



101302012000435



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

SEC Registration No. 0000016342
Company Name S.M. INVS. CORP.
Industry Classification
Company Type Stock Corporation

Document Information

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. January 30, 2012
Date of Report (Date of earliest event reported)
2. SEC Identification No. 0000016342 3. BIR Tax Identification No. 000-169-020
4. **SM INVESTMENTS CORPORATION**
Exact name of issuer as specified in its charter
5. Philippines 6. (SEC Use Only)
Province, country or other jurisdiction Industry Classification Code:
of incorporation
7. 10th Floor, OneE-Com Center, Harbor Drive, MOA Complex, Pasay City 1300
Address of principal office Postal Code
8. (632) 857-0100
Issuer's telephone number, including area code
9.
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA.

Title of Each Class	Number of Shares of Common Stock
COMMON STOCK, P10 PAR VALUE	611,023,038

11. Indicate the item numbers reported herein: Other Matters, Item 9b.
-

CERTIFICATION


Pursuant to the provisions of our Corporate Governance Manual ("Manual") required under Securities and Exchange Commission Memorandum Circular No. 2 dated April 5, 2002, I hereby certify that:

1. Compliance with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance has been monitored;
2. **SM INVESTMENTS CORPORATION**, its directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in the company's Manual;
3. **SM INVESTMENTS CORPORATION** also complied with the appropriate performance self-rating assessment and performance evaluation system to determine and measure compliance with the Manual; and
4. All members of the Board of Directors as well as Senior Management officers completed and were duly certified to have attended the special seminar on Corporate Governance.

This Certification is being issued in compliance with the SEC requirement.

Done on this _____th day of JAN 27 2012 2012 at Makati City.


HARLEY T. SY
President


EMMANUEL C. PARAS
Alternate Compliance Officer/
Corporate Secretary

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

Before me, a notary public in and for the city named above, personally appeared:

<u>Name</u>	<u>TIN No.</u>
Harley T. Sy	100-210-483
Emmanuel C. Paras	106-198-170

who are personally known to me to be the same persons 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 _____ day of JAN 27 2012, 2012.

Doc No. 111 ;
Page No. 24 ;
Book No. 3 ;
Series of 2012


BARBARA JILL B. CLARA
 Notary Public for Makati City
 Appointment No. 14-587 and Exp. 31, 2012
 Exp. of Authority No. 02219
 PTR No. 011006-00; 0100110, Makati City
 ISP No. 000007; 0000000, Makati Chapter
 Sycip-Lana Center, 1000 Fuente de Roma
 Makati City, 1204 Metro Manila
 Philippines

COVER SHEET

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S.E.C. Registration Number

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

(Company's Full Name)

1	0	T	H		F	I	R		O	N	E	E	-	C	O	M		C	E	N	T	E		H	A	R	B	O
r	D	R	I	V	E		M	A	I	L	O	F		A	S	I	A		C	O	M	P	L	E	X			
C	B	P	-	I	A	T		P	A	S	A	Y		C	I	T	Y											

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

Emmanuel C. Paras

Contact Person

982-3500

Company Telephone Number

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Month Day Year
Fiscal Year

Certificate on Record of Attendance

FORM TYPE

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Month Day Year
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total no. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

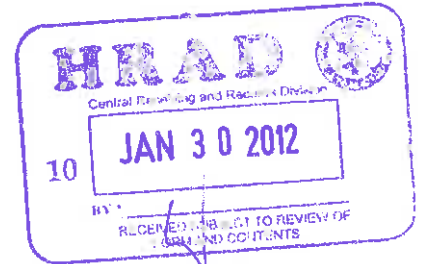
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER



1. **January 30, 2012**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **0000016342**
3. BIR Tax Identification No. **000-169-020**
4. **SM INVESTMENTS CORPORATION**
Exact name of issuer as specified in its charter
5. **Philippines**
6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 10th Floor, OneE-Com Center, Harbor Drive, MOA Complex, Pasay City 1300
Address of principal office Postal Code
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA.

Title of Each Class	Number of Shares of Common Stock
COMMON STOCK, P10 PAR VALUE	611,023,038

11. Indicate the item numbers reported herein: Other Matters, Item 9b.

CERTIFICATION OF RECORD OF ATTENDANCE

I, **EMMANUEL C. PARAS**, Filipino, of legal age and with office address at the 4th Floor, SyCipLaw Center, 105 Paseo de Roxas, Makati City, being the Corporate Secretary of **SM INVESTMENTS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at the 10th Floor, OneE-Com Center, Harbor Drive, Mall of Asia Complex, Pasay City, do hereby certify that the record of attendance of the directors of the Corporation in the board of directors' meetings held for the fiscal year period January 1, 2011 to December 31, 2011:

Date of Meetings	2/03/2011 Special Board	3/02/11 Regular Board	4/27/11 Regular & Organizational Board	8/3/11 Regular Board
Directors' Name				
Henry Sy, Sr.	√	√	√	√
Teresita T. Sy	√	√	√	√
Henry T. Sy, Jr.	√	√	√	X
Harley T. Sy	√	√	√	√
Jose T. Sio	√	√	√	√
Vicente S. Perez, Jr.	√	√	√	√
Joseph R. Higdon	N/A	√	√	X
Ah Doo Lim	√	√	√	√

Mr. Joseph R. Higdon was elected on March 2, 2011 as Independent Director to replace Mr. Gregory L. Domingo.

As per the record of the minutes of the meetings of the board of directors of the Corporation, no director has absented himself/herself for more than fifty percent (50%) from all meetings of the Board of Directors, during his/her incumbency or any twelve (12) month period during said incumbency.

This certification is submitted to comply with the requirement of SEC Memorandum Circular No. 2, Series of 2002, otherwise known as the SEC Code of Corporate Governance.

IN WITNESS WHEREOF, this Certificate has been signed on this _____ day of _____, 2011 in Makati City, Philippines.

Emmanuel C. Paras
EMMANUEL C. PARAS
Corporate Secretary

Attested by:



HENRY SY, SR.
Chairman of the Board

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 TIN No. 106-198-170, 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 _____ day of JAN 30 2012, 2012.

Doc. No. 407 ;
Page No. 83 ;
Book No. 9 ;
Series of 2012

Romeo D. Lunagui, Jr.
ROMEO D. LUNAGUI, JR.
Notary Public for Makati City
Appointment No. 14-001 valid Dec. 31, 2012
Not. Reg. No. 01624
PTL No. 567219-01-00000000 Makati City
CEP No. 88170; Chapter Makati City Chapter
By *Clara* Clerk, *Clara* de Roxas
Makati City, 1201 Metro Manila
Philippines