does not hold any other position in the Company or its subsidiaries.

Mr. Yamauchi has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to her duties and responsibilities in the Company and is subject to revision by the Remuneration Committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Yamauchi's appointment as a non-executive Director is not for a specific term s she is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2020, Mr. Yamauchi has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Yamauchi does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Yamauchi has the following beneficial interests in the issued share capital of the Company's associated corporations:

### Interests in issued shares

	<b>Number of common shares in San Miguel Brewery Inc.</b>	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000**	0.000033%

\*\* corporate interest

All the interests held by Mr. Yamauchi represent long positions.

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As at the date hereof, save as disclosed in this appendix, Mr. Yamauchi does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Yamauchi as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.