

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **CS200801099**
2. **SMC GLOBAL POWER HOLDINGS CORP.**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. **006-960-000**
BIR Tax Identification Number
5. The general character of the business of the registrant is **To acquire by purchase, exchange, assignment or otherwise; to sell, assign, transfer, exchange, lease, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy, and dispose of all properties.**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **5th Floor, C5 Office Building Complex, #100 E. Rodriguez Jr. Ave., Pasig City, Philippines 1604**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) : **December 31**

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Fixed-Rate Bond Legal Research Fee of 1% (for the entire shelf) TOTAL REGISTRATION FEES	PHP60,000,000,000.00	Face Value	PHP60,000,000,000.00	PHP15,562,500.00 155,625.00 PHP15,718,125.00
First Tranche • Filing fees • Legal research fee of 1% TOTAL REGISTRATION FEE PAYABLE	PHP40,000,000,000.00	Face Value	PHP40,000,000,000.00	PHP10,562,500.00 105,625.00 PHP10,668,125.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page of the Prospectus and the Offer Supplement.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the Prospectus and the Offer Supplement.

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page **40** of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page **70** of the Prospectus and on page **52** of the Offer Supplement.

Item 5. Determination of Offering Price.

Please refer to the section on page **71** of the Prospectus.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page **72** of the Prospectus and page **55** of the Offer Supplement.

Item 9. Description of Securities to Be Registered.

Please refer to the section “Description of the Offer Bonds” on page **73** of the Prospectus and section “Description of the Offer Bonds” on page **30** of the Offer Supplement.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section “Interest of Named Experts” on page **231** of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to the section “The Company” starting on page **74** of the Prospectus;
- (b) On Description of Property, please refer to the section “Description of Property” starting on page **129** of the Prospectus;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page **130** of the Prospectus;
- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to the section “Management Discussion & Analysis of Results of Operations and Financial Condition” starting on page **139** of the Prospectus;
- (e) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, this is not applicable;
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section “Management” starting on page **182** of the Prospectus;
- (g) On Executive Compensation, please refer to the section “Compensation” starting on page **188** of the Prospectus;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management, please refer to the section “Security Ownership of Directors and Officers” starting on page **189** of the Prospectus;
- (i) On Certain Relationships and Related Transactions, please refer to the section “Certain Relationships and Related Transactions” starting on page **192** of the Prospectus.

Item 12. Financial Information

Please refer to the “Summary Financial Information” section on page **232** of the Prospectus and “Management Discussion & Analysis of Results of Operations and Financial Condition” section on starting on page **139** of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2021, 2020 and 2019, and the unaudited interim financial statements for the three months ended 31 March 2022 and 31 March 2021.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section Use of Proceeds starting on page **70** of the Prospectus and page **52** of the Offer Supplement.

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VI of "Annex C, as amended", as follows.

Exhibit Number	Description
Exhibit 1	Prospectus
Exhibit 2	Offer Supplement
Exhibit 3	Consolidated Audited Financial Statements and Interim Financial Statements as of 31 March 2022
Exhibit 4	Undertaking to Publish with draft Notice of Filing
Exhibit 5	Draft Underwriting Agreement
Exhibit 6	Latest Amended Articles of Incorporation
Exhibit 7	Latest Amended By-Laws
Exhibit 8	List of Material Contracts, together with copies thereof
Exhibit 9	Latest Annual Report and Quarterly Report
Exhibit 10	Report Furnished to the Security Holders
Exhibit 11	List of Subsidiaries as of 30 May 2022
Exhibit 12	Published Report Regarding Matters Submitted To Vote Of Security Holders
Exhibit 13	Statement of Eligibility of Trustee
Exhibit 14	Notarized Curriculum Vitae and Recent Photographs of Officers and Directors
Exhibit 15	Board of Investment (BOI) Certificate of Registration
Exhibit 16	Authorization to examine Issuer's bank accounts.
Exhibit 17	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement.
Exhibit 18	Secretary's Certificate re: submission of a manual of corporate governance, adoption of a fit and proper rule, and undertaking allowing SEC to resolve conflicting issues regarding the selection of independent directors
Exhibit 19	Environmental Compliance Certificates
Exhibit 20	Mandate Letter of Underwriters
Exhibit 21	Certification re: Audited Financial Statements
Exhibit 22	Certification re: Legal Proceedings
Exhibit 23	Certification re: Government licenses and permits
Exhibit 24	Certificate on Awareness of Documents re: Filing of the Registration Statement
Exhibit 25	Tax Compliance Report
Exhibit 26	Certification of Underwriters on Conduct of Due Diligence
Exhibit 27	Certification of Underwriters re conflict of interest
Exhibit 28	Undertaking to Pay

Item 15.

Not applicable.

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MANDALUYONG CITY on MAY 30 2022 2022.


RAMON S. ANG
Chairman & Chief Executive Officer
and President & Chief Operating
Officer


PAUL BERNARD D. CAUSON
Vice President and Chief Finance
Officer


VIRGILIO S. JACINTO
Compliance Officer and Corporate
Secretary

SUBSCRIBED AND SWORN to before me this MAY 30 2022 day of _____ 2022 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Ramon S. Ang	Passport No. P2247867A	12 May 2019; DFA Manila
Paul Bernard D. Causon	Passport No. P8120059A	27 July 2018; DFA NCR East
Virgilio S. Jacinto	Passport No. P3157226B	12 September 2019; DFA-NCR East

Notary Public

Doc. No.: 327;
Page No.: 67;
Book No.: VI;
Series of 2022.




MARILEN S. VIZCO-ADRIANO

Appointment No. 0571-20

Notary Public for Mandaluyong City

Until June 30, 2022 pursuant to SC En Banc Resolution dated September 28, 2021 in relation to B.M. No. 3795 No. 155 EDSA, Brgy. Wack-Wack, Mandaluyong City
Roll No. 52532

PTR No. 4875148; 01/07/2022; Mandaluyong City
IBP Lifetime IBP No. 835229; 10/08/2010; Quezon City Chapter
MCLE Compliance No. VI-0018687; 02/18/2019; Pasig City