



SM INVESTMENTS

March 7, 2023

THE PHILIPPINE STOCK EXCHANGE, INC.

6th Floor, PSE Tower
28th St. corner 5th Ave.
BGC, Taguig City

Attention: **Ms. Alexandra D. Tom Wong**
Officer-In-Charge, Disclosure Department

PHILIPPINE DEALING & EXCHANGE CORP.

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

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

Re: **Notice of Intention to Conduct a Tender Offer to
Stockholders of 2GO Group, Inc.**

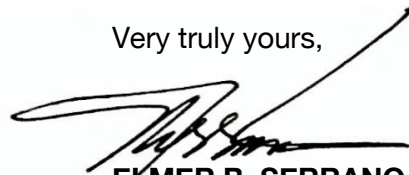
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Ladies and Gentlemen:

Please be informed that SM Investments Corporation submitted to the Securities and Exchange Commission a Notice of Intention to Conduct a Tender Offer to Stockholders of 2GO Group, Inc. published on the March 7, 2023 issue of The Daily Tribune.

Thank you.

Very truly yours,


ELMER B. SERRANO
Corporate Secretary

Encl. a/s

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. Date of Report (Date of earliest event reported)
March 7, 2023
2. SEC Identification No. **16342**
3. BIR Tax Identification No. **000-169-020-000**
4. Exact name of issuer as specified in its charter
SM Investments Corporation
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code (SEC Use Only)
7. Address of principal office
10th Floor, OneE-com Center, Harbour Drive, Mall of Asia Complex, Pasay City

Postal Code **1300**
8. Issuer's telephone number, including area code
(632) 8857-0105
9. Former name or former address, if changed since last report
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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
Outstanding and Amount of Debt
Outstanding

Common

1,222,023,358

11. Indicate the item numbers reported herein:

Item 9. Other Events

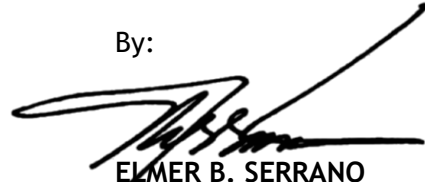
Please see attached letter in relation to the publication of the Notice of Intention to Conduct Tender Offer.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM Investments Corporation

By:

A handwritten signature in black ink, appearing to read 'Elmer B. Serrano', with a long, sweeping flourish extending upwards and to the right.

ELMER B. SERRANO
Corporate Secretary

Date: 7 March 2023



INVESTMENTS CORPORATION

7 March 2023

Securities and Exchange Commission

7907 Makati Avenue,
Barangay Bel-Air, Makati City, 1209

Attention : **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Department

Subject : **Notice of Intention to Conduct a Tender Offer to
Stockholders of 2GO Group, Inc. by SM Investments
Corporation**

Gentlemen:

Please be advised that SM Investments Corporation (**SMIC**) intends to conduct a tender offer for up to 378,817,279 common shares constituting up to 15.39% of the issued and outstanding common capital stock of 2GO Group, Inc. (**2GO**) at the price of Php14.64 per common share, beginning March 15, 2023 until April 28, 2023 (the **Tender Offer**).

The Tender Offer is for the purpose of the voluntary delisting of 2GO shares from the Main Board of The Philippine Stock Exchange, Inc. (**PSE**). SMIC and Trident Investments Holdings Pte. Ltd. will serve as proponents for the voluntary delisting of 2GO shares. In compliance with the Securities Regulation Code and its Implementing Rules and Regulations and the rules of the PSE, the Board of Directors of SMIC has approved the conduct of a mandatory tender offer to all remaining stockholders of 2GO at an offer price of Php14.64 per share.

A *Notice of Intention to Conduct a Tender Offer to Stockholders of 2GO Group, Inc.* by SMIC was also published in today's issue of The Daily Tribune. Attached is a copy for reference.

SMIC will be filing its Tender Offer Report (SEC Form 19-1, including exhibits and annexes) with the Honorable Commission, with copies to be provided to the PSE and 2GO within the statutory period.

Thank you.

Best regards,

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

Elmer B. Serrano
Corporate Secretary

NOTICE OF INTENTION TO CONDUCT TENDER OFFER

**TO THE STOCKHOLDERS OF 2GO GROUP,
INC. (2GO):**

Notice is hereby given that **SM INVESTMENTS CORPORATION** intends to conduct a tender offer for up to 378,817,279 common shares constituting up to 15.39% of the issued and outstanding common capital stock of 2GO at the price of Php14.64 per common share. The tender offer shall be open from March 15 to April 28, 2023.

The Tender Offer Report (SEC Form 19-1, including exhibits and annexes) will be filed with the Securities and Exchange Commission, with copies provided to The Philippine Stock Exchange, Inc. (PSE) and 2GO, on or before March 10, 2023. The Tender Offer Report shall contain among others, the terms and conditions of the tender offer and other relevant materials.

The Tender Offer is in relation to the Voluntary Delisting of 2GO common shares from the Main Board of the PSE.

**Board of Directors
SM INVESTMENTS CORPORATION**