

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 8, 2016
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

At the regular meeting of the board of directors of SM Prime Holdings, Inc. (Corporation) held today, February 22, 2016, the Board of Directors has set its 2016 Annual Stockholders Meeting on April 12, 2016, Tuesday, 2:30 pm at the SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay. Record date for the meeting is 14 March 2016. 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	Feb 22, 2016
Date of Stockholders' Meeting	Apr 12, 2016
Time	2:30pm
Venue	SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay
Record Date	Mar 14, 2016
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: Venue will be at the SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay.
Amendment 2: Agenda

Filed on behalf by:

Name	Diana Inderio
Designation	Supervisor



PRIME HOLDINGS

Notice of Annual Stockholders' Meeting
April 12, 2016 | 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 12, 2016 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 14, 2015
4. Approval of Annual Report for 2015
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
6. Election of Members of the Board of Directors for 2016-2017
7. Appointment of External Auditor
8. 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 14, 2016** 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 Suite 2401 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.

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, March 8, 2016.

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 14, 2015

The Minutes of the annual stockholders' meeting held on April 14, 2015 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 12, 2016.

Agenda Item No. 4: Approval of Annual Report for the Year 2015

The Company's 2015 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 2015. The AFS have been reviewed 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 2015 Annual Report may do so through the Investor Relations Office. The 2015 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 2015, 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 Members of the Board of Directors for 2016-2017

The same set of directors have been duly reviewed and recommended by the Company's Nomination Committee for re-election, except Mr. Henry Sy, Sr., who has been appointed as Chairman Emeritus. In addition, the Nomination Committee recommended Mr. Jeffrey C. Lim for election to the Board of Directors. Their proven expertise, competence 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 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 2016. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the SEC.

Pasig City, March 8, 2016.

Profiles of the Nominees for Election to the Board of Directors for 2016-2017

NAME : HENRY T. SY, JR.
AGE : 62 YRS.
DESIGNATIONS : Non-Executive Director/Chairman of the Board



EDUCATION/ EXPERIENCE: Mr. Henry T. Sy, Jr. has served as Director since 1994. He is responsible for the real estate acquisitions and development activities of the SM Group which include the identification, evaluation and negotiation for potential sites as well as the input of design ideas. At present, he is Vice Chairman of SMIC, Chairman and Chief Executive Officer of SM Development Corporation (SMDC), Vice Chairman and President of HPI, Chairman of Pico de Loro Beach and Country Club Inc. and President of The National Grid Corporation of the Philippines. He graduated with a management degree from De La Salle University.

POSITIONS IN OTHER PLCs

SM Investments Corporation Vice Chairman

BOARD ATTENDANCE : 100%; 6 of 6 Board Meetings
100%; 24 of 24 Executive Committee Meetings
DATE OF FIRST APPOINTMENT : April 1994
NO. OF YEARS ON THE BOARD : 22 YRS.
SHAREHOLDINGS : 2.36%
OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.

NAME : JOSE L. CUISIA, JR.
AGE : 72 YRS.
DESIGNATIONS : Independent Director/Vice-Chairman of the Board



EDUCATION/ EXPERIENCE : Mr. Jose L. Cuisia, Jr. has served as Vice Chairman of the Board of Directors of SMPH since 1994. In 2011, he took his official diplomatic post as Ambassador Extraordinary and Plenipotentiary to the United States of America. He was the former President and Chief Executive Officer of the Philippine American Life and General Insurance Company. Previously, he served as Governor of the Bangko Sentral ng Pilipinas from 1990 to 1993 and Administrator of the Social Security System from 1986 to 1990. He graduated with a Bachelor's Degree in Commerce from De La Salle University and took his MBA at the prestigious Wharton School of the University of Pennsylvania. He was awarded the "Joseph Wharton Award for Lifetime Achievement" by the prestigious Wharton Club of Washington, DC in May 2011, and was conferred the Lifetime Contributor Award (public sector) by the Asia CEO Forum in 2015 and the Order of the Sikatuna with the rank of Grand Cross by President Benigno Aquino III in 2016.

POSITIONS IN OTHER PLCs

PHINMA Corporation Director
Holcim Philippines, Inc. Director
Manila Water Company, Inc. Independent Director

BOARD ATTENDANCE : 100%; 6 of 6 Board Meetings

Meetings 100%; 4 of 4 Audit and Risk Management Committee

100%; 2 of 2 Nomination Committee Meetings

DATE OF FIRST APPOINTMENT : April 1994

NO. OF YEARS ON THE BOARD : 22 YRS.

SHAREHOLDINGS : 0.00%

OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.

NAME : HANS T. SY

AGE : 60 YRS.

DESIGNATION : Executive Director



EDUCATION/ EXPERIENCE : Hans T. Sy has served as Director since 1994 and as President since 2004. He has held key positions in businesses related to banking, real estate development, mall operations, as well as leisure and entertainment. In the SM Group, his other current positions include Adviser to the Board of SM Investments Corporation, Chairman of China Banking Corporation, and Chairman of National University. Mr. Sy is a B.S. Mechanical Engineering Graduate of De La Salle University.

POSITIONS IN OTHER PLCs :

China Banking Corporation	Chairman
SM Investments Corp.	Adviser to the Board

BOARD ATTENDANCE : 100%; 6 of 6 Board Meetings
100%; 2 of 2 Compensation Committee Meetings
100%; 24 of 24 Executive Committee Meetings

DATE OF FIRST APPOINTMENT : April 1994

NO. OF YEARS ON THE BOARD : 22 YRS.

SHAREHOLDINGS : 2.37%

OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.

NAME : HERBERT T. SY

AGE : 59 YRS.

DESIGNATION : Non-Executive Director



EDUCATION/ EXPERIENCE : Mr. Herbert T. Sy has served as Director since 1994. He is an Adviser to the Board of SMIC and is currently the Vice Chairman of Supervalve Inc., Super Shopping Market Inc. and Sanford Marketing Corporation and Director of China Banking Corporation. He also holds board positions in several companies within the SM Group. He has worked with SM Group Companies for more than 30 Years, engaged in food retailing, rubber manufacturing, car service and car accessories and banking. He is actively involved in the SM Group's Supermarket Operations, which include acquisition, evaluation and negotiation for potential sites. He holds a Bachelor's degree in management from De La Salle University.

POSITIONS IN OTHER PLCs :

Belle Corporation Independent Director

BOARD ATTENDANCE : 100%; 6 of 6 Board Meetings
100%; 4 of 4 Audit and Risk Management Committee Meetings

Meetings

100%; 2 of 2 Compensation Committee Meetings

100%; 2 of 2 Nomination Committee Meetings

DATE OF FIRST APPOINTMENT : April 2008

NO. OF YEARS ON THE BOARD : 8 YRS.

SHAREHOLDINGS : 0.00%

OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.

NAME : JOSELITO H. SIBAYAN
AGE : 57 YRS.
DESIGNATION : Independent Director



EDUCATION/ EXPERIENCE : Mr. Joselito H. Sibayan has spent the past 28 years of his career in investment banking. From 1987 to 1994, and after taking his Master of Business Administration (MBA) from University of California in Los Angeles, he was Head of International Fixed Income Sales at Deutsche Bank in New York and later moved to Natwest Markets to set up its International Fixed Income and Derivatives Sales/Trading operation. He then moved to London in 1995 to run Natwest Market's International Fixed Income Sales Team. He is currently the President and CEO of Mabuhay Capital Corporation (MC2), an independent financial advisory firm. Prior to forming MC2 in 2005, he was Vice Chairman, Investment Banking - Philippines and Country Manager for Credit Suisse First Boston (CSFB). He helped establish CSFB's Manila representative office in 1998, and later oversaw the transition of the office to branch status. He was elected as an Independent Director in 2011.

POSITIONS IN OTHER PLCs :

Apex Mining Corporation Independent Director

BOARD ATTENDANCE : 100%; 6 of 6 Board Meetings
100%; 4 of 4 Audit and Risk Management Committee Meetings

Meetings

100%; 2 of 2 Compensation Committee Meetings

100%; 2 of 2 Nomination Committee Meetings

DATE OF FIRST APPOINTMENT : April 2011

NO. OF YEARS ON THE BOARD : 5 YRS.

SHAREHOLDINGS : 0.00%

OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.

NAME : JEFFREY C. LIM
AGE : 54 YRS.
DESIGNATION : Executive Director



EDUCATION/ EXPERIENCE : Mr. Jeffrey C. Lim is the Executive Vice President of SMPH and a member of its Executive Committee, as well as the President of SMDC. He is a Director of Pico de Loro Beach and Country Club Inc. and holds various board and executive positions in other SMPH's subsidiaries. He is a member of the Management Board of the Asia Pacific Real Estate Association. He is a Certified Public Accountant and holds a Bachelor of Science degree in Accounting from the University of the East. Prior to joining the Company in 1994, he worked for a multi-national company and SGV & Co.

POSITIONS IN OTHER PLCs : None
BOARD ATTENDANCE : N/A
DATE OF FIRST APPOINTMENT : N/A
NO. OF YEARS ON THE BOARD : N/A
SHAREHOLDINGS : 0.00%
OTHER INFORMATION : No legal dispute in the past five (5) years;
No conflict of interest transactions in the past one (1) year.