

**SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines**

**FORM 23-B**

**REVISED**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

|   |  |  |  |   |  |
|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person<br><b>HENRY SY, JR.</b><br><small>(Last) (First) (Middle)</small> |  | 2. Issuer Name and Trading Symbol<br><b>SM Prime Holdings, Inc. (SMPH)</b> |  | 7. Relationship of Reporting Person to Issuer<br><small>(Check all applicable)</small>  |  |
| 10th Floor L.V. Locsin Building<br><small>(Street)</small>  |  | 3. Tax Identification Number<br><b>106-215-722</b>                         |  | <input checked="" type="checkbox"/> Director<br><input checked="" type="checkbox"/> Officer<br>_____ 10% Owner<br>_____ Other<br><small>(give title below)</small><br><b>Chairman</b> |  |
| 6752 Ayala Ave cor Makati Ave., Makati City<br><small>(City) (Province) (Postal Code)</small>             |  | 4. Citizenship<br><b>Filipino</b>  |  | 5. Statement for Month/Year<br><b>November 2021</b>   |  |
|   |  | 6. If Amendment, Date of Original (Month/Year)                             |  |   |  |

Table 1 - Equity Securities Beneficially Owned

| 1. Class of Equity Security                   | 2. Transaction Date<br><small>(Month/Day/Year)</small> | 4. Securities Acquired (A) or Disposed of (D) |            |       | 3. Amount of Securities Owned at End of Month |                    | 4. Ownership Form:<br>Direct (D) or Indirect (I) * | 6. Nature of Indirect Beneficial Ownership |
|---|--|---|------------|-------|---|--------------------|--|--|
|   |  | Amount  | (A) or (D) | Price | %   | Number of Shares   |  |  |
| Common - A                                    |  | 0   |            |       | 0.017   | 4,965,074          | (D)  | Principal stockholder                      |
|   | 11/16/2021   | -13,800,000                                   | (D)        | 35.85 | 1.596   | 460,934,226        | (I)  | with brokers / PCD                         |
| <b>Total holdings as of November 16, 2021</b> |  |   |            |       | <b>1.613</b>                                  | <b>465,899,300</b> |  |  |

(Print or Type Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.


- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table B - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

| 1. Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yr) | 4. Number of Derivative Securities Acquired (A) or Disposed of (D) |            | 5. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 6. Title and Amount of Underlying Securities |                            | 7. Price of Derivative Security | 8. No. of Derivative Securities Beneficially Owned at End of Month | 9. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 10. Nature of Indirect Beneficial Ownership |
|------------------------|--|------------------------------------|--|------------|--|-----------------|--|----------------------------|---------------------------------|--|--|---|
|                        |  |                                    | Amount   | (A) or (D) | Date Exercisable   | Expiration Date | Title  | Amount or Number of Shares |                                 |  |  |   |
| *****NO ENTRIES*****   |  |                                    |  |            |  |                 |  |                            |                                 |  |  |   |
|                        |  |                                    |  |            |  |                 |  |                            |                                 |  |  |   |
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|                        |  |                                    |  |            |  |                 |  |                            |                                 |  |  |   |

Explanation of Responses.

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

  
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 Henry Sy, Jr.  
 Signature of Reporting Person