

October 17, 2013

**PHILIPPINE STOCK EXCHANGE**  
3<sup>rd</sup> Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

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

Re : SM Investments Corporation  
SEC Reg. No. 16342

Dear Ms. Encarnacion,

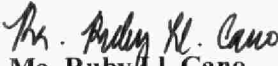
We are pleased to transmit the attached SEC resolution dated October 4, 2013 resolving that the proposed issuance of Twenty Seven Thousand Three Hundred Twenty Eight (27,328) common shares at the par value of Ten (P10.00) pesos is exempt from the registration requirements of the Securities Regulation Code. The subject securities shall be issued as stock dividends to a bondholder who converted his bondholdings to SMIC shares as of July 8, 2013.

The issued and outstanding common shares of SMIC are as follows:

Issued and outstanding shares as of October 14, 2013	796,012,456
Stock dividends	27,328
Issued and outstanding shares as of October 17, 2013	796,039,784

Thank you and we trust that you will find everything in order.

Very truly yours,

  
**Ma. Ruby L. Cano**  
Senior Vice President - Controller  
Alternate Corporate Information Officer  
SM Investments Corporation

Cc: Director Justina Callangan  
Head – SEC Corporate Finance Dept.

Ma. Concepcion Magdaraog (PDEX)  
Issuer Compliance & Disclosure Dept Head

**SM Investments Corporation**  
10/F One E-Com Center  
Harbor Drive  
Mall of Asia Complex  
1300, Pasay City, Philippines



Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills, Mandaluyong City

**MARKETS AND SECURITIES REGULATION DEPARTMENT**

October 4, 2013

By Fax/Mail

**SM INVESTMENTS CORPORATION**  
10<sup>th</sup> Floor, One E-Com Center  
Harbor Drive, Mall of Asia Complex  
CBP-IAT, Pasay City

ATTENTION: **MR. HARLEY T. SY**  
President

This refers to the application filed on behalf of **SM INVESTMENTS CORPORATION**, requesting confirmation that its proposed issuance of **TWENTY SEVEN THOUSAND THREE HUNDRED TWENTY EIGHT (27,328)** common shares is exempt from the registration requirements of the Securities Regulation Code ("Code"), for which the exemption fee in the amount of Five Hundred and Ten Pesos (P510.00) was paid to the Commission on September 27, 2013 under Official Receipt No. 0967910.

In view of the representation of the said company that the subject securities shall be issued to existing stockholders by way of stock dividends, the subject issuance is an exempt transaction under Section 10.1(d) of the Code.

It is understood that any future offer or sale thereof shall be subject to the registration requirements of the Code unless such offer or sale shall qualify as an exempt transaction.

Very truly yours,

  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director