

COVER SHEET

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SEC Registration Number

S	M		P	R	I	M	E		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

(Company's Full Name)

7	/	F		M	O	A		S	q	u	a	r	e	,		S	e	a	s	h	e	l	l		L	a	n	e	
c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l	l		o	f		A	s	i	a		C
o	m	p	l	e	x	,		B	r	g	y	.		7	6		Z	o	n	e		1	0	,		C	B	P	
1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

1	2	0	4
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Month Day  
(Calendar Period)

1	7	-	C	
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(Form Type)

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Month Day  
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document ID

Cashier

STAMPS

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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. December 4, 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	28,827,577,994
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 641,900 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	
December 4, 2025	10,000	21.7000	
December 4, 2025	140,000	21.7500	
December 4, 2025	261,900	21.8000	
December 4, 2025	60,000	21.8500	
December 4, 2025	50,000	21.9000	
December 4, 2025	120,000	22.0000	
	641,900		

**Effects on Number of Shares**

	Before	After
Outstanding Shares	28,827,577,994	28,826,936,094
Treasury Shares	4,338,722,081	4,339,363,981
Cumulative Number of Shares Purchased to Date <sup>1</sup>	52,295,600	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion	

<b>Total Amount of Shares Repurchased</b>	PHP1,106,925,639
<b>Other Relevant Information</b>	
-	

<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: December 4, 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