

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
**SM INVESTMENTS CORPORATION**

Held at the 2<sup>nd</sup> Floor, Function Room No. 1  
SMX Convention Center, Seashell Drive  
Mall of Asia Complex, Pasay City  
On April 30, 2014 at 2:30 p.m.

DIRECTORS PRESENT:

**MR. HENRY SY, SR.** Chairman of the Board

**MS. TERESITA T. SY** Vice Chairperson of the Board  
Chairperson, Compensation and Remuneration Committee

**MR. HENRY T. SY, JR.** Vice Chairman of the Board  
Chairman, Nomination Committee  
Member, Audit and Risk Management Committee

**MR. HARLEY T. SY** Director and President

**MR. JOSE T. SIO** Executive Vice President and Chief Finance Officer  
Member, Audit and Risk Management Committee  
Member, Compensation and Remuneration Committee

**MR. AH DOO LIM** Independent Director  
Member, Nomination Committee

**MR. JOSEPH R. HIGDON** Independent Director  
Member, Audit and Risk Management Committee

DIRECTORS ABSENT:

**MR. VICENTE S. PEREZ, JR.** Independent Director  
Chairman, Audit and Risk Management Committee  
Member, Compensation and Remuneration Committee

ALSO PRESENT:

**MS. ELIZABETH T. SY** Adviser to the Board

**MR. HANS T. SY** Adviser to the Board

**MR. HERBERT T. SY** Adviser to the Board

**MR. STEPHEN C. CUUNJIENG** Adviser to the Board

**ATTY. SERAFIN U. SALVADOR** Member, Audit and Risk Management Committee

**ATTY. EMMANUEL C. PARAS** Corporate Secretary  
Alternate Compliance Officer

**ATTY. CORAZON I. MORANDO** Asst. Corporate Secretary/Compliance Officer  
Member, Audit and Risk Management Committee  
Member, Nomination Committee

Stockholders present in person or  
represented by proxy 689,394,004 shares *(Please see Record of Attendance attached as Annex "A")*

## **1.0 Call to Order**

The Chairman of the Board, Mr. Henry Sy, Sr., requested Mr. Jose T. Sio, EVP and CFO, to preside over the meeting. Accordingly, Mr. Jose T. Sio called the meeting to order and presided over the same. The Corporate Secretary, Atty. Emmanuel C. Paras, recorded the minutes of the proceedings.

## **2.0 Certification of Notice and Quorum**

The Chairman announced that the first order of business was (a) the submission of proof that notice of the annual meeting of the stockholders had been properly sent out in accordance with the By-Laws and (b) the determination of the presence of a quorum.

The Secretary certified that written notices of the annual stockholders' meeting and the proxies were caused to be served to all stockholders of record by Banco de Oro Unibank, Inc. Transfer Agent (the Transfer Agent of SM Investments Corporation [the "Company"]).

The Chairman then inquired from the Secretary whether there was a quorum for the transaction of business by the stockholders.

The Secretary reported that he has examined all proxies and all powers of attorney recorded and had verified the list of stockholders personally present at the meeting, and based upon such examination, he certified that 86.58% of the aggregate number of 689,394,004 shares issued, outstanding and entitled to vote, either present in person or represented by proxy at the meeting.

He then certified that a quorum was present for the transaction of business by the stockholders.

The Chairman then declared, on the basis of the certification of the Secretary, that there was a quorum for the transaction of business at hand.

## **3.0 Approval of the Minutes of Annual Meeting of Stockholders held on April 25, 2013**

Upon motion duly made and seconded, the stockholders approved the minutes of the annual meeting of stockholders held on April 25, 2013.

## **4.0 Approval of 2013 Annual Report**

On motion made and duly seconded, the following resolution was unanimously approved:

**"RESOLVED**, that the annual report of SM INVESTMENTS CORPORATION (the "Company") as of December 31, 2013, be and the same hereby is approved."

## **5.0 General Ratification of Acts of Management and of the Board of Directors**

On motion duly made and seconded, the stockholders approved the following resolutions generally ratifying the acts of management and of the Board of Directors:

**“RESOLVED**, that the minutes of the Board of Directors of SM INVESTMENTS CORPORATION (the ‘Company’) since the last meeting of the stockholders held on April 25, 2013 up to the date of this meeting (April 30, 2014) be, and the same hereby are, in all respects, approved, ratified and confirmed.”

**“RESOLVED, FURTHER**, that all contracts, acts, proceedings, elections and appointments heretofore made or taken by the Board of Directors and/or the officers of the Company, as set forth in the minutes of the meeting of the Board of Directors, and/or corporate records of the Company and all acts and proceedings performed or taken pursuant thereto, be, and the same hereby are, in all respects, approved, ratified and confirmed.”

## **6.0 Amendment of the Articles of Incorporation**

The Chairman informed the body that the Board of Directors had approved to amend the Articles of Incorporation to specify the complete principal address of the Company in accordance with SEC Memorandum Circular No. 6, series of 2014.

On a motion duly made and seconded, the following resolution was approved by stockholders of the Corporation owning or representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation:

**“RESOLVED**, that the complete principal address of the corporation shall be at 10<sup>th</sup> Floor, OneE-Com Center, Harbor Drive, Mall of Asia Complex, CBP-IA, Pasay City 1300, and the corporation may establish branch, extension and similar offices as the Board of Directors may from time to time determine or fix, subject to applicable laws and regulations.”

## **7.0 Announcement of Cash Dividend**

The Chairman announced to the stockholders that at the regular meeting of the Board just adjourned, the Board has approved a declaration of cash dividends equivalent to 30% of the Corporation’s 2013 consolidated net income or P10.34 per share in favor of stockholders of record as of May 30, 2014, payable on or before June 26, 2014.

## **8.0 Election of Directors**

The Chairman then opened the floor for the nomination of the directors of the Company. The following eight (8) stockholders, whose profiles were included in the Information Statement distributed to stockholders, along with the Notice of the Annual Meeting of Stockholders, were nominated and elected as directors of the Company to serve for the period of 2014 – 2015 and until their successors shall have been duly elected and qualified, to wit:

HENRY SY, SR.  
TERESITA T. SY  
HENRY T. SY, JR.  
HARLEY T. SY  
JOSE T. SIO  
VICENTE S. PEREZ, JR. as Independent Director

AH DOO LIM as Independent Director  
JOSEPH R. HIGDON as Independent Director

There being no other nominations, upon motion, duly made and seconded, the nominations were declared closed and the Chairman directed the Secretary to cast a vote in favor of the above-named persons and they were thereupon declared and elected as directors of the Company for the period of 2014 – 2015 and until their successors shall have been duly elected and qualified.

### **9.0 Appointment of External Auditors**

Upon motion made and seconded, SyCip, Gorres, Velayo & Co., were appointed as the external auditors of the Company for the period 2014 – 2015.

### **10.0 Other Matters [Questions from the Floor]**

The floor was opened to allow shareholders to ask questions or raise issues. Prior to the taking up of item six (6.0) of the agenda, a stockholder raised a question duly answered by Mr. Jose T. Sio, as follows:

Q: Mr. Chairman, just a very brief inquiry. Is there any significant amendment to our Articles or any significant investments that should be brought to the attention of the stockholders?

MR. JOSE T. SIO: In the next subject, the amendments to the AOI will be presented for approval before this body as required by the SEC. As for the significant investments you are referring to – it is already contained in the President’s Report.

No further questions were asked.

### **11.0 Adjournment**

There being no further business to transact, the meeting was thereupon adjourned.

ATTEST:

“Original Signed”

**JOSE T. SIO**

Chairman of the Stockholders’ Meeting

“Original Signed”

**EMMANUEL C. PARAS**

Secretary of the Stockholders’ Meeting

**SM INVESTMENTS CORPORATION**  
Annual Stockholders' Meeting  
April 30, 2014  
2:30 p.m.

**RECORD OF ATTENDANCE**

	<u>No. of Shares</u>
Total number of shares present and represented at the meeting	689,394,004
Total number of shares outstanding	796,272,268 =====