San Miguel Global Power
Giving You the Power to Celebrate Life

SMC Global Power Holdings Corp.

5th Floor C5 Office Bldg. Complex, 100 E. Rodriguez Jr. Ave., C5 Road, Ugong, Pasig City, 1604 (02) 5317 1000

21 December 2022

Philippine Dealing & Exchange Corp.
29/F, BDO Equitable Tower,
8751 Paseo de Roxas, Makati City

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head – Issuer Compliance and Disclosure Department

Gentlemen:

SMC Global Power Holdings Corp. hereby furnishes the Philippine Dealing & Exchange Corp. a copy of its Definitve Information Statement under SEC Form 20-IS filed with the Securities and Exchange Commission on even date.

Very truly yours,

SMC GLOBAL POWER HOLDINGS CORP.

By:

ELENITA D. GO
Corporate Information Officer
Senior Vice President and General Manager

COVER SHEET

C	S	2	0	0	8	0	1	0	9	9

S. E. C. Registration Number

S	M	C		G	L	O	B	A	L		P	O	W	E	R				
H	O	L	D	I	N	G	S		C	O	R	P	.						

(Company's Full Name)

5	t	h		F	l	o	o	r	,		C	5		O	f	f	i	c	e	
B	u	i	l	d	i	n	g		C	o	m	p	l	e	x	,				
#	1	0	0		E	.		R	o	d	r	i	g	u	e	z		J	r	.
A	v	e	.	,		C	5		R	o	a	d	,		B	o		.		
U	g	o	n	g	,		P	a	s	i	g		C	i	t	y				
1	6	0	4	,		M	e	t	r	o		M	a	n	i	l	a			

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

Julie Ann B. Domino-Pablo

Contact Person

(02) 5317-1000

Company Telephone Number

Month	Day	FORM TYPE	Month	Day
1 2	3 1	SEC Form 20-IS Definitive Information Sheet (Request for Written Assent)	0 6	1st Tues.

First Tuesday of
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Number/Section

Amended Articles

Total Amount of Borrowings

Total No. of Stockholders

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

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
   [ ] Preliminary Information Statement
   [✔] Definitive Information Statement

2. Name of Registrant as specified in its charter **SMC Global Power Holdings Corp.**

3. **Philippines**
   Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **CS2008-01099**

5. BIR Tax Identification Code **006-960-000-000**

6. **5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City, Metro Manila** **1550**
   Address of principal office Postal Code

7. Registrant's telephone number, including area code **(02) 5317-1000**

8. Date, time and place of the meeting of security holders
   Not Applicable since this is a request for the Written Assent of the Stockholders

9. Approximate date on which the Information Statement is first to be sent or given to security holders **December 21, 2022**

10. Name of Person Filing the Statement: **SMC Global Power Holdings Corp.**
    Address and Telephone No.: **5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City, Metro Manila (02) 5317-1000**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

    Php 15 Billion worth of Fixed Rate Bonds issued in July 2016
    Php 20 Billion worth of Fixed Rate Bonds issued in December 2017
    Php 15 Billion worth of Fixed Rate Bonds issued in August 2018
    Php 30 Billion worth of Fixed Rate Bonds issued in April 2019
    Php 40 Billion worth of Fixed Rate Bonds issued in July 2022

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (**as of September 30, 2022**)
Common Shares	**1,250,004,000**
Consolidated Total Liabilities (in Thousands)	**Php 474,929,515**

12. Are any or all of registrant's securities listed in a Stock Exchange?
    Yes [ ] No [✔]
    If yes, disclose the name of such Stock Exchange and the class of securities listed therein: **N/A**

INFORMATION STATEMENT
GENERAL INFORMATION

Date, Time and Place of Meeting of Security Holders

For the purpose of approving the amendment of the First Article of the Amended Articles of Incorporation of **SMC Global Power Holdings Corp.** (the "Company") to reflect the change of the name of the Company ***from*** "SMC Global Power Holdings Corp." ***to*** "San Miguel Global Power Holdings Corp.", (the "**Proposed Amendment**"), the written assent of the stockholders of the Company shall be solicited in accordance with Section 15 of the Revised Corporation Code of the Philippines (the "Revised Corporation Code").

The stockholders are requested to signify their vote on the Proposed Amendment by filling up and returning the attached written assent form by mail or email to:

SMC Global Power Holdings Corp.
Attention: **The Corporate Secretary and Compliance Officer**
5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave.,
C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila
Official Email: corsec.imc@sanmiguel.com.ph

This Information Statement shall be sent to all the eight (8) shareholders of the Company as soon as practicable after the approval hereof by the Securities and Exchange Commission.

The information statement is first to be sent to the stockholders on **December 21, 2022**.

THE COMPANY IS NOT SOLICITING ANY PROXIES FROM ITS STOCKHOLDERS.

Dissenters' Right of Appraisal

Under Title X of the Revised Corporation Code, stockholders dissenting from and voting against the following corporate actions may demand payment of the fair market value of their shares as of the date prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action, namely: (i) any amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of shortening the term of corporate existence; (ii) sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code; (iii) merger or consolidation; and (iv) investment of corporate funds in another corporation or business or for any other purpose other than the primary purpose for which the corporation was organized, as provided under Section 80 of the Revised Corporation Code.

There are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided under the aforementioned pertinent provisions of the Revised Corporation Code.

Interest of Certain Persons in Matters to be Acted Upon

No director, officer, or nominee for election as director of the Company, or any of their associates, at any time since the beginning of the last fiscal year, has any substantial interest, direct or indirect, by security holdings or otherwise in any matter to be acted upon in the meeting.

None of the incumbent directors has informed the Company in writing of an intention to oppose any action to be taken by the Company at the meeting.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

As of **November 30, 2022**, the Company has only one (1) class of securities, consisting of 1,250,004,000 issued and outstanding common shares of stock. The common shares of the Company are neither traded in any public trading market, nor subject to outstanding warrants to purchase, or securities convertible into common shares of the Company.

Holders of common shares have the right to vote on all matters requiring stockholders' approval. The record date for the determination of security holders entitled to vote is **December 5, 2022**. Only stockholders of records at the close of business on **December 5, 2022** will be entitled to signify their written assent to the Proposed Amendment. Every stockholder entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Company.

The beneficial owner of more than five percent (5%) of the Company's voting securities as of **November 30, 2022**, are as follows:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held by the Beneficial Owners (includes Common Shares held by their nominees)	% out of Total Outstanding Shares
Common	San Miguel Corporation No. 40 San Miguel Ave., Mandaluyong City (Parent Company)	San Miguel Corporation (SMC)	Filipino	1,250,000,500	100%
Common	Ramon S. Ang No. 40 San Miguel Ave., Mandaluyong City (Director)	Nominee-director of SMC in the Board	Filipino	500	0%
Common	John Paul L. Ang No. 40 San Miguel Ave., (Director)	Nominee-director of SMC in the Board	Filipino	500	0%

Common	Aurora T. Calderon No. 40 San Miguel Ave., Mandaluyong City (Director)	Nominee-director of SMC in the Board	Filipino	500	0%
Common	Virgilio S. Jacinto No. 40 San Miguel Ave., Mandaluyong City (Director)	Nominee-director of SMC in the Board	Filipino	500	0%
	Total:			**1,250,002,500**	

The principal stockholder of the Company is San Miguel Corporation ("SMC"), which owns approximately 100% of the issued and outstanding capital stock of the Company. SMC is one of the largest and most diversified conglomerates in the Philippines in terms of revenues and assets and its shares are listed on the Philippine Stock Exchange ("PSE"). Originally founded in 1890 as a single brewery in the Philippines, SMC currently owns market-leading businesses in vital industries that support the economic development of the country, including food and beverages, packaging, fuel and oil, infrastructure, property and investments in car distributorship and banking, in addition to its power business.

Under the stewardship of SMC, the Company has become one of the market leaders in the Philippine power industry.

The other stockholders of the Company are its directors, the details of their shareholdings in the Company, as well as their profiles, are set out below.

As regards security ownership of management, the table below sets out the details of the voting securities in the name of the directors and executive officers of the Company as of **November 30, 2022**:

Title of Class	Name of Record Owner	Position in the Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Total No. of Shares	% out of Total Outstanding Shares
Common	Ramon S. Ang	Chairman & Chief Executive Officer and President & Chief Operating Officer	SMC; Nominee-director of SMC in the Board	Filipino	500	0%
Common	John Paul L. Ang	Vice Chairman	SMC; Nominee-director of SMC in the Board	Filipino	500	0%
Common	Aurora T. Calderon	Director	SMC; Nominee-director of SMC in the Board	Filipino	500	0%
Common	Virgilio S. Jacinto	Director	SMC; Nominee-director of SMC in the Board	Filipino	500	0%

Title of Class	Name of Record Owner	Position in the Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Total No. of Shares	% out of Total Outstanding Shares
Common	Jack G. Arroyo, Jr.	Independent Director	Jack G. Arroyo, Jr.	Filipino	500	0%
Common	Consuelo M. Ynares-Santiago	Independent Director	Consuelo M. Ynares-Santiago	Filipino	500	0%
Common	Josefina Guevara-Salonga	Independent Director	Josefina Guevara-Salonga	Filipino	500	0%

The aggregate number of shares owned of record by the directors of the Company as a group as of **November 30, 2022** is 3,500 common shares, which is less than 1% of the outstanding shares of the Company.

Voting Trust Holders of 5% or More

None of the stockholder holding more than 5% of the voting securities of the Company are under a voting trust or similar agreement.

Changes in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company.

Parent Company

The parent company of the Company is SMC. As of **November 30, 2022**, SMC owns approximately 100% of the issued and outstanding capital stock of the Company. On the other hand, Top Frontier Investment Holdings, Inc. owns 61.78% of the outstanding common stock of SMC as of **November 30, 2022**.

REQUEST FOR WRITTEN ASSENT

Approval for the Proposed Amendment

During the meeting held on December 5, 2022, all the members of the Board of Directors of the Company unanimously approved the change of the name of the Company ***from*** "SMC Global Power Holdings Corp." ***to*** "San Miguel Global Power Holdings Corp.", and the amendment of the First Article of the Amended Articles of Incorporation of the Company to reflect the aforementioned change of the name of the Company.

The approval of the stockholders of the Company is sought for the purpose of amending the First Article of the Amended Articles of Incorporation of the Company to reflect the aforementioned change of its corporate name.

VOTING PROCEDURES

Manner of voting

The written assent of the shareholders holding at least two-thirds of the outstanding capital stock of the Company shall be required for the approval of the Proposed Amendment.

Stockholders of record as of **December 5, 2022** shall be entitled to one (1) vote for each share of stock recorded in their names in the books of the Company.

Voting shall be made through written assent, as evidence by the written assent form attached to this Information Statement, accomplished in all parts and duly received by mail or email at the address below:

SMC GLOBAL POWER HOLDINGS CORP.
Attention: **The Corporate Secretary and Compliance Officer**
5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave.,
C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila
Official Email: corsec.imc@sanmiguel.com.ph

The written assent form must be signed by the stockholder on record.

Voting requirements

The approval of the Proposed Amendment requires the written assent of stockholders representing at least two-thirds of the outstanding capital stock of the Company, which is equivalent to 833,336,000 shares.

Method of counting votes

The Corporate Secretary or Assistant Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders. The votes shall be counted based on the filled-up written assent form attached to this Information Statement and received from stockholders of the Company. As soon as the affirmative votes reach at least two-thirds of the outstanding capital stock of the Company, which is equivalent to at least 833,336,000 shares, the Proposed Amendment shall be considered approved by the stockholders.

UNDERTAKING

The Company undertakes to post the full version of this Definitive Information Statement under SEC Form 20-IS, on the Company's website www.smcglobalpower.com.ph upon its approval by the SEC.

The Company undertakes to provide any requesting stockholder, free of charge, a printed or electronic copy of its 2021 Annual Report under SEC Form 17-A and the 3rd Quarter 2022 Financial Report under SEC Form 17-Q, at the stockholder's option, upon written request addressed to the Office of the Corporate Secretary and Compliance Officer, SMC Global Power Holdings Corp., 5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., C5 Road, Bo. Ugong, Pasig City 1604, Metro Manila.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Pasig City on **December 21, 2022**.

SMC GLOBAL POWER HOLDINGS CORP.

By:

Virgilio S. Jacinto
Corporate Secretary and Compliance Officer

WRITTEN ASSENT FORM

In accordance with Section 15 of the Revised Corporation Code of the Philippines and in connection with proposed amendment of the First Article of the Amended Articles of Incorporation of **SMC Global Power Holdings Corp.** (the "Company") to reflect the change in the corporate name ***from*** SMC Global Power Holdings Corp. ***to*** San Miguel Global Power Holdings Corp., (the "Proposed Amendment"), the undersigned stockholder hereby votes as follows:

☐ **IN FAVOR of the Proposed Amendment**

☐ **AGAINST the Proposed Amendment**

_____

Printed Name and Signature
of Stockholder

No. of shares held: _____

Date: _____