

# COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

**Mr. John Nai Peng C. Ong**

(Contact Person)

8831-1000

(Company Telephone Number)

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*Month*      *Day*  
(Calendar Period)

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(Form Type)

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Month Day  
(Annual Meeting)

(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

\_\_\_\_\_

Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. November 07, 2025  
Date of Report
2. SEC Identification Number AS094-000088
3. BIR Tax Identification No. 003-058-789
4. SM PRIME HOLDINGS, INC.  
Exact name of registrant as specified in its charter
5. PHILIPPINES 6. (SEC Use Only)   
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines 1300  
Address of principal office Postal Code
8. (632) 8831-1000  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to 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	28,851,206,194
DEBT SECURITIES – RETAIL BOND	141,458,500,000
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.....	.....
.....	.....

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

Subject of the Disclosure

Buyback of SMPH shares

Background/Description of the Disclosure

Please be informed that the Company purchased 5,000,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

Type of Securities

- ☒ Common
- ☐ Preferred-
- ☐ Others-

Details of Share Buy-Back Transaction(s)

Date of Transaction	Number of Shares Purchased	Price Per Share	
November 07, 2025	50,000	20.6000	
November 07, 2025	200,000	20.6500	
November 07, 2025	1,470,000	20.7000	
November 07, 2025	300,000	20.7500	
November 07, 2025	575,000	20.8000	
November 07, 2025	201,300	20.8500	
November 07, 2025	323,700	20.9000	
November 07, 2025	150,000	20.9500	
November 07, 2025	300,000	21.0000	
November 07, 2025	50,000	21.0500	
November 07, 2025	250,000	21.1000	
November 07, 2025	325,000	21.1500	
November 07, 2025	150,000	21.2000	
November 07, 2025	50,000	21.2500	
November 07, 2025	100,000	21.3000	

November 07, 2025	75,000	21.3500	
November 07, 2025	175,000	21.4000	
November 07, 2025	175,000	21.4500	
November 07, 2025	80,000	21.5000	
	5,000,000		
Effects on Number of Shares			
	Before		After
Outstanding Shares	28,851,206,194	28,846,206,194	
Treasury Shares	4,315,093,881	4,320,093,881	
Cumulative Number of Shares Purchased to Date <sup>1</sup>	33,025,500		
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion		
Total Amount of Shares Repurchased	PHP726,033,630		
Other Relevant Information			
-			

<sup>1</sup> From the date when the share buy-back program commenced.

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SM PRIME HOLDINGS, INC.**

Registrant

Date: November 07, 2025

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

**JOHN NAI PENG ONG**  
Chief Finance Officer & Corporate Information Officer