

C01026-2015

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)
Mar 4, 2015
2. SEC Identification Number
AS094-000088
3. BIR Tax Identification No.
003-058-789
4. Exact name of issuer as specified in its charter
SM PRIME HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Mall of Asia Arena Annex Building, Coral Way cor. J.W. Diokno Blvd., Mall of Asia
Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City, Philippines
Postal Code
1300
8. Issuer's telephone number, including area code
(632) 831-1000
9. Former name or former address, if changed since last report
N/A
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 STOCK, P1 PAR VALUE	28,879,137,294
11. Indicate the item numbers reported herein
ITEM # 9, LETTER B

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



DDIME

FINVIL HOLDINGS

SM Prime Holdings, Inc. SMPH

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting *References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Notice of Annual Stockholders' Meeting

Background/Description of the Disclosure

At the regular meeting of the board of directors of SM Prime Holdings, Inc. (Corporation) held yesterday, December 8, 2014, the Board of Directors has set its 2015 Annual Stockholders Meeting on April 14, 2015, Tuesday, 2:30 pm at the SMX Convention Center, Taguig Function Room 3, at SM Aura Premier, 26th St., Corner Mckinley Parkway, Barangay Fort Bonifacio Global City, Taguig. Record date for the meeting is 16 March 2015. Other details of the holding of the Corporation's Annual Stockholders' Meeting shall be timely announced.

Type of Meeting

- ☒ Annual
☐ Special

Date of Approval by Board of Directors	Dec 8, 2014
Date of Stockholders' Meeting	Apr 14, 2015
Time	2:30pm
Venue	SMX Convention Center, Taguig Function Room 3, at SM Aura Premier, 26th St., Corner Mckinley Parkway, Barangay Fort Bonifacio Global City, Taguig
Record Date	Mar 16, 2015
Agenda	Please see attached file.

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

N/A

Filed on behalf by:

Name	Gerlyn Rosario Barrozo
Designation	Officer



SM Prime Holdings, Inc.
10/F Mall of Asia Arena Annex Building,
Coral Way corner J.W. Diokno Boulevard,
Mall of Asia Complex, Pasig City 1300, Philippines

Notice of Regular Annual Stockholders' Meeting
April 14, 2015, 2:30 p.m.
Function Room 3, SMX Convention Center Taguig, SM Aura Premier
26th St., Corner McKinley Parkway, Barangay Fort Bonifacio Global City, Taguig

To all Stockholders:

Please take notice that the 2015 annual meeting of the stockholders of **SM PRIME HOLDINGS, INC.** will be held on April 14, 2015 at 2:30 p.m. at the Function Room 3, SMX Convention Center Taguig, SM Aura Premier, 26th St., Corner McKinley Parkway, Barangay Fort Bonifacio Global City, Taguig. The proposed agenda of the meeting is set forth below:

AGENDA

1. Call to order.
2. Certification of notice and quorum.
3. Approval of minutes of annual meeting of stockholders held on April 15, 2014.
4. Approval of Annual Report for the Year 2014.
5. General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting.
6. Election of directors for 2015-2016.
7. Appointment of external auditors.
8. Other matters.
9. Adjournment.

Attached are the rationale for the above agenda items for reference.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (PSE) on March 16, 2015 as the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you are requested to accomplish the attached proxy form (which need not be notarized) and return the same to the office of the Secretary at Suite 2401, The Orient Square F. Ortigas, Jr. Road, Ortigas Center 1600 Pasig City at least seventy-two (72) hours before the date set for the annual meeting, as provided in the By-laws.

For your convenience in registering your attendance, please bring some form of identification, such as a passport, driver's license, or company I.D.

Makati City, March 3, 2015.

BY THE ORDER OF THE BOARD OF DIRECTORS

ELMER B. SERRANO
Corporate Secretary
SM PRIME HOLDINGS, INC.

Rationale for Agenda Items:

Agenda Item 3: Approval of minutes of annual stockholders' meeting held on April 15, 2014.

The minutes of the annual stockholders' meeting held on April 15, 2014 were made and submitted to the SEC within the period prescribed by pertinent laws, rules and regulation. The results of the annual stockholders' meeting were also posted on the Company's website on the same date. The Board of Directors recommends the shareholders to consider subject minutes for approval on April 14, 2015.

Agenda Item 4: Approval of Annual Report for the year 2014.

The Company's 2014 performance results have been duly summarized in the Annual Report which includes the Audited Financial Statements (AFS) of the Company for the year ended 2014. The AFS have been reviewed by the Audit and Risk Management Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. Any shareholder who would like to receive a hard copy or CD of the 2014 Annual Report may do so through the office of the Investor Relations Office. The 2014 Annual Report is also posted in the Company's website.

Agenda Item 5: General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting.

The Company's performance in 2014, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

Agenda Item 6: Election of directors for 2015-2016.

The same set of Directors have been duly reviewed and recommended by the Company's Nomination Committee for re-election. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders. The profiles of the Directors are available in the Company's website and are attached herewith for reference.

Agenda Item 7: Appointment of external auditors.

Based on the recommendation of the Audit and Risk Management Committee, the Board concurred with the recommendation to re-appoint SGV & Co. as the Company's external auditors for 2015. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the SEC.

Makati City, March 3, 2015.