

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **CS201310694**
2. **SMC TOLLWAYS CORPORATION**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. **008-547-087**
BIR Tax Identification Number
5. The general character of the business of the registrant is **investing in, acquiring and owning, or otherwise disposing of real and personal property of every kind and description, including shares of stock, bonds, debentures, evidence of indebtedness, and other securities or obligations of any corporation or association for whatever lawful purpose or purposes the same may have been organized, including but not limited to those engaged in the logistics, tollways, infrastructure and similar businesses.**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **11th Floor, San Miguel Properties Center, 7 St. Francis St., Mandaluyong City 1550, +632-8702-4833**
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 Bonds	Php35,000,000,000.00 consisting of a base offer of Php30,000,000,000.00 with an oversubscription option of up to Php5,000,000,000.00	Face Value	Php35,000,000,000.00	SEC Registration Fee Php9,312,500 Legal Research Fee Php93,125
TOTAL REGISTRATION FEES:				Php 9,405,625

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.

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.

Item 3. Risk Factors and Other Information.

Please refer to the section "Risk Factors" starting on page 49 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 57 of the Prospectus.

Item 5. Determination of Offering Price.

Please refer to the section "Determination of Issue Price" on page 70 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 60 of the Prospectus.

Item 9. Description of Securities to Be Registered.

Please refer to the section "Description of the Bonds" on page 28 of the Prospectus.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts and Counsel" on page 124 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 “Brief Background on the Company” starting on page 18 of the Prospectus;
- (b) On Description of Property, please refer to the section “Description of Property” starting on page 88 of the Prospectus;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page 103 of the Prospectus;
- (d) On Management’s Discussion and Analysis or Plan of Operation, please refer to the section “Management’s Discussion and Analysis of Results of Operations and Financial Condition” starting on page 107 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 89 of the Prospectus;
- (g) On Executive Compensation, please refer to the section “Compensation of Directors and Executive Officers” starting on page 94 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 96 of the Prospectus;
- (i) On Certain Relationships and Related Transactions, please refer to the section “Certain Relationships and Related Party Transactions” starting on page 99 of the Prospectus.

Item 12. Financial Information.

Please refer to the “Selected Financial Information” section on page 104 of the Prospectus and “Management’s Discussion and Analysis of Results of Operations and Financial Condition” section on page 107 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2023, 2022 and 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 57 of the Prospectus.

Item 14. Exhibits.

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

Exhibit Number	Description
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Exhibit 1	Prospectus
Exhibit 2	Audited Financial Statements for the last 3 years, with Supplementary Schedules, and Conglomerate Map
Exhibit 3	Undertaking to Publish Notice of Filing
Exhibit 4	Draft Underwriting Agreement
Exhibit 5	Certification from Underwriters participating under a firm commitment arrangement re: Due Diligence and Conflict of Interest
Exhibit 6	Mandate Letter of Joint Lead Underwriters
Exhibit 7	Latest Amended Articles of Incorporation, Latest Amended By-Laws
Exhibit 8	Legal Opinion re: Legality and Tax Matters
Exhibit 9	Legal Opinion re: Permits and Licenses
Exhibit 10	Material Contracts and Certification that all material contracts of the registrant have been submitted
Exhibit 11	List of all parents, subsidiaries, affiliates included in the conglomerate map
Exhibit 12	Notarized Curriculum Vitae and Photographs of Officers and Members of the BOD
Exhibit 13	Authorized re: Registrant's Bank Accounts
Exhibit 14	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement
Exhibit 15	Secretary's Certificate as to adoption by the Board of certain corporate governance principles and/or submission of Manual on Corporate Governance
Exhibit 16	Authorization letter from the registrant designating a representative(s) through whom all dealings with the Commission regarding the application is coursed
Exhibit 17	Certifications and/or Pre-evaluation Form from the SEC Operating Departments
Exhibit 18	Certification on material legal proceedings filed by and against the issuer, its subsidiaries and affiliates
Exhibit 19	Certification on awareness of parties
Exhibit 20	Certification on government permits/licenses
Exhibit 21	Certification on non-delinquency or disobedience
Exhibit 22	Manual on Corporate Governance
Exhibit 23	Request for Confidentiality
Exhibit 24	Environmental Compliance Certificate (ECC) – DENR
Exhibit 25	Certification that all corporate actions and approvals necessary for the Offer are secured and completed
Exhibit 26	Statement of Eligibility of Trustee
Exhibit 27	Credit rating report
Exhibit 28	Undertaking to submit Listing application filed with the PDEX
Exhibit 29	SEC Form 12-1 Submission Checklist

Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

[SIGNATURE PAGE FOLLOWS]

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 on

19 SEP 2024.



Ramon S. Ang
Chairman, President and
Chief Executive Officer



Raoul Eduardo C. Romulo
Chief Finance Officer



Jose C. Laureta
Corporate Secretary
and Compliance Officer

SUBSCRIBED AND SWORN to before me this 19 SEP 2024 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Ramon S. Ang	Passport No. P2247867B	May 12, 2019; DFA Manila
Raoul Eduardo C. Romulo	Passport No. P3509901B	October 14, 2019; DFA NCR East
Jose C. Laureta	Senior Citizen ID No. 97672	November 28, 2008; Office for Senior Citizens Affairs

Notary Public

Doc. No.: 112 ;
Page No.: 24 ;
Book No.: 1 ;
Series of 2024.




SHAINA ANELLA B. RAMIREZ
Commission No. 0446-24

Notary Public of Mandaluyong City
Until December 31, 2025
19th Floor San Miguel Properties Centre
No. 7 Saint Francis St. Ortigas Center, Mandaluyong City
Roll No. 56912
PTR No. 5430546; 01/08/2024; Mandaluyong City
IBP No. 302223; 01/08/2024; Quezon City
MCLE Compliance No. VII-0017393; 05/06/2022