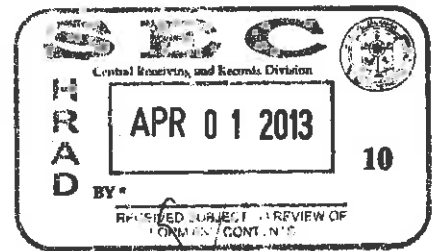




March 27, 2013

**Philippine Stock Exchange, Inc.**  
3rd Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue, Makati Avenue  
Makati City



**Attention : Ms. Marsha Resurreccion**  
Head, Listing Department  
Philippine Stock Exchange

**Re : Notice of listing of SMIC shares**

Madam,

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

<u>Bondholder</u>	<u>No. of shares issuable to the Bondholder</u>
DEUTSCHE BANK AG LONDON	65,587

Please note that the Philippine Stock Exchange has already issued its Notice of Approval last May 23, 2012 approving the Application of SM Investments Corporation to list the additional 13,664,091 common shares, with a par value of P10 per share as fspart of the issuance of its Convertible Bond due 2017.

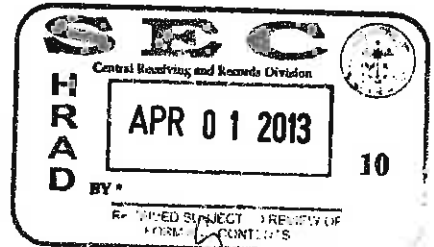
In compliance with said Notice of Approval to effect the actual listing and trading of the shares attached herewith is a copy of Sworn Corporate Secretary's Certificate confirming the receipt of notice of conversion from the respective Bondholder indicating therein the name of the Bondholder and the corresponding number of shares to be listed equivalent to the converted bonds.

Thank you.

Very truly yours,

*Emmanuel C. Paras*  
Atty. EMMANUEL C. PARAS

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



### SECRETARY'S CERTIFICATE

I, **EMMANUEL C. PARAS**, of legal age, Filipino, and with office address at SyCip Salazar Hernandez & Gatmaitan, 4<sup>th</sup> Floor, SyCip Law Center, 105 Paseo de Roxas, Makati 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 10<sup>th</sup> Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, Pasay City, do hereby certify that:

- a. The number of shares (excluding fractions) issuable to such Bondholder: 65,587;
- b. 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
- c. The date of Notice of Conversion: 03/22/2013; Conversion Price: Php781.446

IN WITNESS WHEREOF, this Certificate has been signed this MAR 27 2013  
at Makati City.

*Emmanuel C. Paras*  
**EMMANUEL C. PARAS**  
Corporate Secretary

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

Before me, a notary public in and for the city named above, personally appeared Mr. Emmanuel C. Paras with Passport No. XX4824591 on October 23, 2009 issued at Manila, 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 MAR 27 2013

Doc. No. 309;  
Page No. 63;  
Book No. 1;  
Series of 2013.

*Luisa D. Manalaysay*  
**MA. LUISA D. MANALAYSAY**  
Notary Public for Makati City  
Appointment No. M-642 until Dec. 31, 2013  
Roll of Attorney No. 60954  
PTR No. 3670423MC 01/02/13; Makati City  
IBP No. 941749; 01/02/13; Bulacan Chapter  
SyCip Law Center, 105 Paseo de Roxas  
Makati City, 1226 Metro Manila  
Philippines



May 24, 2012

**SM Investments Corporation**  
10th Floor, One E-Com 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 13,664,091 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 15, 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\$250,000,000.00.

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: \_\_\_\_\_

9