



SAN MIGUEL CORPORATION

April 5, 2013

The Philippine Stock Exchange, Inc.
Disclosure Department
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head - Disclosure Department

Gentlemen:

We disclose on behalf of The Hongkong and Shanghai Banking Corporation Limited (HSBC) the attached SEC Form 23-B which HSBC filed with the Securities and Exchange Commission on April 4, 2013.

Very truly yours,


MARY ROSE S. TAN
Assistant Corporate Secretary

FORM 23-B

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person The Hongkong and Shanghai Banking Corporation Limited 305B Fifth Avenue West, BGC, Taguig City			2. Issuer Name and Trading Symbol San Miguel Corporation SMC2A		3. Relationship of Reporting Person to Issuer (Check all that apply) Director: _____ Officer: _____ (Specify below) _____ 10% Owner: ☒ Other: _____ (Specify below) _____			
4. Tax Identification Number 000-504-444-000			5. Statement for Month/Year Mar-13		* Notification of below 10% Ownership			
6. Citizenship Hong Kong, SAR			7. Amendment Date of Original (Month/Year) N/A					
8. (City) _____ (Province) _____ (Postal Code) _____			Table 1 - Equity Securities Beneficially Owned					
1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	3. Securities Acquired (A) or Disposed of (D)			4. Amount of Securities Owned at End of Month		5. Ownership Form (Direct (U) or Indirect (I))	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
SMC Preferred Shares Series 2 Subseries 2A	March 1, 2013	2,799,440.00	(D)	75		89,355,540	(D)	N/A
SMC Preferred Shares Series 2 Subseries 2A	March 4, 2013	1,134,040.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 5, 2013	815,050.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 6, 2013	4,685,210.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 7, 2013	2,627,260.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 8, 2013	12,746,780.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 11, 2013	5,005,220.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 12, 2013	3,135,830.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 13, 2013	7,487,920.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 14, 2013	11,313,210.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 15, 2013	9,800.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 18, 2013	37,600.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 19, 2013	333,160.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 20, 2013	1,944,530.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 21, 2013	1,432,730.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 22, 2013	1,042,140.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 25, 2013	1,102,510.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 26, 2013	558,230.00	(D)	75				
SMC Preferred Shares Series 2 Subseries 2A	March 27, 2013	3,721,000.00	(D)	75				

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
- (A) held by members of a person's immediate family sharing in the same household;
 - (B) held by a partnership in which such person is a general partner;
 - (C) held by a corporation of which such person is a controlling shareholder; or
 - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

By:

Eloisa Tabones
VP - Global Markets Operations

Jonathan Peralta
VP - Global Markets Operations

(Print or Type Responses)



Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)[illegible]

Explanation of Responses

Date _____

Note: File **three (3)** copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

By:

Eloisa Tabones
VP - Global Markets Operations

Jonathan Peralta
VP - Global Markets Operations

DISCLOSURE REQUIREMENTS

IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP

(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Security : San Miguel Corporation Preferred Shares Series 2
Subseries "2-A"**

**Issuer : San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City
1550 Philippines**

Item 2. Identity and Background

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

a. Name;

The Hongkong and Shanghai Banking Corporation Limited, Organized under the laws of Hong Kong, SAR.

b. Residence or business address;

HSBC Centre 3058 Fifth Avenue West Bonifacio Global City Taguig City 1634 Philippines

c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;

**The Hongkong and Shanghai Banking Corporation Limited
HSBC Building 1 Queen's Road Central Hong Kong**

d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
NONE

e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
NONE

f. Citizenship.

HONG KONG, SAR

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
Acquisition pursuant to underwriting commitment.

b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; **NIL**

c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries; **NIL**

d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; **NIL**

e. Any material change in the present capitalization or dividend policy of the issuer; **NIL**

f. Any other material change in the issuer's business or corporate structure; **NIL**

g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; **NIL**

h. Causing a class of securities of the issuer to be delisted from a securities exchange; **NIL**

i. Any action similar to any of those enumerated above. **NIL**

Item 4. Interest in Securities of the Issuer

a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

**As of 31 March 2013, the number of outstanding SMC Preferred Subseries 2-A shares fao HSBC is 89,355,540.
This is 8.37% of the Total Issued SMC Preferred Subseries 2 shares.**

- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

The disposition on, including the right to dispose, Item 4 (a) shall be following the internal limits and mandates of the company to its authorized salesmen.

- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

NONE

- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.

NONE

- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

N/A. Filing is being made as required for movements in securities more than 5% of the total.

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Underwriting agreement between SMC, HSBC and Joint Bookrunners previously submitted on the Initial SEC Form 18-A submission.

Item 6. Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

Underwriting agreement between SMC, HSBC and Joint Bookrunners previously submitted on the Initial SEC Form 18-A submission.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of Taguig on 01 April, 2013.

By:



Eloisa Tabones
VP - Global Markets Operations



Glenn Fernando Moneda
VP - Global Markets Operations