

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)
Feb 28, 2017
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
10th Floor 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	28,879,231,694

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.



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

During the regular meeting of the Board of Directors (the "Board") of SM Prime Holdings, Inc. (the Corporation") held today, the Board set its 2017 Annual Stockholders' Meeting on April 25, 2017, 2:30 p.m. at the SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay and set March 31, 2017 as the record date for stockholders entitled to notice of, to attend and vote at the annual stockholders' meeting.

Type of Meeting

- ☒ Annual
☐ Special

Date of Approval by Board of Directors	Feb 20, 2017
Date of Stockholders' Meeting	Apr 25, 2017
Time	2:30pm
Venue	SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay
Record Date	Mar 31, 2017
Agenda	Please see attached file.

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

Amendment 1: Agenda

Filed on behalf by:

Name	Diana Inderio
Designation	Supervisor



PRIME HOLDINGS

Notice of Annual Stockholders' Meeting
April 25, 2017 | 2:30p.m.
Function Room 1, SMX Convention Center
Seashell Lane, Mall of Asia Complex, Pasay City

To all Stockholders:

Please take notice that the annual meeting of the stockholders of **SM PRIME HOLDINGS, INC.** will be held on **April 25, 2017 at 2:30 p.m.** at the **Function Room 1, SMX Convention Center, Seashell Lane, Mall of Asia Complex, Pasay City.**

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders Held on April 12, 2016
4. Approval of Annual Report for 2016
5. General Ratification of the Acts of the Board of Directors, Board Committees and the Management
6. Election of Members of the Board of Directors for 2017-2018
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

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

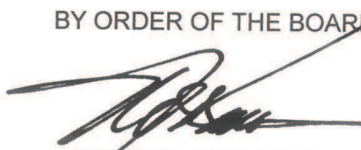
The Board of Directors has fixed the end of trading hours of The Philippine Stock Exchange, Inc. on March 31, 2017 as the record date for the determination of stockholders entitled to the notice of and to vote at such meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you may accomplish a proxy form (which need not be notarized) and file the same to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City at least seventy-two (72) hours before the date of the meeting, in accordance with the By-Laws of the Corporation. Validation of proxies will be conducted on April 24, 2017 at 11am at 10th Floor, 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.

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

Pasig City, 24 February 2017.

BY ORDER OF THE BOARD OF DIRECTORS:



ELMER B. SERRANO
Corporate Secretary

Rationale for Agenda Items:

Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on April 12, 2016

The Minutes of the annual stockholders' meeting held on April 12, 2016 were prepared and submitted to the SEC within the period prescribed by pertinent laws, rules and regulations. 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 25, 2017.

Agenda Item No. 4: Approval of Annual Report for the Year 2016

The Company's 2016 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2016. The AFS have been reviewed and approved by the Audit 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 2016 Annual Report may do so through the Investor Relations Office. The 2016 Annual Report is also posted in the Company's website.

Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting

The Company's performance in 2016, 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 No. 6: Election of Directors for 2017-2018

The same set of Directors have been duly reviewed and recommended by the Company's Corporate Governance 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 attached herewith for your reference.

Agenda Item No. 7: Appointment of External Auditor

Based on the recommendation of the Audit Committee, the Board concurred with the recommendation to re-appoint SGV & Co. as the Company's external auditors for 2017. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the SEC.

Pasig City, February 24, 2017