

# COVER SHEET

0 0 0 0 1 6 3 4 2

S.E.C. Registration Number

S M I N V E S T M E N T C O R P .

(Company's Full Name)

1 0 T H F L O O R O N E E - C O M

C E N T E R , H A R B O R D R I V E , M O A

C O M P L E X , P A S A Y C I T Y

(Business Address : No. Street/City/Province)

Elmer B. Serrano

Contact Person

(02) 687-1195

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

LETTER

FORM TYPE

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

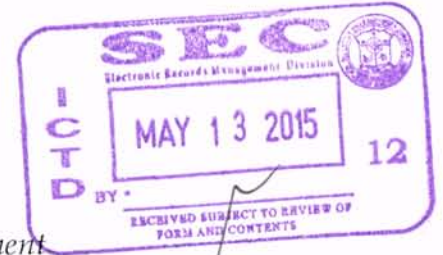
Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes.

May 13, 2015

SECURITIES AND EXCHANGE COMMISSION  
SEC Bldg., EDSA, Greenhills  
Mandaluyong City



Attention: **Vicente Graciano P. Felizmenio, Jr.**  
*Director, Markets and Securities Regulation Department*


Re: Notice of Listing of SMIC shares

Gentlemen:

Please find attached for your reference the Notice of Listing of shares of SM Investments Corporation (SMIC) which we will be sending to the PSE in connection with the Conversion Notice we have received from the bondholders of SMIC's Convertible Bond.

We trust that you find the foregoing in order. Thank you.

Very truly yours,



ELMER B. SERRANO  
Corporate Secretary

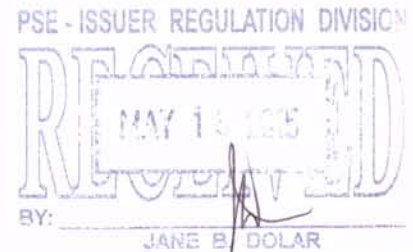
Encl. a/s

May 13, 2015

**PHILIPPINE STOCK EXCHANGE, INC.**  
3rd Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue, Makati Avenue  
Makati City

Attention: Ms. Marsha M. Resurreccion  
*Head, Issuer Regulation Division*

Re: Notice of Listing of SMIC shares



PSE-IRD

MAY 13 15 PM 4:32

Madame:

We would like to request the Philippine Stock Exchange to issue the Notice of Listing in connection with the Conversion Notice we have received from the following bondholders of the SM Investments Corporation's (SMIC) Convertible Bond:

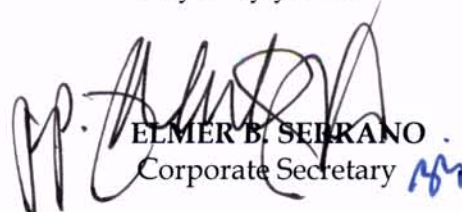
<u>Bondholder</u>	<u>No. of shares issuable to the Bondholder</u>
JP MORGAN SECURITIES PLC	27,351
BANK J. SAFRA SARASIN LTC, SINGAPORE BRANCH	68,378

Please note that the Philippine Stock Exchange has already issued its Notice of Approval last May 23, 2012 (attached hereto as "**Annex A**") approving the application of SM Investments Corporation to list the additional 13,664,091 common shares, with a par value of P10.00 per share as part of the issuance of its Convertible Bond due 2017.

In compliance with said Notice of Approval to effect the actual listing and trading of the shares attached are the Sworn Corporate Secretary's Certificates confirming the receipt of notice of conversion from the respective Bondholders indicating there in the name of the Bondholder and the corresponding number of shares to be listed equivalent to the converted bonds ("**Annexes B & C**").

Thank you.

Very truly yours,



ELMER B. SERRANO  
Corporate Secretary



May 24, 2012

**SM Investments Corporation**  
 10th Floor, One E-Corn Center  
 Harbor Drive, MOA Complex  
 Pasay City

Attention : **Harley T. Sy**  
 President

Re : Notice of Approval  
Underlying Common Shares of Convertible Bonds

Gentlemen:

We are pleased to inform you that The Philippine Stock Exchange, Inc. (the "Exchange" or "PSE") approved on May 23, 2012, the application of SM Investments Corporation ("SM" or the "Company") to list additional 13,884,081 common shares, with a par value of ₱10.00 per share, to cover the underlying SM common shares of the Convertible Bonds Due 2017 issued by the Company on February 13, 2012, at a conversion price of ₱781.446 per share. The Company's Convertible Bonds Due 2017 were issued at a total issue price of US\$260,000,000.00.

The actual listing and the eligibility for trading of the underlying SM common shares of the Convertible Bonds will take effect only after the following requirements have been complied with:

1. The Company pays the PSE listing fee and any other fees or surcharges;
2. The Company pays the SEC listing fee;
3. The Company submits a sworn Undertaking that each time a Bondholder converts its Convertible Bonds, the Company shall submit a sworn Corporate Secretary's certificate certifying the following:
  - a. The Company's receipt of notice(s) of conversion indicating therein the name(s) of the Bondholder(s) and the corresponding number of common shares equivalent to the converted Bonds;
  - b. The actual conversion of the Bonds and the corresponding issuance by the Company of the common shares equivalent to the converted Bonds; and
  - c. The underlying common shares of the Convertible Bonds will be duly lodged with the Philippine Depository and Trust Corporation ("PDTC") on the scheduled listing date. This certificate should make reference to the number of shares for listing, the date of actual lodgment and the listing application covering such shares.

4. The Company submits the duly signed duplicate original copy of this letter.

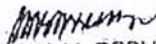
The listing date of the underlying common shares of the Convertible Bonds will be scheduled one (1) trading day from receipt of the aforementioned Corporate Secretary's certificate in item no. 3 above.

The PSE and SEC listing fees should be paid within the fifteen (15) calendar days from receipt of this notice. Otherwise, the Company shall be fined a 25% surcharge plus a 1% interest on the PSE listing fee billed for every day of delay. A copy of the official receipt covering the SEC listing fee should be submitted to the Exchange. All documents must be duly received by the PSE Listings Department.

This approval is being issued on the basis of the representations made to the Exchange. However, in the event that the representations are found to be inaccurate, false, misleading and/or incomplete, then this approval shall be considered null and void.

If these conditions are acceptable to you, please indicate your conformity by signing on the space provided below. The duplicate original should be returned to the Exchange so that we can proceed with the final processing of your application.


Very truly yours,

  
MARSHA M. RESURRECCION  
Head, Issuer Regulation Division

CONFORME:

SM INVESTMENTS CORPORATION

by:

  
MR. JOSE T. SIO  
VVP AND CHIEF FINANCIAL OFFICER

Authorized Signatory  
(Signature over Printed Name)

Date: \_\_\_\_\_

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ANNEX B

SECRETARY'S CERTIFICATE

I, ATTY. MARIANNE M. GUERRERO, of legal age, Filipino, and with office address at 10<sup>th</sup> Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City, being the duly elected and incumbent Assistant Corporate Secretary of SM INVESTMENTS CORPORATION ("SMIC" or the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at 10<sup>th</sup> Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City, do hereby certify that:

- a. The principal amount of Bonds to be converted: US\$400,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 27,351;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered:  
**JP MORGAN SECURITIES PLC**  
 PDTC Participant / Broker's Name: HSBC Manila  
 PDTC Participant / Broker's Code: HSBC1000000  
 Sub-account No.: 1  
 The Conversion Date: 03/26/2015; Conversion Price: Php624.625
- d. The resulting number of underlying common shares of the convertible bonds: 15,077,742 shares
- e. The remaining number of underlying common shares upon conversion: 95,798 shares
- f. The resulting issued, outstanding and listed shares of the company: 802,959,676 shares

IN WITNESS WHEREOF, this Certificate has been signed this MAY 05 2015 at MAKATI CITY.

*[Signature]*  
Atty. MARIANNE M. GUERRERO  
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)  
Metro Manila ) S.S.

Before me, a notary public in and for the city named above, personally appeared Ms. Marianne M. Guerrero with SSS Identification No. 03-9638469-2, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this MAY 05 2015.

ATTY. REINIER S. QUILAMBAO  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2016  
PTR NO: 4758713 / 01.08.15 / MAKATI CITY  
IBP NO: 0985092 / 01.08.15 / TARLAC CITY  
TIN-238-251-699 ROLL NO: 62283

Doc. No. 124;  
Page No. 2;  
Book No. 11;  
Series of 2015.

SECRETARY'S CERTIFICATE

I, ATTY. MARIANNE M. GUERRERO, of legal age, Filipino, and with office address at 10<sup>th</sup> Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City, being the duly elected and incumbent Assistant Corporate Secretary of SM INVESTMENTS CORPORATION ("SMIC" or the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at 10<sup>th</sup> Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City, do hereby certify that:

- a. The principal amount of Bonds to be converted: US\$1,000,000.00
b. The number of shares (excluding fractions) issuable to such Bondholder: 68,378;
c. The name of person in whose name the Shares issuable upon conversion are to be registered: BANK J. SAFRA SARASIN LTD, SINGAPORE BRANCH
PDTC Participant / Broker's Name: Standard Chartered Bank
PDTC Participant / Broker's Code: SCBK1000000
Sub-account No.: 1 (Omnibus Account of SCB)
The Conversion Date: 04/09/2015; Conversion Price: Php624.625
d. The resulting number of underlying common shares of the convertible bonds: 15,146,120 shares
e. The remaining number of underlying common shares upon conversion: 27,420 shares
f. The resulting issued, outstanding and listed shares of the company: 803,028,054 shares

IN WITNESS WHEREOF, this Certificate has been signed this MAY 05 2015 at MAKATI CITY.

Atty. MARIANNE M. GUERRERO
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Metro Manila ) S.S.

Before me, a notary public in and for the city named above, personally appeared Ms. Marianne M. Guerrero with SSS Identification No. 03-9638469-2, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this MAY 05 2015.

ATTY. REINIER S. QUILAMBAO
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