



RULES ON DOLLAR DENOMINATED SECURITIES (“DDS”)

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PART A GENERAL PROVISIONS

SECTION 1. Introduction – These Rules shall govern the listing, trading and settlement of Dollar Denominated Securities (“DDS”). DDS are securities denominated in US dollars (“USD”) which are listed and traded on the Exchange.

SECTION 2. Rationale – The introduction of DDS aims to provide issuers and investors more instruments to meet their specific requirements. It can provide issuers with dollar denominated requirements an opportunity to raise capital at the Exchange without incurring foreign exchange risks. In the same manner, the product can also reduce the currency risk exposure of foreign investors who trade PSE-listed securities. Moreover, DDS offers local investors an alternative investment option for their USD currency holdings.

SECTION 3. Applicability of Other Laws, Rules and Regulations – These Rules shall be read in conjunction with the Securities Regulation Code and its implementing rules and regulations, BSP regulations, and other relevant laws, rules and regulations, and shall form part of the existing rules of the Exchange. Access to foreign exchange resources shall be governed by existing BSP regulations. All rules of the Exchange, the SCCP, and the CMIC not inconsistent with these Rules shall apply to DDS. Depository-related functions and activities, including the use of Name on Central Depository, shall be governed by existing rules and regulations of PDTC. Any reference herein to a law, rule or regulation shall mean that law, rule or regulation, and any amendments or modifications thereof.

SECTION 4. Enforcement – Part B of these Rules in respect of the listing and disclosure requirements of the DDS shall be enforced by the Exchange. Part C on trading shall likewise be enforced by the Exchange, except to the extent that jurisdiction has been granted or endorsed to the CMIC under existing agreements, and rules, and regulations of the CMIC. Part D of these Rules in respect of the clearing and settlement of DDS shall be enforced by the SCCP. As regards the fees and monetary penalties stated in Part E, listing, disclosure and trading fees and penalties shall be collected by the Exchange, while settlement fees and monetary fines arising from settlement fails shall be collected by the SCCP. Depository-related fees shall be imposed and collected by the PDTC.

SECTION 5. Scope and Application – These Rules apply to existing listed companies which will issue DDS. DDS listings through initial public offering shall be subject to such other rules, regulations and other guidelines as may be hereafter prescribed by the Exchange and approved by the SEC, and other regulatory agencies.

SECTION 6. Definition of Terms – When used under these Rules, the following terms shall have the meaning indicated, unless the context provides otherwise:

- a. **Block Sale** – shall mean a pre-arranged transaction which is executed through the facilities of the Exchange and is compliant with the requirements of the Revised Trading Rules and related issuances.
- b. **Board Lot** – shall mean the standardized number of shares set by the Exchange based on a given price range for a security.
- c. **BSP** – shall mean Bangko Sentral ng Pilipinas.

- d. **Clearing Member** – shall mean a person/entity qualified by SCCP to directly participate in the Clearing and Settlement processes of SCCP. For equities transactions, Clearing Members shall be limited to Trading Participants of PSE, approved by SCCP for membership in the clearing system. It shall also mean a person/entity admitted for the time being by SCCP as a Clearing Member of the Central Clearing System.
- e. **CMIC** – shall mean the Capital Markets Integrity Corporation.
- f. **CTGF** – shall mean the Clearing and Trade Guaranty Fund
- g. **DDS** – shall mean dollar denominated securities.
- h. **Issuer** – shall mean a listed company that will issue or has issued the DDS.
- i. **Exchange or PSE** – shall mean The Philippine Stock Exchange, Inc.
- j. **Exchange Rate** – shall mean the end of day/closing Philippine peso to USD rate from the foreign exchange spot market. This is the official close of the Philippine Dealing System.
- k. **Odd Lot Market** – shall mean the market where orders with volumes or quantities less than the defined board lot are traded.
- l. **Order** – shall mean a buy or sell instruction entered into the trading system.
- m. **PDEX** – shall mean the Philippine Dealing and Exchange Corp.
- n. **PDTC** – shall mean Philippine Depository & Trust Corp.
- o. **Revised Trading Rules and other related issuances** – shall mean the Revised Trading Rules issued by the PSE and approved by the SEC, and the Implementing Guidelines, memoranda, circulars and other issuances promulgated by the PSE in relation thereto.
- p. **Rules** – shall mean Rules on Dollar Denominated Securities, unless otherwise indicated.
- q. **SCCP** – shall mean the Securities Clearing Corporation of the Philippines.
- r. **SEC** – shall mean the Securities and Exchange Commission of the Philippines.
- s. **Settlement** – shall mean the completion of a PSE Trade effected by the delivery of the Security Element and the payment of the Cash Element in the quantity or amount determined by the Clearing of the PSE Trade. The terms “settle”, “settled” and “settling” shall refer to the verb or adjective forms of Settlement, as the context may apply.

- t. **Settlement Bank** – shall mean a duly licensed commercial banking institution accredited by SCCP for the Clearing and Settlement of the Cash Element of SCCP-Eligible Trades.
- u. **TP** – shall mean Trading Participants.

Other capitalized terms used in these Rules but not otherwise defined in this Section shall have the meaning ascribed to them in the relevant rules and regulations of the Exchange, SCCP, or the CMIC, as the case may be.

PART B LISTING AND DISCLOSURE

SECTION 1. Listing Criteria and General Requirements

- a. **Eligible Issuer** – The Issuer must be an existing listed company in good standing with the Exchange. For purposes of these Rules, an Issuer is deemed to be in good standing if, at the time of submission of its listing application, the Issuer:
 - (i) does not have any outstanding penalties or other liabilities to the Exchange;
 - (ii) is not the subject of any order of suspension from trading or any involuntary delisting proceedings; and
 - (iii) is not the subject of any pending case, investigation or similar proceeding by the Exchange for violation of any applicable laws, rules, regulations or orders.

The foregoing criteria is illustrative only, and shall not restrict nor prevent the Exchange from taking into consideration any other material factors, events, circumstances and other related matters that negatively impact the Issuer.

- b. **Engagement of Eligible Brokers** – The Issuer is required to engage at least two (2) Eligible Brokers who are qualified to trade DDS, in accordance with the criteria set out in Part C, Section 1(b).
- c. **Procedure for processing of listing applications** – The Exchange will accept an application for listing DDS upon submission by the Issuer of:
 - (i) the documents required in the Supplemental Checklist of Documentary Requirements for DDS, attached as Annex A;
 - (ii) the documents required in the applicable Checklist of Documentary Requirements covering the relevant transaction as provided in the PSE Listing and Disclosure Rules; and
 - (iii) the applicable processing fee.

The general procedures for the listing of equity securities shall apply in processing listing applications for DDS.

- d. **Contents of Listing Application** - In addition to the standard requirements applicable to the relevant transaction covering the issuance of the DDS, the listing application must contain the following information:
- (i) Detailed structure and features of the DDS;
 - (ii) Terms and conditions of the issuance of the DDS;
 - (iii) Regulatory framework for the issuance and listing in the Exchange of the DDS;
 - (iv) Regulatory approvals for the issuance of the DDS;
 - (v) Requirements for eligible corporate and individual investors to the DDS;
 - (vi) Procedures and implementing guidelines for subscriptions to the DDS (for public and stock rights offerings);
 - (vii) Procedures and implementing guidelines for buying/selling the DDS through the facilities of the Exchange;
 - (viii) Any other information or document that may be required by the Exchange in connection with its evaluation of the listing application, and in pursuance of its mandate to uphold public interest, protect investors and maintain a fair and orderly market, among others.

SECTION 2. Continuing Listing Requirements – The existing Listing and Disclosure Rules and requirements of the Exchange shall apply to the DDS of the Issuer. In addition, the Issuer shall continuously comply with the following:

- a. Disclose any action taken by the BSP and/or SEC regarding the validity of the issuance, offering and listing in the Exchange of the DDS, in accordance with the Unstructured Continuing Listing Requirements under the Disclosure Rules of the Exchange;
- b. Maintain all regulatory licenses and approvals applicable to the issuance and listing of the DDS;
- c. Ensure the availability of at least two (2) Eligible Brokers to trade the DDS.
- d. Include and maintain in its investor relations program the relevant detailed information on its DDS. The said program must effectively communicate to investors the relevant information affecting the DDS and the Issuer in its website and in the Issuer's other public platforms.
- e. Comply with all other listing requirements that may be imposed by the Exchange in relation to the issuance and listing of the DDS.

Failure to comply with any of the above continuing listing requirements may result in the imposition by the Exchange of appropriate sanctions on DDS, including the suspension of trading thereof.

PART C TRADING

SECTION 1. Trading Dollar Denominated Securities

- a. **Board Lot and Price Fluctuation** – The Board Lot and Price Fluctuation of a DDS for any Trading Day shall be based on the Reference Price.

The minimum Price Fluctuation and Board Lot for DDS listed in the Exchange are the following:

Price (in USD)		Tick Size (in USD)	Lot Size
From	To		
DOWN	0.99	0.01	100
1.00	4.99	0.01	20
5.00	9.99	0.01	10
10.00	19.98	0.02	10
20.00	49.95	0.05	10
50.00	99.95	0.05	5
100.00	199.90	0.10	5
200.00	499.80	0.20	5
500.00	999.50	0.50	5
1,000.00	UP	1.00	5

- b. **Eligible Brokers** – In order to be eligible to trade DDS, a TP must have attended the DDS training session or seminar conducted by the PSE and must be operationally ready to trade DDS, and shall issue a sworn certification to the PSE attesting to its operational readiness. Notwithstanding said certification, the PSE shall have the option to assess the operational readiness of the TP. In addition, the TP shall comply with requirements stated under Part D, Sections 2 and 8(e) imposed by the SCCP and any other requirements that may be imposed by other regulatory agencies such as, but not limited to, the BSP and SEC. TP shall also obtain the consent of its clients to the disclosure of their names to the SEC, if said information is requested by the SEC in the course of an investigation of a possible violation of the Securities Regulation Code and its implementing rules and regulations and other orders and issuances of the SEC, examination, official inquiry or as part of surveillance procedures, and/or in compliance with other pertinent laws.

The Exchange shall restrict TPs that fail to comply with such requirements from trading the DDS.

c. **Block Sales** – Block Sales on DDS shall comply with the following minimum transaction value:

- (i) Five Hundred Thousand US dollars (USD500,000.00) for regular Block Sales
- (ii) One Million US dollars (USD1,000,000.00) for special Block Sales

All other conditions for Block Sales in the Revised Trading Rules, such as price limit and reportorial requirements, shall apply to DDS.

d. **General Trading Policies**

- (i) A TP may aggregate orders for DDS upon order entry and will follow all provisions for Aggregation of Orders under Article IV, Section 4 of the Revised Trading Rules and other related issuances.
- (ii) Reference Price for DDS shall be the same as the Reference Price for other Securities, as defined in the Article IV, Section 6 of the Revised Trading Rules and other related issuances.
- (iii) The Trading Threshold, as defined in Article I, Section 1 and Article IV, Section 7 of the Revised Trading Rules and other related issuances shall apply to the trading of DDS.
- (iv) The Opening and Closing Price calculation in the Normal Market under Article IV, Section 10 of the Revised Trading Rules and other related issuances shall apply to DDS.
- (v) DDS can be traded in the Odd Lot Market.
- (vi) The value limit per Order set by the TP for each of its traders shall also apply to DDS. Orders for DDS will be converted into Philippine peso using previous day's Exchange Rate.
- (vii) Done-through trades for DDS shall only be allowed among Eligible Brokers.

SECTION 2. End-of-Day Reports

- a. There will be a separate section in the TP trade reports (e.g. CTF, DTR, ABC, Purchases and Sales) for DDS transactions.
- b. DDS transactions shall be included in the Market End-of-Day reports generated by the Exchange.

PART D CLEARING AND SETTLEMENT

SECTION 1. Settlement Bank – The cash settlement bank for DDS shall be designated by SCCP. The SCCP may appoint more than one settlement bank.

SECTION 2. Settlement Currency – Settlement shall be denominated in USD. In this regard, TPs intending to participate in the trading of DDS are required to have a USD deposit account, more commonly known as “FCDU” or “Foreign Currency Deposit Unit” account, with any universal or commercial bank. They shall also be required to open a separate USD cash settlement account with the designated settlement bank where payment of their Due Clearing obligations will be deposited and where they will be credited for their Due Broker entitlements.

SECTION 3. Obligation Report – Clearing Members are required to generate the Obligation Report for DDS transactions.

SECTION 4. Payment of Due Clearing/Cash Obligation

- a. SCCP shall provide a separate USD settlement cashlist to the designated settlement bank.
- b. Cash settlement accounts should be funded by good cleared funds as of the settlement deadline. Good cleared funds refer to immediately available funds in the books of the designated settlement bank. USD notes deposited on the same day as the settlement deadline may not necessarily denote good cleared funds as deposits of these USD notes may be subject to clearing by the banks.
- c. Clearing Members will not be required to execute cash/book transfer instruction in the Central Clearing and Central Settlement System (“CCCS”).
- d. By the settlement deadline, the designated settlement bank shall confirm to SCCP through email or fax, the due clearing payments received per the cashlist and transferred to the SCCP USD Nostro Account. Balances of the USD cash settlement accounts shall not be reflected in the CCCS.
- e. Existing Fails Management rules will apply should a Clearing Member fail to deliver its Cash obligations.

SECTION 5. Securities Delivery – Procedures for securities deliveries shall be the same as with peso-denominated securities stated in the SCCP Operating Procedures. Existing Fails Management rules will apply should a Clearing Member fail to deliver its Securities obligations.

SECTION 6. Release of Entitlements

- a. Upon successful completion of the settlement processing for both cash and securities, SCCP shall release the corresponding entitlements.

- b. SCCP shall instruct the designated settlement bank to debit SCCP's USD Nostro Account and credit the USD cash settlement accounts of the Net Due Brokers. The designated settlement bank shall confirm the successful transfer of funds.
- c. The release of securities entitlements shall be in the same manner as with peso-denominated securities stated in the SCCP Operating Procedures.

SECTION 7. Contributions to the CTGF – Contributions to the CTGF shall be paid in Philippine pesos at the same rate as with peso-denominated securities. The Philippine-peso value of the CTGF contribution shall be computed using the PDEX closing USD exchange rate on transaction date.

SECTION 8. Mark-to-Market Collateral Deposit (“MMCD”) Requirement

- a. Computations for the MMCD for the DDS shall be separate from the peso-denominated securities.
- b. SCCP shall provide a separate collateral cashlist to the designated settlement bank.
- c. DDS transactions shall have a separate collateral/refund system message in the CCCS.
- d. Clearing Members may generate thru the CCCS the MMCD Collateral Requirement Notice for DDS. MMCD Collateral Detail Requirement (“Detailed”) Report for DDS shall be available upon request to SCCP.
- e. Acceptable collateral shall be cash in USD. In this regard, Clearing Members shall be required to open a separate USD cash collateral deposit account for DDS with the designated settlement bank.
- f. Clearing Members may also opt to deliver the DDS shares causing the negative exposure up to T+2 to reduce their collateral requirement.
- g. Withdrawal of excess collaterals by the Clearing Member from the cash collateral deposit account for DDS shall not be allowed unless authorized by SCCP.
- h. Collateral Deposits
 - (i) Cash collateral deposit accounts should be funded by good cleared funds by 12:00 NN of the next business day after notification by SCCP.
 - (ii) By the deadline, the designated settlement bank shall confirm to SCCP, through email or fax, the balances in the cash collateral deposit accounts of the Clearing Members and transferred to the SCCP Nostro Account. Balances of the cash collateral deposit accounts for DDS shall not be reflected in the CCCS.
 - (iii) Existing rules of the SCCP will apply should a Clearing Member fail to deliver the required collateral by the deadline.

- i. Cash Collateral Withdrawal
 - (i) Clearing Members shall submit a duly signed Notice of Withdrawal to SCCP between 9:00 AM – 12:00 NN. Any withdrawal request made after the 12:00 NN deadline will not be honored.
 - (ii) Upon successful verification from the authorized signatory of the Clearing Member, SCCP shall instruct the designated settlement bank to debit the SCCP Nostro Account for the amount being withdrawn and credit the specified target account of the Clearing Member.
 - (iii) The designated settlement bank shall confirm the successful transfer of funds.
- j. By 3:00 PM, SCCP shall instruct the designated settlement bank to transfer the remaining cash collaterals of the Clearing Members back to their cash collateral deposit accounts for DDS.

PART E FEES

All applicable fees and penalties shall be paid in Philippine pesos. When conversion from USD is needed, as in the case of trading and settlement fees, the Philippine-peso value shall be computed daily on transaction date using the PDEX closing USD exchange rate.

SECTION 1. Listing Fees

- a. **Processing Fee** – Upon filing of its application to list, the Issuer shall pay a non-refundable processing fee of:
 - (i) For transactions covering public and/or stock rights offering, One Hundred Thousand Pesos (Php100,000.00) plus other incidental expenses.
 - (ii) For other transactions, including but not limited to private placements or stock dividend declarations, Fifty Thousand Pesos (Php50,000.00) plus incidental expenses.
- b. **Listing Fee** – The Listing Fee will be computed using the prevailing Schedule of Fees under the Listing Rules of the Exchange. The Listing Fee shall be paid after the Exchange approves the listing application.
- c. **Annual Listing Maintenance Fee (“ALMF”)** – The ALMF will be computed using the prevailing ALMF structure and will be paid on the last business day of the year. The Issuer shall be charged with an ALMF for its DDS separate from the other listed securities of the Issuer.

SECTION 2. Trading Fees – Trading fees shall be at the same rate as with the peso-denominated securities.

- a. **PSE Transaction Fee** – 0.005% of gross value for every side of the transaction executed.
- b. **Block Sale Processing Fee** – 0.005% of gross value for every side of the transaction executed, in lieu of transaction fee.

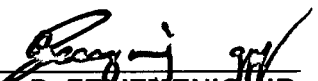
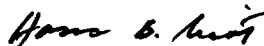
SECTION 3. Settlement Fees – Service fees shall be at the same rate as with the peso-denominated securities.

SECTION 4. Monetary Penalties – Monetary penalties shall be imposed in the same manner and at the same rate as existing PSE and SCCP rules and regulations.

SECTION 5. Payment – Payment of fees and penalties shall be in the same manner as with the peso-denominated securities.

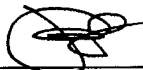
THE PHILIPPINE STOCK EXCHANGE, INC.

SECURITIES AND EXCHANGE COMMISSION



HANS B. SICAT
President and Chief Executive Officer

VICENTE GRACIANO P. FELIZMENIO, JR.
Director
Markets and Securities Regulation Department



ROEL A. REFRAN
Chief Operating Officer

SECURITIES CLEARING CORPORATION OF THE PHILIPPINES



RENEE D. RUBIO
Chief Operating Officer

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**ADDITIONAL LISTING APPLICATION
Supplemental Checklist of Documentary Requirements
(to be submitted in two [2] hard copies and soft copy*)**

**ADDITIONAL DOCUMENTARY REQUIREMENTS
FOR DOLLAR-DENOMINATED SECURITIES (“DDS”)**

The Applicant Company shall submit the additional documents enumerated in the table below in addition to the documents prescribed in the applicable Checklist of Documentary Requirements covering the specific transaction (e.g., public offering, stock rights offering or private placement) resulting to the issuance of the Applicant Company’s DDS.

Name of Applicant Company	
Transaction	
Date of Filing of the Application	
PSE Processing Fee O.R. Number	
Applicant Company Contact Person Name / Designation Contact Number Email	
Received by (Name / Signature of Listings Department personnel)	

DATE SUBMITTED	REQUIREMENTS
	1. Copy of the Applicant Company’s letter to the Bangko Sentral ng Pilipinas (“BSP”) requesting BSP’s approval of the Transaction and/or issuance of the DDS.
	2. A certified true copy of BSP’s Certification or Notice regarding the BSP’s approval of the Applicant Company’s Transaction and/or issuance of the DDS.
	3. Sworn Corporate Secretary’s Certification on the approval by the Applicant Company’s Board of Directors and, when applicable, by the stockholders, of the Transaction, including, but not limited to, the terms and conditions of the issuance of the DDS and the listing of the DDS in the Exchange.
	4. External legal counsel’s opinion on the validity of the issuance of the Applicant’s Company’s DDS and that said issuance complies with all applicable laws and regulations (applicable to transactions covering a public or stock rights offering (“Offer”) and other transactions, as

DATE SUBMITTED	REQUIREMENTS
	determined by the Exchange). The said opinion must be supported by a legal due diligence report with details on the specific laws and regulations applicable to the Applicant Company's DDS.
	<p>5. Copies of the following (applicable to transactions covering an Offer of the Applicant Company's DDS):</p> <p><i>A. Prior to Listing</i></p> <ul style="list-style-type: none"> • Requirements for corporations and individuals (foreign and local) to be eligible to subscribe to the Applicant Company's DDS through the Underwriter(s) during the Offer. • Requirements for corporations and individuals (foreign and local) to be eligible to subscribe to the Applicant Company's DDS through the PSE Trading Participants during the Offer. • Procedures and Implementing Guidelines for the Reservation and Allocation by the PSE Trading Participants of the Applicant Company's DDS through the Underwriter(s) during the Offer. <p><i>B. Post-Listing</i></p> <ul style="list-style-type: none"> • Requirements for corporations and individuals (foreign and local) to be eligible to buy/sell DDS through their brokers. • Requirements for PSE Trading Participants to be eligible to trade DDS. • Procedures and Implementing Guidelines for the Trading and Settlement of the Applicant Company's DDS. • Procedures and Implementing Guidelines for Cash Dividend Declarations.
	6. Copies of the agreements between the Applicant Company and at least two (2) appointed Eligible Brokers for the Applicant Company's DDS.
	Documents relating to the Settlement Bank
	7. Copy of the letter or certification issued by the Securities Clearing Corporation of the Philippines ("SCCP") regarding the approval of the designation of the Settlement Bank(s).
	<p>8. Copy of the BSP Letter or Certification regarding its approval of the designation of the Settlement Bank(s) for the Applicant Company's DDS.</p> <p><i>Or if BSP approval is not applicable:</i></p> <p>Copy of the Applicant Company's letter to the BSP to notify BSP regarding the designated Settlement Bank(s) for the Applicant Company's DDS.</p>
	9. Copy of the agreement between the Applicant Company and the appointed Settlement Bank(s) for the Applicant Company's DDS.
	10. Sworn Corporate Secretary's Certificate attesting to the approval by the Applicant Company's Board of Directors and, when applicable, by the Applicant Company's stockholders of the designation of the Settlement Bank(s).
	11. Sworn Corporate Secretary's Certificate attesting to the approval by the

DATE SUBMITTED	REQUIREMENTS
	Settlement Bank's Board of Directors of its designation as a Settlement Bank for the Applicant Company's DDS.
	Other requirements
	12. Other documents which may be required by the Exchange, including, but not limited to, updates on previous documents submitted.

****As announced in Memorandum No. 2010-0229 dated May 17, 2010 regarding the revised procedures for filing of a listing application, the Applicant Company shall comply with the following procedures:***

1. The Applicant Company shall submit two (2) printed copies of each required document: one (1) original copy, or when specified, certified true copy; and one (1) photocopy of each document. The printed copies must be bound in the order as indicated in the checklist, and must be properly tabbed or labelled.
2. The Applicant Company shall submit a CD or DVD containing a scanned copy of each required document in **.pdf format**. The filename for each .pdf file must clearly indicate the type of document (e.g., Application for Listing of Stocks, Articles of Incorporation, Background of Top 20 Stockholders, etc.). The CD or DVD must be properly labelled with the Applicant Company's name, type of listing application and date of filing.
3. For an application covering an initial public offering, listing by way of introduction, follow-on public offering or stock rights offering, the Applicant Company shall submit a soft copy of the draft prospectus in **MS Word** or **.doc format**.
4. The Applicant Company shall submit a sworn Corporate Secretary's Certification certifying (i) that the photocopies submitted are true copies of the original documents; and (ii) that the hard copies and soft copies are identical.

Should the Applicant Company be required to submit any additional document after the listing application is officially filed, steps 1 and 2 above shall be observed unless the Exchange specifies that the soft copy of the additional required document may be submitted through electronic mail.