



Notice of Annual Stockholders' Meeting
April 26, 2017 at 2:30 p.m.
SMX Convention Center Manila, 2nd Floor, Function Room 3
Seashell Drive, Mall of Asia Complex, Pasay City 1300

To all Stockholders:

Please take notice that the 2017 annual stockholders' meeting of SM Investments Corporation will be held on April 26, 2017 at 2:30 p.m. at the Function Room 3, SMX Convention Center Manila, Seashell Drive, J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City. The proposed agenda of the meeting is set forth below:

A G E N D A

1. Call to order
2. Certification of notice and quorum
3. Approval of minutes of annual meeting of stockholders held on April 27, 2016
4. Annual Report for the Year 2016 (Open Forum)
5. Ratification of the acts of the Board of Directors and the Management from the date of the last annual stockholders' meeting up to the date of this meeting
6. Election of directors for 2017 – 2018
7. Appointment of external auditors
8. Other Matters
9. Adjournment

Attached are the rationale for the above agenda items for reference.


The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (PSE) on March 27, 2017 as the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you may accomplish the attached proxy form and submit the same to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City 1600 at least seven (7) business days (or until April 17, 2017) before the date set for the annual meeting, as provided in the By-laws.

For your convenience in registering your attendance, please bring some form of identification, such as a passport, driver's license, or company I.D.

Pasig City, March 14, 2017.

BY THE ORDER OF THE BOARD OF DIRECTORS


ELMER B. SERRANO
Corporate Secretary

SM INVESTMENTS CORPORATION

Rationale for Agenda Items:

Agenda Item 3: To acknowledge and consider the Minutes of Annual Stockholders' Meeting held on April 27, 2016 for approval.

The minutes of the ASM held on April 27, 2016 were made and submitted to the SEC within the period prescribed by pertinent laws, rules and regulation. The minutes were also posted on the Company's website. The Board of Directors recommends the stockholders to consider subject minutes for approval on April 26, 2017.

Agenda Item 4: To acknowledge and consider for approval the Annual Report of the Company for 2016.

The Company's 2016 performance results have been duly summarized in the Annual Report which includes the Audited Financial Statements (AFS) of the Company for the year ended 2016. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. Any stockholder who would like to receive a hard copy or CD of the 2016 Annual Report may request for a copy from the Investor Relations Office.

Agenda Item 5: To acknowledge and ratify all the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting to the date of this meeting.

The Company's performance in 2016, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by Management in conformance with good corporate governance and ethical best practices.

Agenda Item 6: To elect the Board of Directors for 2017 to 2018

Qualifications of the nominated Directors have been duly reviewed and based thereon, the nominated Directors are determined to be qualified and are being recommended by the Company's Corporate Governance Committee for election. Their proven competence, expertise and qualifications based on current regulatory standards and the Company's own norms, will help sustain the Company's solid performance for the benefit of all its stockholders.

Agenda Item 7: To consider and approve the Audit Committee's recommendation for the appointment of the external auditor.

Based on the recommendation of the Audit Committee, the Board nominates SyCip Gorres Velayo & Co. (SGV & Co.) as the Company's external auditor for 2017. SGV & Co. is one of the top auditing firms in the country which is duly accredited with the Securities and Exchange Commission. The stockholders are also endorsed to delegate approval authority to the Board to approve the appropriate audit fee for 2016.

Pasig City, March 14, 2017.