



SMC GLOBAL POWER

17 December 2017

DB Trustees (Hong Kong) Limited
Level 52, International Commerce Center
1 Austin Road West
Kowloon, Hong Kong

Subject: Disclosure of Information

Gentlemen:

We refer to the US\$300,000,000 Undated Capital Securities of SMC Global Power Holdings Corp. (the "Corporation") issued on 26 August 2016. The Corporation hereby reports that, on 17 December 2017, it executed a Share Purchase Agreement with AES Phil Investment Pte. Ltd. ("AES Phil") and Gen Plus B. V. ("Gen Plus") for the purchase by the Corporation of the (a) 51% and 49% equity interests of AES Phil and Gen Plus, respectively, in Masin-AES Pte. Ltd. ("Target Company"); (b) 100% equity interest of The AES Corporation in AES Transpower Private Ltd., and (c) 100% of equity interest of AES Phil in AES Philippines Inc. (the "Transaction"). The Target Company, through its subsidiaries, owns and/or operates the 2 x 315 MW coal-fired power plant, the power project expansion unit known as Unit 3 which is under construction, and the 10MW battery energy storage project, all located in the Province of Zambales, Philippines. The total consideration for the Transaction is US\$1.9 Billion. The enterprise value of the Target Company is approximately US\$2.4 Billion.

The completion of the aforementioned acquisitions is subject to certain conditions, including but not limited to, the approval thereof by the Philippine Competition Commission and the execution of the definitive agreements to fully implement the Transaction.

The Corporation shall make the appropriate disclosures in the event the definitive agreements relating to the Transaction are concluded.

For and on behalf of
SMC GLOBAL POWER HOLDINGS CORP.

By:


Ferdinand K. Constantino
Authorized Signatory


Joseph N. Pineda
Authorized Signatory