

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

Amended Articles Number/Section

Dept. Requiring this Doc.

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.



April 22, 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,

A handwritten signature in black ink, appearing to be 'Elmer B. Serrano', written over a horizontal line.

ELMER B. SERRANO
Corporate Secretary

Encl. a/s

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



April 22, 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



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>
CACEIS BANK FRANCE	861,570
DEUTSCHE BANK AG LONDON	27,351

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.

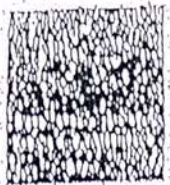
In compliance with said Notice of Approval to effect the actual listing and trading of the shares attached are the Sworn Corporate Secretary's Certificates confirming the receipt of notice of conversion from the respective Bondholders indicating there in the name of the Bondholder and the corresponding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

Thank you.

Very truly yours,

ELMER B. SERRANO
Corporate Secretary

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



May 24, 2012

SM Investments Corporation
1001 Elber, One E-Cam Center
Harbor Drive, MOA Complex
Pasig City.

Attention : Hadley 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 13,054,001 common shares, with a par value of P10.00 per share, to cover the underlying SM common shares of the Convertible Bonds Due 2017 issued by the Company on February 15, 2012, at a conversion price of P761.448 per share. The Company's Convertible Bonds Due 2017 were issued at a total face value 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, upon the conversion of the 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 amounts 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.


 Philippine Depository and Trust Corporation, Inc. (PDTC)
 1st Flr., 1157 1/2 Ave. of the Americas, Pasig City, Metro Manila, Philippines

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

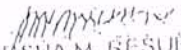
The listing date of the underlying common shares of the Convertible Bonds will be scheduled one (1) trading day from receipt of the aforementioned Corporate Secretary's certificate in item no. 3 above.

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 Listing Department.

This approval is being listed 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.

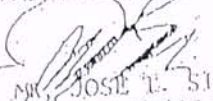
Very truly yours,


MAIKSHA M. RESURRECCION
Head, Issuer Regulation Division

CONFORME:

SM INVESTMENTS CORPORATION

by:


MR. JOSE E. SIO

V.P. AND CHIEF FINANCIAL OFFICER
Authorized Signatory
(Signature over Printed Name)

Date: _____

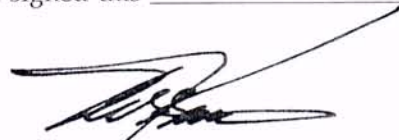
4

SECRETARY'S CERTIFICATE

I, ELMER B. SERRANO, of legal age, Filipino, and with office address at Martinez Vergara Gonzalez & Serrano, Suite 2401, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City, being the Corporate Secretary of SM Investments Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine Law with address at 10th Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, Pasay City, do hereby certify that:

- a. The principal amount of Bonds to be converted: US\$12,600,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 861,570;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered:
CACEIS BANK FRANCE
 PDTC Participant / Broker's Name: HSBC Manila
 PDTC Participant / Broker's Code: HSBC1000000
 Sub-account No.: 1
 The Conversion Date: 04/06/2015; Conversion Price: Php624.625
- d. The resulting number of underlying common shares of the convertible bonds: 15,023,040 shares
- e. The remaining number of underlying common shares upon conversion: 150,500 shares
- f. The resulting issued, outstanding and listed shares of the company: 802,904,974 shares

IN WITNESS WHEREOF, this Certificate has been signed this APR 22 2015 at Pasig City.

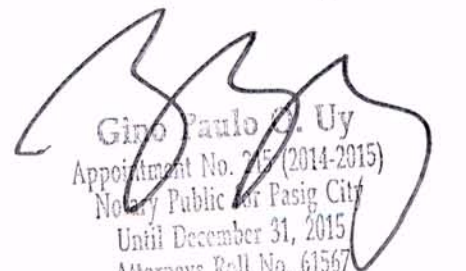

ELMER B. SERRANO
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

Before me, a notary public in and for the city named above, personally appeared Mr. Elmer B. Serrano with Tax Identification No. 153-406-995, 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 APR 22 2015.

Doc. No. 510;
Page No. 103;
Book No. I;
Series of 2015.



Gino Paulo D. Uy
Appointment No. 715 (2014-2015)
Notary Public for Pasig City
Until December 31, 2015
Attorneys Roll No. 61567
Suite 2401 The Orient Square
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
PTR No. 0381593; 01.07.15; Pasig City
IBP No. 0309131; 01.06.15; BSM

SECRETARY'S CERTIFICATE

I, **ELMER B. SERRANO**, of legal age, Filipino, and with office address at Martinez Vergara Gonzalez & Serrano, Suite 2401, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City, being the Corporate Secretary of SM Investments Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine Law with address at 10th Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, 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:
DEUTSCHE BANK AG LONDON
 PDTC Participant / Broker's Name: Deutsche Bank AG Manila Branch
 PDTC Participant / Broker's Code: DEUB1000000
 Sub-account No.: 1
 The Conversion Date: 04/08/2015; Conversion Price: Php624.625
- d. The resulting number of underlying common shares of the convertible bonds: 15,050,391 shares
- e. The remaining number of underlying common shares upon conversion: 123,149 shares
- f. The resulting issued, outstanding and listed shares of the company: 802,932,325 shares

IN WITNESS WHEREOF, this Certificate has been signed this APR 22 2015 at Pasig City.

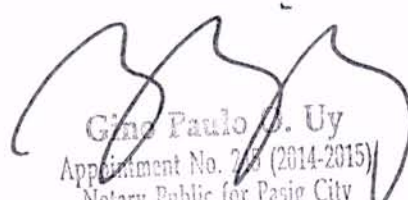

ELMER B. SERRANO
 Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
 PASIG CITY) S.S.

Before me, a notary public in and for the city named above, personally appeared Mr. Elmer B. Serrano with Tax Identification No. 153-406-995, 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 APR 22 2015

Doc. No. 509;
 Page No. 103;
 Book No. I;
 Series of 2015.


Gino Paulo B. Uy
 Appointment No. 778 (2014-2015)
 Notary Public for Pasig City
 Until December 31, 2015
 Attorneys Roll No. 61567
 Suite 2401 The Orient Square
 F. Ortigas, Jr. Road, Ortigas Center, Pasig City
 PTR No. 0361593; 01.07.15; Pasig City
 IBP No. 0361601; 01.06.15; RCM